GOVIEX URANIUM INC.

ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2022

June 20, 2023

999 Canada Place, Suite 606
Vancouver, BC V6C 3E1

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INTRODUCTORY NOTES

ABOUT THIS ANNUAL INFORMATION FORM

This annual information form ("**AIF**") is dated June 20, 2023. Unless stated otherwise, all of the information in this AIF is stated as at December 31, 2022.

This AIF has been prepared in accordance with Canadian securities laws and contains information regarding GoviEx's history, business, mineral reserves and resources, the regulatory environment in which GoviEx does business, the risks that GoviEx faces and other important information for shareholders.

Cautionary Note Regarding Forward-Looking Statements

This AIF and the documents incorporated by reference contain "forward-looking information" within the meaning of applicable Canadian securities legislation.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on reasonable assumptions that have been made by GoviEx as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of GoviEx Uranium Inc. to be materially different from those expressed or implied by such forward-looking information, including but not limited to:

- the impact of general business and economic conditions, including risks related to government and environmental regulation, actual results of current exploration activities problems inherent to the marketability of minerals;
- industry conditions, including fluctuations in the price of metals, stock market volatility;
- competition; and
- those factors discussed in the section entitled "Description of the Business – Risk Factors" in this AIF.

Although GoviEx Uranium Inc. has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. GoviEx Uranium Inc. does not undertake to update any forward-looking information that is incorporated by reference herein, except in accordance with applicable securities laws.

Examples of Forward-Looking Information

This AIF and the documents incorporated by reference contain forward-looking information in a number of places, including statements pertaining to:

- the reported results in the Madaouela Technical Report and Muntanga Technical Report;

- estimates of the mineral resources for Madaouela Project and Muntanga Project;
- the realization of mineral resource estimates for the Madaouela Project and Muntanga Project;
- the expected capital and operational costs for the Madaouela Project and Muntanga Project;
- exploration, development and production plans and objectives for the Madaouela Project;
- the expected environmental, infrastructure, human relations, transport and logistics for the Muntanga Project;
- expectations regarding the process for and receipt of regulatory approvals, permits and licences under governmental and other applicable regulatory regimes;
- expectations about future market prices, production costs, and global uranium supply and demand; and
- future royalty and tax payments and rates.

Material Risks

- No History of Revenue;
- Market Price of the Common Shares;
- Uranium Price Fluctuations;
- Foreign Subsidiaries;
- Attraction and Retention of Key Personnel Including Directors;
- Growth Management;
- Financing Risk;
- Dilution;
- Future Sales of Shares by Existing Shareholders;
- Competition;
- Conflict of Interest;
- Disclosure and Internal Controls;
- Insurance and Uninsured Risks;
- Currency Risk;
- Public Health Issues and Disease Outbreaks;
- Information Systems and Cyber Security; and
- Risks relating to Mining Operations, including: (i) Exploration, Development and Operating Risks; (ii) Environmental Risks and Hazards; (iii) Governmental Regulation; (iv) Environmental Regulation; (v) Changes in Climate Conditions and Regulatory Regime; (vi) Permitting; (vii) Title Matters; (viii) African Operations; and (ix) Exploration and Geological Report.

Currency

Unless otherwise indicated, references to "$", "US$", "USD" or "dollars" in this AIF are references to the lawful currency of the United States, references to "CAD" are references to the lawful currency of Canada, references to "€" or "Euro" are references to the lawful currency of the 20 European Union countries forming the Eurozone that use the common currency established under the Maastricht Treaty, references to "£" or "pound sterling" in this AIF are references to the lawful currency of the United Kingdom, references to "XOF" or "CFA francs" are references to the lawful currency of the West African Monetary Union, and references to "ZMW" or Kwacha are references to the lawful currency of the Republic of Zambia.

Compliance with NI 43-101

As required by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), GoviEx has filed technical reports detailing the technical information related to its material mineral properties discussed herein. For the purposes of NI 43-101, GoviEx's material mineral properties as of December 31, 2022, are the Madaouela Project in Niger and the Muntanga Project in Zambia. Unless otherwise indicated, GoviEx has prepared the technical information in this AIF ("**Technical Information**") based on information contained in the technical reports, news releases and other public filings (collectively, the "**Disclosure Documents**") available under GoviEx's profile on SEDAR at www.sedar.com. Each Disclosure Document was prepared by, or under the supervision of, or approved by a Qualified Person as defined in NI 43-101. For readers to fully understand the information in this AIF, they should read the Disclosure Documents in their entirety, including all qualifications, assumptions and exclusions that relate to the Technical Information set out in this AIF which qualifies the Technical Information. The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. Readers are advised that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents.

Robert Bowell, a Qualified Person as defined under NI 43-101, has reviewed and approved the Technical Information contained in this AIF.

Classification of Mineral Reserves and Mineral Resources

In this AIF and as required by NI 43-101, the definitions of Proven and Probable Mineral Reserves and Measured, Indicated and Inferred Mineral Resources are those used by Canadian provincial securities regulatory authorities and conform to the definitions utilized by the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") in the "CIM Definition Standards for Mineral Resources and Mineral Reserves" as adopted on May 10, 2014 ("**CIM Standards**"). The Madaouela Project and Muntanga Project technical reports were written in accordance with these updated CIM Standards.

Cautionary Note to US Investors Concerning Estimates of Mineral Reserves and Mineral Resources

The disclosure in this AIF uses Mineral Resource and Mineral Reserve classification terms that comply with reporting standards in Canada, and, unless otherwise indicated, all Mineral Resource and Mineral Reserve estimates included in this AIF have been prepared in accordance with NI 43-101 and the CIM Standards referenced therein. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Previously, the CIM Standards differed significantly from standards in the United States. The US Securities and Exchange Commission ("**SEC**") adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the Securities Exchange Act of 1934, as amended. These amendments became effective February 25, 2019 (the "**SEC Modernization Rules**") with compliance required for the first fiscal year beginning on or after January 1, 2021. The SEC Modernization Rules replace the historical disclosure requirements for mining registrants that were included in Industry Guide 7 under the United States Securities Act of 1933, as amended. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources". In addition, the SEC has amended its definitions of "proven mineral reserves" and "probable mineral reserves" to be "substantially similar" to the corresponding definitions under the CIM Standards, as required by NI 43-101.

United States investors are cautioned that while the above terms are "substantially similar" to the corresponding CIM Standards, there are differences in the definitions under the SEC Modernization Rules and the CIM Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as "proven mineral reserves", "probable mineral reserves", "measured mineral resources", "indicated mineral resources" and "inferred mineral resources" under NI 43- 101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

United States investors are also cautioned that while the SEC now recognizes "indicated mineral resources" and "inferred mineral resources", investors should not assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater amount of uncertainty as to their existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any "indicated mineral resources" or "inferred mineral resources" that the Company reports are or will be economically or legally mineable. Further, "inferred mineral resources" have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically.

Therefore, United States investors are also cautioned not to assume that all or any part of the "inferred mineral resources" exist. In accordance with Canadian securities laws, estimates of "inferred mineral resources" cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

Accordingly, information contained in this AIF and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by US companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CORPORATE STRUCTURE

Name, Address and Incorporation

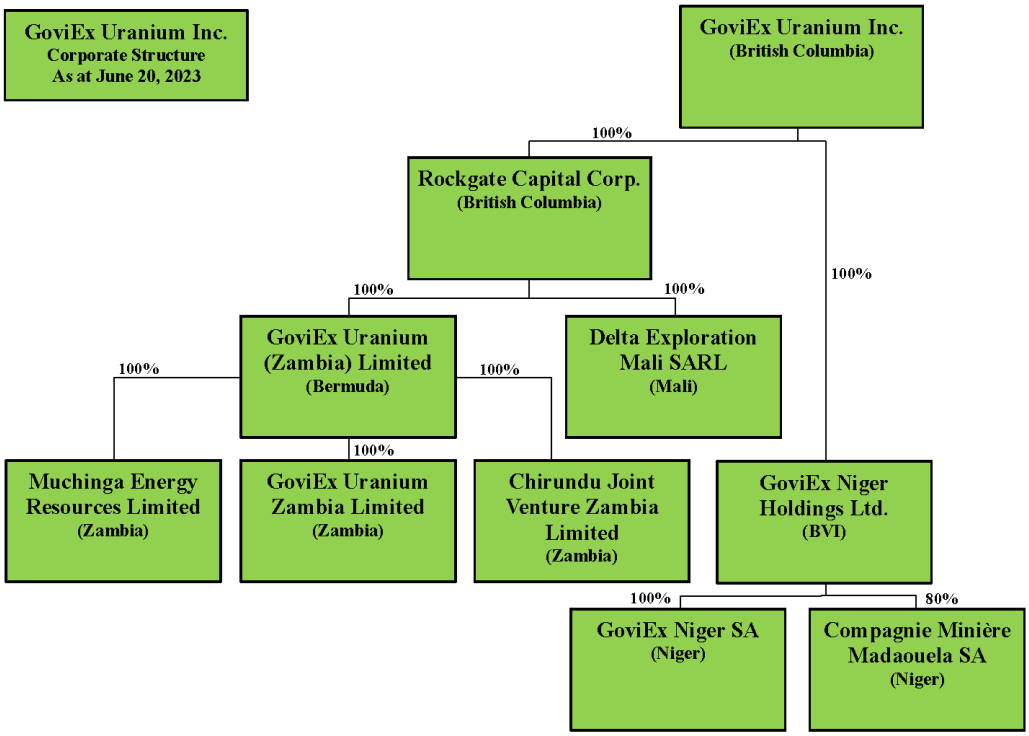
GoviEx Uranium Inc. ("**GoviEx**" or the "**Company**") was incorporated in the British Virgin Islands on June 16, 2006, pursuant to the BVI Business Companies Act, 2004 under the name Gobi High Power Exploration Inc. The Company changed its name to Govi High Power Exploration Inc. on February 26, 2007, and subsequently to GoviEx Uranium Inc. on September 8, 2008. Effective March 1, 2011, GoviEx was continued under the *Business Corporations Act* (British Columbia) ("**BCABC**") into British Columbia, Canada.

On June 19, 2014, the Company completed an initial public offering, and its class A common shares ("**Common Shares**") were listed for trading on the Canadian Securities Exchange under the symbol "GXU". The Company transferred its listing to the TSX Venture Exchange ("**TSXV**") on July 11, 2016, under the same trading symbol. On June 8, 2017, the Company's Common Shares were also listed for trading on the OTCQB Venture Market under the trading symbol "GVXXF" and on October 26, 2021 the Company's listing on the OTC was upgraded to the OTCQX Best Market under the same trading symbol.

GoviEx's head office and registered and records office is located at 999 Canada Place, Suite 606, Vancouver, British Columbia, V6C 3E1.

Intercorporate Relationships

The following chart describes the intercorporate relationships amongst GoviEx's subsidiaries, and the percentage of voting securities held by GoviEx, either directly or indirectly and the jurisdiction of incorporation, formation, continuation or organization of each subsidiary as at the date of this AIF:



GoviEx Asset Overview

GoviEx is engaged in the acquisition, exploration and development of uranium properties. The Company indirectly holds its uranium property interests through its subsidiaries in Niger (Madaouela Project), Zambia (Muntanga Project) and in Mali (Falea Project).

GoviEx's material assets are:

- An 80% interest in the mine permitted Madaouela Project close to the town of Arlit in Niger, and existing uranium operations. The project includes deposits planned to be mined by open pit and underground.
- A 100% interest in the mine permitted Muntanga Project in Zambia. The project includes deposits planned to be mined by open pit.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Fiscal Year ended December 31, 2020

Project Developments –Falea Project, Mali

The Company completed a soil and termitaria sampling program on the Falea project in Mali (the "**Falea Project**") during May – June 2020. On July 6, 2020, the Company announced that the sampling program results highlighted significant gold in-soil anomalies at the Falea Project in addition to the already known uranium-copper-silver resources.

Encouraged by the soil sampling work, the Company conducted a core sampling and geophysics programme during the fourth quarter of 2020, which identified a significant correlation between the Birimian geology, the fault structures (particularly the Road Fault) and the geophysical chargeability anomalies in relation to gold mineralization.

Project Developments –Chirundu Mining Permit, Zambia

In August 2019, the President of Zambia directed the Ministry of Mines and Mineral Development ("**MoM**") to review and cancel licenses for mining and exploration companies that have remained dormant for a long time. On July 7, 2020, the Company announced that the Mining Cadastre Department of Zambia had terminated its Chirundu mining permit due to a breach of Section 35 of the Mines and Mineral Development Act, 2015. Section 35 stipulates, among other things, that a mining permit holder is required to develop the permitted mining areas, carry out mining operations and comply with proposed capital investments of such permit. Since the mining permit was granted, the uranium price declined to such an extent that the license's commercial development was not feasible.

The Company filed a notice of appeal on July 24, 2020. On October 27, 2020, the MoM acknowledged the receipt of the appeal and requested additional supporting documents to assist in an informative decision.

Financing Developments

On February 13 and August 7, 2020, the Company announced the closings of non-brokered private placements for an aggregate total gross proceeds of CAD 7,300,000 by issuing 51,047,620 units. Each unit

consisted of one common share and one warrant exercisable at USD 0.15 per share within five years from the issuance.

Fiscal Year ended December 31, 2021

Project Developments –Madaouela Project, Niger

On April 5, 2021, the Company filed its updated pre-feasibility study ("**PFS**") for the Madaouela Project following the results announced on February 18, 2021. The PFS highlighted the improved economics of the project, including respective reduction of 15% and 20% in capital and operating expenses during open-pit mining in the early years, 66% reduction in captive water source and consumption, and potential to service a debt of USD 150,000,000 - USD 180,000,000 to fund mine development.

Following the positive results of the PFS, the Company progressed the Madaouela Project towards its feasibility study with a 13,000-metre drilling program announced on April 13, 2021. The drilling program, focused on the Miriam deposit, was completed in October 2021 and was designed to generate an indicated mineral resource for molybdenum mineralization. Additional fieldwork focused on corroboration of the geotechnical slope designs and verification of water availability.

Project Developments –Falea Project, Mali

On June 9, 2021, the Company reported drill results for the 142-hole (6,354 metres) air core drilling program to test the gold potential associated with the soil anomalies on its Falea Project. The assay results highlighted some mineralized intercepts, which warrant follow-up exploration. The best intercept reported was 3.98 g/t Au over 2 metres, and there were several interesting continuous lengths of lower grades that intercept from section to section.

Project Developments –Chirundu Mining Permit, Zambia

Following an appeal filed July 24, 2020, the Chirundu mining permit was reinstated in May 2021, subject to the completion of certain exploration and development milestones to advance the permit towards a feasibility study.

Financing Developments

On January 21, 2021, the Company announced and closed a non-brokered private placement of CAD 8,000,000 by issuing 32,000,000 units at CAD 0.25 per unit. Each unit consists of one common share and one common share purchase warrant, exercisable at USD 0.30 per share until January 21, 2023. The net proceeds were used to fund the technical studies and drilling programs on the Company's uranium projects and for general corporate purposes.

Corporate Developments

Effective February 1, 2021, the Company was included in the Solactive Global Uranium & Nuclear Components Total Return Index composition for the Global X Uranium ETF (NYSE:URA).

On February 22, 2021, the Company announced the retirement of Mr. Matthew Lechtzier and the Hon. Robert Hanson from the board of directors (the "**Board**") and the appointment of Ms. Salma Seetaroo and Mr. Eric Krafft as directors, filling the vacancies on the Board.

On April 1, 2021, the Company announced the engagement of Mr. Christopher Mark Lewis to head the Company's uranium marketing efforts focused on securing offtake contracts for the Madaouela Project. Mr. Lewis has over 29 years of experience managing the sale and marketing of uranium and nuclear fuel conversion services to nuclear fuel buyers in Europe, Asia and the Americas with BHP, Cameco and Uranium One.

On September 7, 2021, the Company announced the appointment of Endeavour Financial Limited (Cayman) ("**Endeavour Financial**") as the financial advisor to assist the Company in developing the optimum financing solution for the Madaouela Project. The financial advisory role includes support on debt advisory, offtake finance and technical and environmental guidance.

On October 26, 2021, the Company upgraded from the OTCQB® Venture Market to the OTCQX® Best Market and began trading on the OTCQX under the symbol "GVXXF."

Fiscal Year ended December 31, 2022

Project Developments –Muntanga Project, Zambia

In April 2022, the Company started a field program on its Muntanga Project, including a 24,500 meter drill program, a hydrogeological study and an update on the Environmental Social Impact Assessment. The Muntanga drill program focused on upgrading the inferred mineral resources, particularly associated with the Dibbwi East deposit, to the indicated category for inclusion in a planned feasibility study to start in 2023.

Project Developments –Madaouela Project, Niger

On September 20, 2022, the Company released the results of a technical report titled, "*A Feasibility Study for the Madaouela Project, Niger"* dated effective November 1, 2022 ("**Madaouela Technical Report**"). Highlights from the Madaouela Technical Report include: 100 million pounds of U_3O_8 in measured and indicated mineral resources, plus 20 million pounds in inferred resources of U_3O_8; after-tax NPV 8% of USD 140 million and IRR of 13.3% based on a uranium price of USD 65/lb U_3O_8; life of mine ("**LOM**") production of 50.8 million pounds U_3O_8, averaging 2.67 million pounds per annum over 19 years; intensive pilot plant testing underpinning LOM recovery of 92.2% for uranium and 80.7% for molybdenum; total initial capital costs of USD 343 million; LOM EBITDA of USD 1,570 million, at an average annual rate of USD 82.6 million and net free cash flow of USD 672 million; and grid connection with the addition of 8MW of hybrid solar power plant resulting in 26% of renewable power generation.

Project Developments –Falea Project, Mali

On October 31, 2022, GoviEx announced the results of the 2022 diamond drilling program on its Falea Project which program totalled 6,002 metres of NQ sized (core diameter of 47.6 mm and a hole diameter of 75.7 mm) diamond core over 12 drill holes. A total of 10 drill holes, totalling 5,201 metres were completed on the Falea licence and 2 drill holes for 800 metres on the Bala licence. Highlights from the drilling program include: potential to expand uranium mineralisation, copper mineralisation expands beyond uranium mineralisation into higher sediments structures, induced polarization defines structures that drive uranium-copper mineralisation providing a better targeting tool, and gold mineralisation in the Birimian but limited zone next to the Road Fault.

Financing Developments

On September 26, 2022, the Company announced the final receipt of the Linkwood Loan repayment, bringing the aggregate cash repayment to USD 2.25 million plus 34 million common shares of Tesoro Gold Inc. since its inception in July 2018. As a result, the USD 2.75 million Linkwood Loan was settled.

On October 25 & 27, 2022, the Company closed a bought deal private placement, underwritten by Sprott Capital Partners ("**Sprott**"), of 47.758 million units, including a partial exercise of an over-allotment option by Sprott, at CAD 0.22 per unit for total gross proceeds of CAD 10.5 million (USD 7.7 million). Each unit consists of one common share and one-half common share purchase warrant exercisable at USD 0.24 per share within three years from closing.

Corporate Developments

On July 15, 2022, the Company announced that the Government of the Republic of Niger agreed to a deferment of 50% of the Madaouela Project's surface area taxes payable later that month. According to the terms of the deferment, GoviEx is to pay 50% of the surface area taxes due, or 1,824 million FCFA Francs (USD 2.8m), in July 2022 and the remaining 50% in December 2022. GoviEx paid USD 7.7 million in area taxes for the Madaouela Project, including 2022 and previous 3-year deferral for 2019-2021. As a result, no area taxes were outstanding on December 31, 2022. Annual area tax for 2023 is due for payment by June 30, 2023.

On October 4, 2022, the Company released its first Environmental, Social and Governance ("**ESG**") report, detailing its ESG performance for the first six months of 2022. The report fully complies with the Sustainability Accounting Standards Board, International Finance Corporation and Global Reporting Initiative standards and showcases GoviEx's continued commitment to mitigating long-term impacts on the environment while progressing the interest of its stakeholders.

Current Fiscal Year - Fiscal Year ending December 31, 2023 (to the date of this AIF)

Financing Developments

On January 9, 2023, GoviEx provided an update on the Madaouela Project financing. The initial phase involved Endeavour Financial reviewing the technical and financial information in the Madaouela Technical Report and issuing a project marketing document to prospective financiers to solicit interest in providing project related debt financing. The initial phase resulted in a preliminary short-list of approximately 20 institutions who will now move forward with the detailed due diligence phase. Prospective project financiers include a mix of commercial banks, export credit agencies, development finance institutions, equipment suppliers and alternative finance providers.

On May 11, 2023, the Company announced the closing of a CAD 15 million "bought deal" private placement led by Eight Capital and SCP Resource Finance LP (formerly known as Sprott Capital Partners LP) as lead underwriters and joint bookrunners of 85,714,200 units of the Company priced at CAD 0.175 per unit. Each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable at USD 0.19 until May 11, 2025, for one common shares in the capital of the Company.

Corporate Developments

On January 17, 2023, GoviEx entered a Share Purchase Agreement ("**SPA**") with African Energy Metals Inc. ("**AEM**") to sell GoviEx's Falea project in Mali. Under the terms of the SPA, AEM will acquire all the issued and outstanding shares of GoviEx's wholly-owned subsidiary, Delta Exploration Mali SARL

("**Delta**"), for CAD 5.5 million, including a CAD 0.5 million cash payment and CAD 5 million AEM share issuances.

On June 3, 2023, the Company announced that the SPA with AEM had been terminated due to the fact that AEM was unable to complete its obligations for closing the SPA. The Company retains ownership of Delta, which holds the Falea Project.

Significant Acquisitions

During its most recently completed financial year, the Company did not complete any significant acquisitions for which disclosure is required under Part 8 – *Business Acquisition Report* of National Instrument 51-102 – *Continuous Disclosure Obligations*.

DESCRIPTION OF THE BUSINESS

General

GoviEx is engaged in the acquisition, exploration and development of uranium properties in Africa and has two mine-permitted projects: the Madaouela Project in Niger and the Muntanga Project in Zambia. The Company also has a 100% interest in the Falea project comprising three exploration licences located in Mali.

GoviEx's primary objective is to become a significant uranium producer through the continued exploration and development of its flagship and mine-permitted projects.

Specialized Skill and Knowledge

GoviEx requires specialized skill and knowledge to conduct its exploration and development activities. Success in the mining industry requires its personnel to possess a very high level of technological sophistication and solid experience to meet the challenges of the industry. The employees, officers and directors of GoviEx include industry professionals who have extensive expertise and highly-technical experience specific to the mining industry. Such professionals provide a strong foundation of advanced knowledge and specialized mineral exploration and development experience, complemented by their demonstrated ability to succeed in the management and administration of a mineral exploration and development company.

Competitive Conditions

The mining industry in Africa and Canada is highly competitive in all aspects, including the exploration for and development of new sources of supply; the acquisition of mineral interests; the construction and operation of processing facilities; and the refining, distributing and marketing of mineral products. GoviEx competes with numerous other companies in the search for and the acquisition of mineral properties. GoviEx's competitors include companies producing other commodities, such as gold and copper, that have substantially greater financial resources, staff, and facilities than those of GoviEx. GoviEx's ability to successfully bid on and acquire additional property rights, discover reserves, participate in drilling opportunities, and identify and enter into commercial arrangements will depend upon developing and maintaining close working relationships with its future industry partners and joint operators, selecting and evaluating suitable properties, and consummating transactions in a highly competitive environment. GoviEx's ability to define mineral reserves in the future will depend not only on its ability to select and

acquire suitable producing properties or prospects for exploratory drilling, but also on its ability to develop or continue development of its existing properties.

Global Demand and International Trade Restrictions

The international nuclear fuel industry, including the supply of uranium concentrates, is relatively small compared to other minerals, and is generally highly competitive and heavily regulated. Worldwide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies. In addition, the international marketing of uranium is subject to governmental policies and certain trade restrictions. For example, the supply and marketing of uranium from Russia is limited by international trade agreements.

The uncertainty surrounding these trade matters are believed to have impacted the uranium purchasing activities of nuclear utilities, and consequently negatively impacted the market price of uranium and the uranium industry as a whole. In general, trade agreements, governmental policies and/or trade restrictions are beyond the control of the Company and may affect the supply of uranium available for use in markets like the United States and Europe, which are currently the largest markets for uranium in the world.

Similarly, trade restrictions or foreign policy have the potential to impact the ability to supply uranium to developing markets, such as China and India. If substantial changes are made to regulations affecting the global marketing and supply of uranium, the Company's business, financial condition and results of operations may be materially adversely affected.

The Governments of Canada and Australia place legal constraints on the export of uranium mined within their jurisdictions to China and India due to Safe Guarding legal requirements. These issues do not impact the Company's projects at this time as they are situated in Africa, and hence the Company has access to two of the fastest grow regions for nuclear energy.

Deregulation of the Electrical Utility Industry

The Company's future prospects may be tied directly to those of the electrical utility industry worldwide. Deregulation of the utility industry, particularly in North America and Europe, is expected to impact the market for nuclear and other fuels for years to come and may result in the premature shutdown of nuclear reactors. Experience to date with deregulation indicates that utilities are improving the performance of their reactors and achieving record capacity factors. There can be no assurance that this trend will continue.

Nuclear Energy Competes with other Viable Energy Sources

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Technical advancements in, and government subsidies for, renewable and other alternate forms of energy, such as wind and solar power, could make these forms of energy more commercially viable and put additional pressure on the demand for uranium concentrates.

Governments around the world are increasingly coming to the conclusion that in order to meet their net zero targets, nuclear energy will have to be part of the total energy/power mix alongside renewable energy sources. Accordingly, nuclear energy has in many regions now been included in what is defined as sustainable energy sources required to lower CO_2 emissions, and countries including the USA, Canada and the UK are actively financially supporting nuclear development and particularly in reference to the development of Small Modular Reactors.

Volatility and Sensitivity to Uranium Prices

The Company's operations and ability to source additional financings required for its uranium exploration and development projects are heavily influenced by long and short term market prices of U_3O_8. Historically, these prices have seen significant fluctuations, and have been and will continue to be affected by numerous factors beyond the Company's control. Such factors include, among others: demand for nuclear power, political, economic and social conditions in uranium producing and consuming countries, public and political response to nuclear incidents, reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails, sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants, uranium supplies from other secondary sources, and production levels and costs of production from primary uranium suppliers.

Environmental Protection

GoviEx's operations are subject to environmental regulations (including regular environmental impact assessments and permitting) in the jurisdictions in which it operates. Such regulations cover a wide variety of matters, including, without limitation, the prevention of waste, pollution, and protection of the environment, labour regulations, and worker safety. Under such regulations, there are clean-up costs and liabilities for toxic or hazardous substances which may exist on or under the Madaouela Project and Muntanga Project or which may be produced as a result of their operations. Environmental legislation and legislation relating to exploration and production of natural resources are likely to evolve in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors and employees. Such stricter standards could impact GoviEx's costs and have an adverse effect on results of operations. Although GoviEx believes that it will be in material compliance with current applicable environmental regulations, no assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect GoviEx's financial condition, results of operations or prospects.

Employees

As at the year ended December 31, 2022, GoviEx and its subsidiaries had a total of 33 employees.

GoviEx uses consultants or contract personnel to perform various professional and technical services, including but not limited to drilling, construction, site surveillance, environmental assessment, and field and on-site operating services. These services are intended to minimize GoviEx's development and operating costs as well as allow its management staff to focus on directing its operations.

Foreign Operations

GoviEx's material properties are located in Africa; being the Madaouela Project located in Niger and the Muntanga Project located in Zambia.

Social or Environmental Policies

The conduct of corporate citizenship throughout GoviEx involves the consistent application of strategies and practices that treat people and the environment with respect – while pursuing the underlying business objective of building value. Our practices are applied in all of our operations, across national boundaries and prevailing legal codes. We are committed to fulfilling the responsibilities that are implicit in our

corporate citizenship values. These values are central to what we do in our work, throughout our organization.

GoviEx is compliant with International Finance Corporation ("**IFC**") guidelines and follows the Universal Declaration of Human Rights and the UN Guiding Principles on Business and Human Rights.

In addition, GoviEx also has developed Environmental, Social and Governance ("**ESG**") policies that cover Environment, Health and Safety, Radiation, Social Economic Development, Human Rights and Stakeholder Engagement. These policies and the Company's other corporate governance documents are available at www.goviex.com.

In October 2022 the Company released its first ESG report, detailing its ESG performance for the first six months of 2022. The report is fully compliant with Sustainability Accounting Standards Board ("**SASB**"), IFC and Global Reporting Initiative ("**GRI**") standards and showcases GoviEx's continued commitment to mitigating long-term impacts to the environment while progressing the interests of its stakeholders. The ESG report was prepared using Onyen Corporation's online ESG platform which powers performance comparisons making the data valuable to rating agencies and exchanges with real time criteria and materiality performance metrics.

Risk Factors

The operations of GoviEx are speculative due to the nature of its business which is the acquisition, exploration and development of mining properties. These risk factors could materially affect GoviEx's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to GoviEx. The risks set out below are not the only risks GoviEx faces; risks and uncertainties not currently known to GoviEx or that GoviEx currently deems to be immaterial may also materially and adversely affect GoviEx's business, financial condition, results of operations and prospects.

No History of Revenue

GoviEx is in the business of mineral exploration with the ultimate goal of developing and producing minerals from the Madaouela Project, Muntanga Project and other properties in which GoviEx may in the future acquire an interest. GoviEx has not commenced commercial production and has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that GoviEx will be able to develop any of its properties profitably or that its activities will generate positive cash flow. GoviEx will not have paid any dividends and it is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. GoviEx will have limited cash and other assets. A prospective investor in GoviEx must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of GoviEx's management in all aspects of the development and implementation of GoviEx's business activities.

Market Price of the Common Shares

GoviEx's Common Shares are listed on the TSXV under the symbol "GXU" and traded over the counter on the OTCQX under the symbol 'GVXXF'. GoviEx's business is in an advanced stage of exploration and an investment in GoviEx's securities is highly speculative. There can be no assurance that an active trading market in GoviEx's securities will be established and maintained. Securities of companies involved in the resource industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Common Shares is also likely to be significantly affected by short-term changes in commodity prices or in GoviEx's financial condition or results of operations as reflected in its quarterly financial reports.

Uranium Price Fluctuations

The Company's operations and ability to source additional financings required for its uranium exploration and development projects are heavily influenced by long and short term market prices of U_3O_8.

Market prices are affected by numerous factors beyond the GoviEx's control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; public and political response to a nuclear incident; reprocessing of used reactor fuel; the re-enrichment of depleted uranium tails and the enricher practice of underfeeding; sales of excess civilian and military inventories (including from the dismantling of nuclear weapons; the premature decommissioning of nuclear power plants; and from the build-up of Japanese utility uranium inventories as a result of the Fukushima incident) by governments and industry participants; uranium supply, including the supply from other secondary sources; production levels and costs of production; levels of supply and demand for a broad range of industrial products; substitution of new or different products in critical applications for the Company's potential products; expectations with respect to the rate of inflation; the relative strength of the US dollar and of certain other currencies; interest rates; global or regional political or economic crises; regional and global economic conditions; and sales of uranium by holders in response to such factors.

The recent fluctuations in the price of many commodities, including uranium, is an example of a situation over which GoviEx has no control, and which could materially adversely affect GoviEx in a manner for which it may not be able to compensate.

Foreign Subsidiaries

In the event of a dispute, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of the courts in Canada. A foreign court process may be conducted under rules and procedures that are different than those found in countries with more familiar legal systems and may not result in a fair hearing for the Company. The Company may also be hindered or prevented from enforcing its rights with respect to a government or entity or instrumentality because of the doctrine of sovereign immunity. Any adverse or arbitrary decision of a foreign court may have a materially adverse impact on the Company's business, results of operations, financial condition and prospects.

Attraction and Retention of Key Personnel Including Directors

GoviEx has a small management team and the loss of a key individual or inability to attract suitably qualified staff could have a material adverse impact on the business of GoviEx. GoviEx may also encounter difficulties in obtaining and maintaining suitably qualified staff. The success of GoviEx depends on the ability of management to interpret market data correctly and to interpret and respond to economic, market and other conditions in order to locate and adopt appropriate opportunities. No assurance can be given that individuals with the required skills will continue employment with GoviEx or that replacement personnel with comparable skills can be found. GoviEx will be dependent on the services of key executives, including the directors of GoviEx and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of GoviEx, the loss of these persons or GoviEx's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Growth Management

GoviEx may have difficulty identifying or acquiring suitable acquisition targets and maintaining the organic growth which is a significant aspect of its business model**.** If it is unable to manage growth, GoviEx may

be unable to achieve its expansion strategy**,** which could adversely impact its earnings per share and its future revenue and profits.

Financing Risk

GoviEx is limited in financial resources and has no assurance that additional funding will be available for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that GoviEx will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or infinite postponement of further exploration and development of its projects with the possible loss of such properties.

Dilution

GoviEx will require additional funds in respect of the further development of GoviEx's business. If GoviEx raises funds by issuing additional equity securities, such financing will dilute the equity interests of its shareholders.

Future Sales of Shares by Existing Shareholders

Sales of a large number of GoviEx's Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair GoviEx's ability to raise capital through future sales of its Common Shares. GoviEx may from time to time have previously issued securities at an effective price per share which will be lower than the market price of its Common Shares. Accordingly, certain shareholders of GoviEx may have an investment profit in the Company's Common Shares that they may seek to liquidate.

Competition

The mineral exploration and development industry is highly competitive. GoviEx competes with other domestic and international mineral exploration companies that have greater financial, human and technical resources.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of GoviEx may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in GoviEx not receiving an adequate return on invested capital or losing its investment capital.

Conflicts of Interest

Certain of the directors and officers of GoviEx also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of GoviEx and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the BCABCand other applicable laws.

Disclosure and Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to the company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of reporting, including financial reporting and financial statement preparation.

Insurance and Uninsured Risks

GoviEx's business is subject to a number of risks and hazards generally, including general liability. Such occurrences could result in damage to property, inventory, facilities, personal injury or death, damage to the properties of GoviEx, or the properties of others, monetary losses and possible legal liability. GoviEx's industry is highly regulated, and we may be subject to regulatory scrutiny for violations of regulations and laws. GoviEx could be adversely affected by the time and cost involved with regulatory investigations even if it has operated in compliance with all laws. Investigations could also adversely affect the timely payment of receivables.

Although GoviEx will maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with its operations. GoviEx may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. GoviEx might also become subject to liability which may not be insured against or which GoviEx may elect not to insure against because of premium costs or other reasons. Losses from these events may cause GoviEx to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Currency Risk

Currency fluctuations may adversely affect the costs that the Company incurs in its operations. Uranium is currently sold throughout the world, principally in United States dollars. The Company's costs are incurred primarily in the West African CFA franc, the Zambian kwacha, Canadian dollars and United States dollars. Changes in the currency exchange rates of the United States dollars against these currencies may affect the actual capital and operating costs of the Company's projects and may affect the results presented in the Company's financial statements and cause its financial position to fluctuate. As well, such fluctuations may affect the cash flow that the Company hopes to realize from its operations. Accordingly, the Company may be exposed to exchange rate fluctuations which could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Further, there is no guarantee that the Government of Niger, the Government of Zambia or the Government of Mali will not impose restrictions on the convertibility of and obligations to remit and convert to local currency in future. Such fluctuations in foreign currency or restrictions on the convertibility of and obligations to remit and convert to the currency of Niger or Zambia or Mali could have a material adverse effect on the Company's business, financial condition and results of operations.

Public Health Issues and Disease Outbreaks

The Company's business and results of operations are subject to uncertainties arising out of public health issues. A local, regional, national, or international outbreak of an illness or contagious disease, such as a pandemic like COVID-19, could result in a general or acute decline in economic activity in the regions where we operate in or hold assets in, production and transport delays, and general business interruptions. In addition, these risks could result in an increase in the cost of supplies and equipment, delays from difficulties in obtaining required licenses, tariffs and other barriers and restrictions, labour shortages, mobility restrictions and other quarantine measures, supply shortages, increased government regulation, and the quarantine or contamination of one or more of our operating sites. Any such events could have a material and adverse impact on our business, financial condition, and results of operations.

The Company's business and operational plans could be significantly adversely affected or disrupted by the effects of COVID-19 or any other widespread global outbreak of contagious disease. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the outbreak, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these results of operations. Such adverse effect could be rapid and unexpected.

Information Systems and Cyber Security

One of the Company's material assets is its operational data and intellectual property and the ability to effectively retain and access that data is a priority for the Company. There is a risk that corporate data management systems are not implemented or utilized effectively to achieve ease of access and retrieval of timely, accurate and meaningful information about the business operations and risks to enable informed decision-making.

The Company has become increasingly dependent on the availability and integrity of the electronic information and the reliability of the information technology systems and infrastructure. The Company relies on the information technology to process, transmit and store electronic information. The Company's information technology systems may be subject to disruption, damage, or failure from a variety of sources, including without limitation, security breaches, cyber-attacks, computer viruses, malicious software, natural disasters or defects in hardware or software systems. The accessibility of the Company's corporate data may also be compromised through information security breaches.

Despite the measures put in place to protect the Company's systems and data, there can be no assurance that these measures will be sufficient to protect against such cyber-attacks or mitigate against such risks, or if such cyber-attacks or risks occur, that they will be adequately addressed in a timely manner. Such a breach could result in unauthorized access to proprietary, confidential or sensitive information, destruction or corruption of data, disruption or delay in the Company's business activities, remediation costs that may include liability for stolen assets or information, repairing system damage, legal or regulatory consequences, and a negative effect on the Company's reputation and investor's confidence.

Risks relating to Mining Operations

Exploration, Development and Operating Risks

An investment in the Company's Common Shares is speculative due to the nature of GoviEx's involvement in the evaluation, acquisition, exploration and, if warranted, development and production of minerals.

Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by GoviEx will result in new discoveries in commercial quantities.

While GoviEx has a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of GoviEx depends on its ability to find, acquire and commercially develop reserves. No assurance can be given that GoviEx will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, GoviEx may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. GoviEx has no earnings record, no reserves and no producing resource properties.

GoviEx's mineral projects are in the exploration stage. Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge will not eliminate. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. GoviEx must rely upon consultants and contractors for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. There is no assurance that surface rights agreements that may be necessary for future operations will be obtained when needed, on reasonable terms, or at all, which could adversely affect the business of GoviEx.

No assurance can be given that minerals will be discovered in sufficient quantities at any of GoviEx's mineral projects to justify commercial operations or that funds required for additional exploration or development will be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; the proximity and capacity of milling facilities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in GoviEx not receiving an adequate return on invested capital.

Environmental Risks and Hazards

All phases of mining operations are subject to environmental regulation in the jurisdictions in which they operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect mining operations. Environmental hazards may exist on the properties on which the owners or operators of mining operations hold interests which are unknown to such owners or operators at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently, and may in the future be, required in connection with mining operations at the Madaouela Project and Muntanga Project. To the extent such approvals are

required and not obtained, mining operations may be curtailed or prohibited from continuing operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on mining operations and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Governmental Regulation

Mining operations and exploration activities are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection and remediation of the environment, reclamation, historic and cultural resources preservation, mine safety and occupation health, handling, storage and transportation of hazardous substances and other matters. The costs of discovering, evaluating, planning, designing, developing, constructing, operating, and closing the Madaouela Project, Muntanga Project or other facilities in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the owners or operators of mining operations would not proceed with the development of or continue to operate a mine. As part of their normal course operating, and development activities, such owners or operators have expended significant resources, both financial and managerial, to comply with governmental and environmental regulations and permitting requirements and will continue to do so in the future. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder, and claims for damages to property and persons resulting from mining operations could result in substantial costs and liabilities in the future.

Environmental Regulation

All phases of mining and exploration operations are subject to governmental regulation, including environmental regulation. Environmental legislation is becoming stricter, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened responsibility for companies and their officers, directors and employees. There can be no assurance that possible future changes in environmental regulation will not adversely affect mining operations. Additionally, environmental hazards may exist on a property in which the owners or operators of mining operations hold an interest which were caused by previous or existing owners or operators of the properties and of which such owners or operators are not aware at present and which could impair the commercial success, levels of production and continued feasibility and project development and mining operations on these properties.

Changes in Climate Conditions and Regulatory Regime

Mining and uranium processing operations are energy-intensive and can contribute to carbon emissions,

either directly or indirectly through the use of fossil-fuel-based electricity. Consequently, the Company is subject to existing and emerging policies and regulations concerning greenhouse gas emissions, energy efficiency, and the disclosure of climate-related risks. While efforts to reduce emissions may be partially offset by improved energy efficiency, technological advancements, and the growing demand for the uranium, the evolving regulatory landscape may lead to additional transition costs at certain operations.

Numerous government bodies have already introduced or are considering regulatory changes in response to the potential impacts of climate change. Existing legislation pertaining to emission levels and energy efficiency is becoming more stringent. Consequently, the Company anticipates increased compliance costs as a result of changes in laws and regulations.

Moreover, the physical risks associated with climate change pose additional challenges for the operations. These risks include shifts in temperature and precipitation patterns, as well as the heightened occurrence of extreme weather events such as floods, droughts, forest fires, and severe storms. Such events may become more frequent, potentially necessitating production suspensions, operational reductions, or even facility closures. These physical impacts have the potential to adversely affect the cost, production, and financial performance of our operations.

Permitting

Mining operations are subject to receiving and maintaining permits from appropriate governmental authorities. Although GoviEx believes that it currently has all required permits for their operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, additional permits for any possible future changes to operations or additional permits associated with new legislation. Prior to any development on the Madaouela Project and Muntanga Project, permits from appropriate governmental authorities may be required. There can be no assurance that GoviEx will continue to hold all permits necessary to develop or continue operating the Madaouela Project and Muntanga Project.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on GoviEx, resulting in increased capital expenditures or production costs, or abandonment or delays in development of the Madaouela Project and Muntanga Project.

Title Matters

The Company has obtained title opinions on the Zambian mineral properties, and although title to the Nigerien mineral properties has been reviewed by GoviEx, formal title opinions have not been obtained by GoviEx for the Nigerien mineral properties and, consequently, no assurances can be given that there are no title defects affecting such properties and that such title will not be challenged or impaired.[1] The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. There may be valid challenges to the title of any of the mineral properties in which GoviEx holds an interest that, if successful, could impair development and/or operations thereof.

[1] The Company obtained clear title opinions on both the Zambian mineral properties and Nigerien mineral properties in May 2023.

A defect could result in GoviEx losing all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. Any of the mineral properties in which GoviEx holds an interest may be subject to prior unregistered liens, agreements or transfers or other undetected title defects. There is no guarantee that title to the properties will not be challenged or impugned. GoviEx is satisfied, however, that evidence of title to each of the properties is adequate and acceptable by prevailing industry standards.

African Operations

GoviEx's mineral operations are currently conducted in Africa, and as such GoviEx's operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties may include, but are not limited to: extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; corruption; changes in taxation policies; and changing political conditions, and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of or purchase supplies from a particular jurisdiction.

GoviEx's activities will be subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters. A number of other approvals, licenses and permits are required for various aspects of mineral exploration and mine development. While GoviEx will use its best efforts to ensure title to its mineral properties continues into the future, these interests may be disputed, which could result in costly litigation or disruption of operations. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on GoviEx's mineral projects. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on GoviEx's operations or future profitability.

Exploration and Geological Report

The reported results in the Madaouela Technical Report (as defined below) and Muntanga Technical Report (as defined below) are only estimates. No assurance can be given that the estimated mineralization will be recovered. The reported results are based on limited sampling, and, consequently, are uncertain because the samples may not be representative. Estimates may require revision (either up or down) based on actual production experience. Market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain minerals uneconomic.

Madaouela Project, Niger

One of GoviEx's primary assets is the Madaouela Project, located in Niger, Africa, and is controlled 80% by GoviEx and 20% by the Republic of Niger.

The Madaouela Project is the subject of a NI 43-101 technical report titled "A Feasibility Study for the Madaouela Project, Niger" dated effective November 1, 2022 (the "**Madaouela Technical Report**"). The Madaouela Technical Report was prepared by SRK Consulting (UK) Limited. Robert Bowell (Geochemistry), Guy Dishaw (Mining Geology), Jurgen Fuykschot (Mining Engineering) and Colleen MacDougall (Mining Engineer) are the authors and Qualified Persons as defined by NI 43-101 and independent of GoviEx within the meaning of NI 43-101.

In accordance with the instructions set out in Section 5.4 of Form 51-102F2 – *Annual Information Form*,

GoviEx has reproduced below the summary from the Madaouela Technical Report. Reference should be made to the full text of the Madaouela Technical Report, which is incorporated in its entirety into this AIF by reference, and which is available for review under GoviEx's profile on SEDAR at www.sedar.com.

Project Description, Location and Access

The Madaouela Project is located near Arlit, in north central Niger, in one of the most significant areas of producing sandstone-hosted uranium deposits in the world. The Project is controlled 100 % by the Nigerien mining company, Compagnie Minière Madaouela SA (COMIMA), owned 80 % by GoviEx., and 20 % by the Government of the Republic of Niger.

SRK (UK) Limited, SGS-Bateman and Cresco have completed technical studies to a feasibility level of confidence for the Miriam open pit project, process plant and associated infrastructure. Additional work and mine modelling has been carried out on the two underground mines updating previous pre-feasibility studies. This report has been prepared in accordance with the Canadian Securities Administrators' National Instrument 43-101 and Form 43-101F1, collectively referred to as National Instrument (NI) 43-101.

The Madaouela Project extends over an area of approximately 234.86 km2 of granted tenements and 1,788.86 km2 of area under application for a potential area of 2,023.72 km2 of exploration and mining tenements. The Madaouela Project is located in the Agadez region (Arlit Department), in the Northern central part of Niger (Western Africa), southeast from the town of Arlit and west of the Aïr Mountain. Arlit is located approximately 800 km north-east by air from the capital city Niamey. There is no commercial flight direct from Niamey to Arlit, but there is a direct flight from Niamey to Agadez (Agadez to Arlit is approximately 250 km by road). The driving distance from Niamey to Arlit is ~1,200 km.

Niger Primary Mining Legislation

Niger's mining sector was until recently governed by the Mining Code which was implemented by the associated Decree No. 2006-265/PRN/MM/E of August 18, 2006, and the Madaouela Project's mining permit was issued under the 2006 Mining Code. A new Mining Code has recently been adopted (June 29, 2022) by the parliament and was promulgated on July 05, 2022 by the President. Stability clauses in the Madaouela Mining Convention means there should be no direct legal implications of the new law for the project. At present, the project follows all the requirements of the 2006 Code, however, this Feasibility Study takes into account changes in the 2022 Code, including the 7 % Royalty, a training fee of 5 % of base salaries, and commitments on local labour and local procurement.

Mine Titles

The Madaouela Project consists of a large-scale exploitation (mining) permit for Madaouela I (Mad I Permit), granted in January 2016 for 10 years; exploration licence for Eralral, renewed in 2019 and five exploration permits Madaouela II, III, IV, Anou Melle and Aokare - which are under application with the State.

The Mining Code, revised in 2006, raised the potential State participation in mining company capital from 30 to 40 %, with 10 % of free shares. On June 13, 2018, the State made an election to hold its statutory 10 % free-carried interest in a Nigerien operating company, that would be formed to become the operating entity for the project and to hold the Mad I Permit.

Under the Mining Code (2006) any application for a title involves the payment of an annual area royalty, which varies with the phase (prospection, exploration or exploitation) and the period of validity. In early 2019, the State requested the payment of annual area taxes of CFA 1,216,000,000 from 2016 to 2018 for

the Mad I Permit. In July 2019, the Company signed definitive agreements with the State whereby the State agreed to convert the final € 7,000,000 acquisition payable pursuant to the Madaouela I Mining Convention Side-Agreement (MIMC-SA), as well as the three years (2016-2018) of contested area taxes into an additional 10 % working interest in the new Nigerien operating company that would hold the Mad I Permit.

The definitive agreements with the State allowed the Madaouela Project to progress, based on the Mad I Permit. To give effect to the various agreements, the Nigerien operating company, Compagnie Minière Madaouela SA (COMIMA), was incorporated in Niger. COMIMA is owned 80 % by GoviEx Holdings Niger Ltd (GNH) and 20 % by the Government of the Republic of Niger. The State also agreed to defer annual area tax payments related to the Madaouela Project for three years starting 2019. As part of the definitive agreements, GoviEx is also required to finance the relocation of the Madaouela military base (forecast to occur in 2032); contribute to the financing of the construction of a new mining cadastre building (USD 514,000) and provide financial support for a solar electrification programme, agricultural and pastoral programme and the sinking of pastoral wells and boreholes in the impacted area. The latter items are covered by GoviEx's ongoing CSR programmes.

The 2019 Definitive Agreement also confirmed that GoviEx would be granted renewed 9-year permit terms for its Madaouela II, III and IV, and Anou Melle exploration permits, which had reached the end of their exploration periods under the 2006 Niger mining code.

In September 2019, the State approved the revision to the shape of the Mad I Permit to include additional mineral resources associated with the Miriam deposit occurring within the Agaliouk exploration license. The remaining area has been converted to the Aokare exploration licence and GNH submitted an application for that permit in March 2022.

The Mad I Mining Permit is currently held by GNH. This permit initially expires in 2026 and the Mining Convention expires in 2027. The intention is for the Mad I Mining Permit to be regularised and associated with COMIMA as soon as practical. A request for this process to be completed was submitted to the Ministry of mines on July 28, 2022. A new Mining Convention will then be signed between COMIMA and the State at the time of renewal in 2027.

Mining Conventions

The purpose of the Convention is to set out the legal, financial, fiscal, social and environmental conditions under which a company will carry out exploration work within the area defined in the mine title. GNH Ltd signed five mining conventions with the State that covered the Mad I, II, III, IV and Anou Melle exploration licences area. The Madaouela I Mining Convention (MIMC) together with its Side-Agreement (MIMC-SA) were given legal status on May 26, 2007. GNH also signed a mining convention for Eralral in March 2017. These conventions have a validity of 20 years depending on exploration or exploitation permit validities.

Regional Law Influencing Mining and Environmental and Social Obligations

The 2006 Mining Code for Niger includes environmental and social provisions of mineral rights holders relating to the protection of the environment; sustainable development; local procurement and employment; and health and safety. These provisions are largely consistent with the obligations stipulated in GNH's mining conventions.

Niger's Mining Code has recently been reviewed to better align with regional mining codes; Economic Community of West African States (ECOWAS) and West African Economic and Monetary Union

(WAEMU) directives which prevail over the domestic law of their member states and are directly enforceable.

Location of Mineralisation

As of June 2019, the mineralised deposits on the Madaouela I licence are shown on Figure ES 1. The deposits on the Madaouela I licence targeted for developing uranium resources and their estimation, and for inclusion in the study are: Miriam, Marilyn and Marianne (M&M) and MSNE. The Mad South Central East (MSCE) and Mad South Extreme East (MSEE) deposits, have Inferred mineral resources, and are excluded from the economic assessment subject to further work.

Encumbrances

The definite agreements between GoviEx and the State have formalised the State participation at 20 % for the project. In addition, there is a 5.5 % to 12 % sliding scale royalty payable to the State based on the commercial value of exported minerals (note the new Mining Code has a flat rate of 7 %).

GoviEx has negotiated separate permission to operate within the existing military camp boundaries and has committed to assisting with the financing of the relocation as required when this facility is impacted by the M&M underground mine anticipated in 2032.

Environmental Liabilities

The only apparent environmental liabilities are associated with exploration drill core that may require appropriate disposal should the project not proceed.

Required Permits and Status

The primary approvals required by GoviEx to develop the Madaouela Project are regulated by the legislation relevant to mining, environmental and social management and water and radioactive material usages.

<u>Environmental and Social Impact Assessment (ESIA)</u>

An ESIA was approved for the Madaouela Project by the Minister in charge of the environment on July 28, 2015 and an environmental compliance certificate was granted. Subsequent to the environmental study carried out for the Madaouela Project, the legal framework governing the execution of an environmental assessment was updated by Law 2018-28. The Madaouela Project does however already have a valid environmental certificate and is not required to address these updates retrospectively. In 2022 Labogec, updated some of the environmental and social baseline data as part of this Feasibility Study.[2]

[2] Given the significant improvements in the project design since the 2015 ESIA, an updated ESIA is being undertaken. In April 2023, The Bureau National d'Evaluation Environnementale (BNEE) requested an updated ESIA be provided based on the amount of time that has elapsed since the original document was submitted and approved. On 25 April 2023 GoviEx submitted an updated Terms of Reference which was approved on condition that various comments were taken into account. This updated ESIA is in response to the BNEE request and subsequent new Terms of Reference.

Water Code

Water usage in Niger is regulated by the Water Code (Ordinance No. 2010-09 of April 01, 2010). The project will be applying for a water abstraction and water use permit; the current authorisation is for a limited number of water holes. A detailed hydrogeology study and water balance have been developed to support the application which will occur prior to construction.

Radiation Legislation

Nuclear safety and security, and protection against the dangers of ionizing radiation are regulated by the Nuclear Regulation and Safety Authority (Autorité de Régulation et de Sûreté Nucléaire – "ARSN"). Production, usage, transportation and waste management of radioactive materials or ionizing radiation sources cannot take place without prior authorisations issued by ARSN which will be obtained prior to construction.

Cultural heritage legislation

Heritage sites in Niger are protected by Article 41 of the Constitution of the 7th Republic (November 25, 2010) and are the property of the State. 147 funeral sites have been identified within the wider Madaouela Project area. The project infrastructure has been designed to avoid all identified sites. There are two ancient burial sites adjacent to the underground infrastructure that may require relocation in the future.

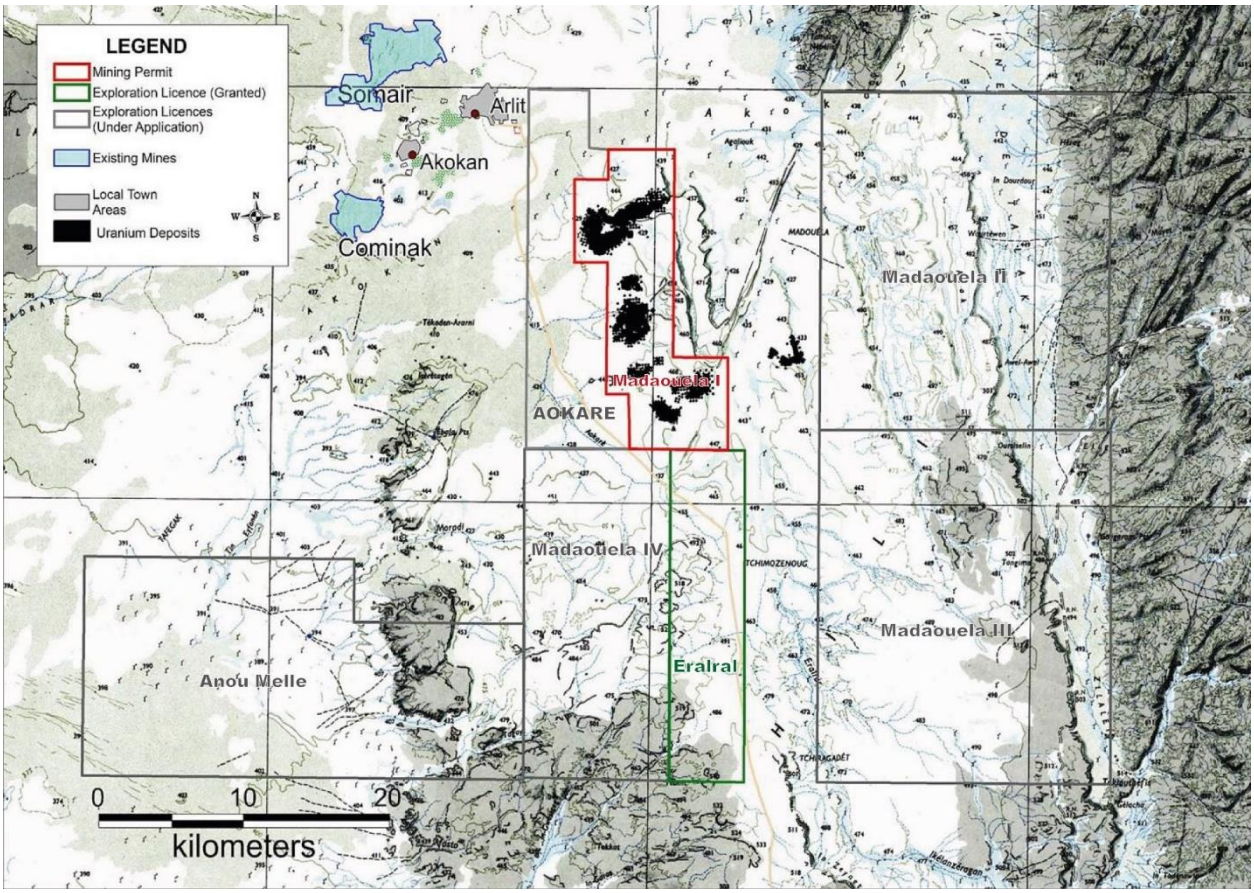


Figure ES 1: GoviEx Land Holdings – Madaouela Uranium Project

Access to Property

The proposed Miriam open pit is approximately 25 km south-east of Arlit with the M&M and MSNE underground mines 14 km north of Miriam. There is a national road from Niamey to Arlit via Agadez. The Miriam infrastructure will be located approximately 1 km from the national road.

An airstrip belonging to SOMAÏR Mine, a subsidiary of Orano, was constructed at the start of their mining operation. Subject to the owner's agreement and the payment of a landing fee, the airstrip can be used by charter companies. No commercial flights are available to Arlit. A commercial airstrip exists in Agadez.

Surface Rights and Access to Power, Water and Mining Personnel

The proximity of the town of Arlit and Akokan are an asset for the Madaouela Uranium Project. The towns have electricity and potable water, health facilities including one district hospital and two private hospitals (operated by SOMAÏR and COMINAK), filling stations, bus transportation and repair shops. A power line connects the town to the Sonichar coal-fired power station located north of Agadez.

Land access for the exploration programmes has typically been negotiated without problem. Land use related to any future exploration or/and mine development scheme is allowed under the mining convention provisions, including rights to use any portion of the tenement land and/or any of neighbouring lands, so long as there is consent from the head of the relevant administrative unit.

Considering the essentially flat landscape and terrain of the Madaouela tenement, there should be no issues in identifying the surface areas necessary for any mine layout requirements for future facilities however, pastoral groups may mobilise to restrict access for the project or to negotiate compensation for any potential loss of access to land and natural resources.

Manpower requirements would be sourced as skilled, semi-skilled and unskilled labour from the Arlit area which benefits from a workforce that has been trained for mining related skills. The neighbouring COMINAK mine which closed in 2021 has the potential to provide a pool of labour for GoviEx.

History

The French Commissariat à l'Energie Atomique (CEA) conducted drilling operations using drilling grids of 800 m over large areas, and down to 100 m over two contiguous mineralised zones termed Marianne and Marilyn. The discovery of the Marilyn deposit was then drilled locally at 50 m and less spacing, and an underground mining test was implemented for detailed sampling for mineralogical studies, processing tests and investigations into the global rock quality from a mining perspective. CEA also discovered the other deposits that are the current active mines in the area (the SOMAÏR and COMINAK operations), and subsequently ceased exploration work on Madaouela in 1967.

The Japanese Power and Nuclear Fuel Development Corporation (PNC) conducted additional uranium exploration work up to 1992 and reported on the feasibility of the Madaouela deposit in 1993, which was later updated in 1999. Historical mineral resources/reserves were stated between 5 and 15 Mlb eU_3O_8 depending upon the cut-off grade used.

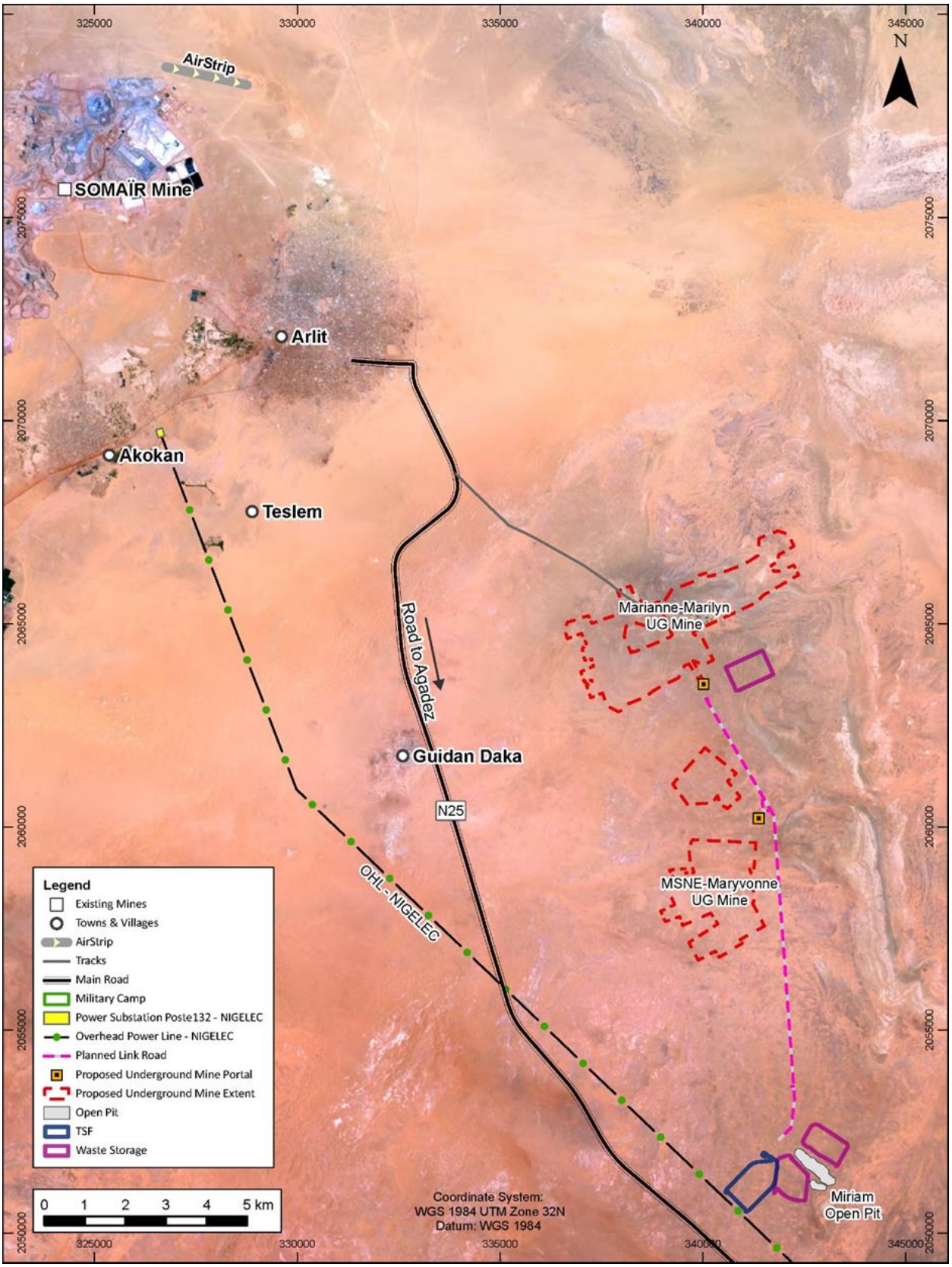


Figure ES 2: Madaouela Uranium Project - access map

Geological Setting and Mineralisation

Regional Geology

The Madaouela Project properties are located in the Tim Mersoi Basin. This basin covers most of the western part of the Republic of Niger with extensions in Algeria, Mali, Benin and Nigeria. It opens and deepens toward the south and west. In early Paleozoic, an open gulf developed to the south of the Central Saharan Massif and fed continental sediments to the developing basin. During the Mesozoic and Tertiary, the area was mainly continental, periodically invaded by marine transgressions diminishing in thickness to the south and passing laterally into continental series. Uplift movements beginning in the Middle Eocene gave the basin its present aspect.

The Paleozoic sediments are outcropping between Arlit and the Algerian boundary. Pre-Carboniferous sedimentation consists of Cambro-Ordovician sandstones and graptolite shales. The Carboniferous formations are of major interest because they host the major reduced uranium deposit in the Arlit area. The stratigraphic sequence begins by the grey-black shale Talak Visean argillites.

This is followed by the Akokan unit (UA) is a transitional term between the marine clay of the Talak and the fluvio deltaic sedimentation of the Guezouman and Tarat. It consists of several lenticular fine grained silty clay units.

The Guezouman formation includes a lower and an upper member. It is composed of fine to coarse-grained cross-bedded sandstone units with minor conglomerates (Teleflak) at the base. These contain quartz, phosphatic siltstone gravels, more or less deformed silty shale debris, metaquartzite, granite and rhyolite pebbles. The upper member, flowing southwest to south, consists of fine to medium grained sandstone, with minor siltstone and thin argillaceous intercalations.

Regional Geological Structures

The structure of the Tim Mersoi basin is marked by the westward dip of the units. The deformation of the sedimentary body resulted from basement fault activities located between the Air Massif and the Azaoua lineament. Several large faults systems cut the sediments and have played a major role during the sedimentation since the Upper Paleozoic.

Mineralisation

The Madaouela deposits exhibit classic characteristics of uranium sandstone deposits commonly found (Cuney, 2009).

The mineralogy of uranium in the deposit is dominated by pitchblende and coffinite. The overall paragenesis can be divided in three stages: (1) early sulfides; (2) uranium on organic matter such as wood fragments; (3) carbonates and barite. The uranium minerals largely occur on the surface of minerals, or as infillings between the grains. Some brannerite may also occur in the deposit. Mineralogists never identified brannerite, and in the Ti-U diagram of SEM analysis, high values of uranium are independent of titanium whereas low values of uranium are associated with Ti minerals. The major carriers of uranium are therefore uranium oxide and not brannerite.

It is important to note that pyrite may have developed on large areas but is now preserved only in the halo of the large redox front. Molybdenum is associated with pyrite as a trace element.

Geological Controls on Mineralisation

The Guezouman sandstone at the Guezouman-Talak contact in the primary locus of mineralisation, as controlled by the reducing environment and lesser permeability of the Talak argillites below mineralisation, and the regional paleo-groundwater redox boundary in the Guezouman sandstone, down gradient from outcrops. Other relevant geological controls are the N70E structural, which represent older faults, and edges of paleo-channels. Low-amplitude domal features in the sedimentary units are related to the structural environment and are therefore relevant exploration guides.

Type, Character and Distribution of Mineralisation

The uranium mineralisation is all reduced uranium minerals (uranium (IV) minerals), uraninite and coffinite. The uranium minerals occur as disseminations in the matrix of the sandstone, with nearly all the mineralisation occurring in one tabular horizon. “Redox front” uranium mineralisation in the Guezouman may occur at several levels, as it is the case in the Miriam deposit. The Akouta “front” was the best example of this type of concentration. In the Miriam case a close relationship with structural features is very likely. Mineralisation can sometimes be present at the contact of the Guezouman and the UA formation, in the Talak, and in the UA where the UA is preserved against a N70E fault; however, that mineralisation is also relatively insignificant to the main basal Guezouman sandstone tabular lens of mineralisation.

Deposit Types

Sandstone-hosted uranium deposits are defined as epigenetic concentrations of uranium minerals occurring as impregnations and replacements primarily in fluvial, lacustrine, and deltaic sandstone formations. They occur in permeable medium to coarse-grained sandstone, usually deposited in continental fluvial or marginal marine sedimentary environments. Impermeable shale or mudstone are inter-bedded in the sedimentary sequence, and often occur above and below the mineralisation.

The source of uranium is usually igneous or volcanic rocks (alkaline tuffs, granitic intrusion) either in close proximity to or inter-bedded with the sandstone units. The uranium mineralisation typically precipitates from oxidizing fluids, under reducing conditions caused by a variety of reducing agents including: carbonaceous material (detrital plant debris and amorphous humate), sulfides accompanying organic matter decay, hydrocarbon, and inter-bedded mafic volcanic rock with abundant ferro-magnesian minerals. The reducing agent for Madaouela is most likely in-situ organic material (lignite), primarily within the Talak, or hydrocarbons transported along major faults.

The primary uranium minerals are uraninite and coffinite with minor secondary uranium minerals being noted in exposed (weathered) mineralisation.

Sandstone deposits are an important source of uranium representing approximately 28 % of the world's known uranium resources and accounting for a significant percentage of the African uranium deposits. This style of uranium deposit typically yields small to medium size deposits (10,000 to approximately 50,000 t of U_3O_8) characterized by low to medium grade (0.05 to 0.5 % U_3O_8). The deposits typically occur in clusters within a broad redox front.

Exploration

Extensive surface and sub-surface exploration has been conducted by GoviEx at Madaouela using industry best practice for the style and extent of mineralisation, which occurs here. The detailed and regular spaced drilling has allowed the deposits to be outlined with a high degree of confidence, and coupled with the field

mapping, structural, hydrographic and remote sensing analysis, has enabled the identification of additional potential.

The main exploration tool used by GoviEx on the Madaouela Uranium Project has been by drilling on a defined grid pattern and interpreting the presence of redox fronts or anomalous uranium intercepts to justify further drilling. Other exploration work completed on the Madaouela Project includes; field mapping at MAD I in 2009-10. In addition, strip mapping along drill lines was completed at MAD I, MAD II and MAD III in 2011; MAD IV in 2012; Anou Melle in 2014; and diamond drilling program over the Miriam and Marianne deposits in 2021.

Remote sensing analysis by MIR Teledetection was completed over the whole project in 2009 and has greatly assisted in understanding the structural complexity of the area. This included obtaining quality SRTM satellite imagery for topography, Landsat and Aster imagery for spectral analysis and photo interpretations.

As noted above, between 2010 and 2012, strip mapping along regular spaced lines was completed by GoviEx over MAD I, MAD II, MAD III and MAD IV. The main purpose of the exercise was to validate the regional geological map data, followed by measuring the direction of paleo-flow to determine channel development and help in defining drill sites. The reading of radioactivity using a SPP2 spectrometer help identify potential target horizons. The geologist's primary task was recording the lithology, stratigraphy, bedding orientation, presence of faults and fractures. Further to this once drilling was completed, it helped in the interpretation of drill sections.

In 2014, GoviEx completed field verifications on the Anou Melle licence. The main aim of the mapping programme was to confirm; the presence of faults interpreted by MIR Teledetection in 2009; previous work by CEA undertaken in the 1960's; to confirm the stratigraphy and to verify several surface radiometric anomalies.

A radon survey was carried out over the Madaouela I mining permit in 2016. The survey covered two areas. Initially around the Miriam deposit, to see if the signature of Miriam could be used to find other anomalous areas nearby. The second area was west of the Marianne deposit, to look for radon extensions beyond the drilled areas.

Drilling

The GoviEx exploration program commenced in August 2008, following property acquisition in 2007. Between 2008 and 2010 the majority of the drilling undertaken was focused on the Mad I property and was a combination of exploration and in-fill resource definition drilling. Drilling is primarily by mud-rotary drill rigs that drill 120.65 mm diameter holes, with some localized diamond drilling programs (specifically at M&M and Miriam). Table ES 1 summarises GoviEx's exploration drilling program for the period August 2008 to October 2021.

Table ES 1: Summary of Mad I drilling program metres for the period August 2008 to October 2021

	Year	2008	2009	2010	2011	2012	2013	2017	2021	Total
Deposits	Type	(m)	(m)	(m)	(m)	(m)	(m)	(m)		(m)
MAD I CUMUL	Water well	84	0	561		745	403	0		1,793
	RDH	57,162	90,204	96,717	59,637	153,690	57,186	3,574	367	518,537
	mixed RDH-DDH	316	179	0	1,189	6,344	3,424		15,539	26,991
	Reopening historical DH	5,086	15,452	7,592	4,488	5,049	0			37,667

Note: Mad I Cumul includes Madaouela I and Agaliouk licenses (Agaliouk was relinquished October 2021)

Between 2008 and the end of 2017 a total of 518,170 m were drilled on the Mad I and Agaliouk licenses with 4,890 holes.

In 2021, GoviEx carried out a diamond drilling program over the Miriam and Marianne deposits, in order to obtain samples for chemical assay to enable the modelling of molybdenum resources as well as confirming eU grades derived from downhole radiometric surveys.

In addition to the diamond drilling program, six holes were completed for geotechnical purposes within the proposed Miriam open pit area, 14 short diamond holes were also completed for the civil engineering of the process plant area, and a further 5 mud rotary holes were drilled over the planned process plant area for sterilisation purposes. No significant mineralisation was found in the sterilisation holes. Initially exploration on the Madaouela II, III, IV, Eralral and Anou Melle properties started in April 2010 and continued until 2013 except at Anou Melle where it ended in July 2010.

The subsequent exploration activity then was concentrated east of the Madaouela fault on Mad II, Mad III, Mad IV and Eralral from August 2010 to January 2013. The exploration was conducted at 3,200 m grid on EW profiles and following redox interpretation profiles at a 1,600 m grid were drilled on the northern part of Mad IV and Mad III.

Table ES 2: Summary drilling activities by tenement

	Metres (m)
Mad II	12,629
Mad III	16,716
Mad IV	25,272
Anou Melle	3,263
Total	57,880

Surveying

Surveying is done with precision, care and crosschecking in the field, using the DGPS equipment; thus providing collar locations to centimetre accuracy. Surveying uses a network of permanent survey monuments for base stations and is tied to real-world coordinates using WGS 84 as a format.

Logging

Logging is done using; three SEMM designed logging units, with probes modified for GoviEx. Internal QA/QC of intersections greater than 100 raw c/s (GM probe) is conducted using one Mount Sopris logging unit (GHN owned) equipped with DHT27 reference probe. For each drillhole logging unit, two probes are used;

- a resistivity and natural gamma (scintillation (PM)) probe,
- and a probe containing natural gamma (by Geiger tube GM) and by scintillation counter (PM) and deviation (magnetic/inclinometer) instrumentation. GM logs are used to define in-situ uranium grades for the drillhole database.

The procedure used by GoviEx at Madaouela is to convert CPS per anomalous interval by means of a correlation curve developed by comparing core intervals with gamma-log intervals for the 46 core hole intervals drilled at Marianne. The process involves re-positioning the core pieces for the whole-core interval of mineralisation and determining the contacts and peak radiometric reading with a hand-held scintillometer on the core. This is then matched with the radiometric curve developed from a down-hole plot of CPS. The core is cut and analysed for uranium content for the same interval as the radiometric indicate. A best fit line defines the relationship of GT as follows:

$$GT_{core} = U_{core} \times T_{core} = (Factor \times CPS \times T_{probe}) = GT_{probe}$$

The same can be done on composited grade (U%) versus (CPS) at a given composite interval for each; the relationships have been found to be similar to that for GT. The factor is then used to convert CPS to eU grade.

Sample Preparation, Analysis and Security

GoviEx's sample preparation, methods of analysis, and sample and data gathering have been implemented with an appropriate degree of care in data collection, data transfer, data conversion, and gamma probe QA/QC. QA/QC data from the chemical analyses for uranium in the 2021 program demonstrated that the uranium information has been collected with no bias and no evidence of contamination. Where the occasional result differs by more than two standard deviations, these can be explained as sample swaps as they plot where other certified reference materials (CRMs) are expected. Although a molybdenum CRM was not implemented in the 2021 program, the results obtained from the CRM used indicate that the analyses are reasonable and that there is no reason to suspect any bias being introduced. The methods are acceptable by industry-standard procedures and are applicable to the uranium deposits at the Madaouela Uranium Project. SRK has completed an independent verification of the eU results obtained from downhole radiometric probing.

Data Verification

Data verification supporting the MRE for the Madaouela Project has been completed by both GoviEx and SRK Consulting. GoviEx has in place QA/QC and database verification procedures to render the drillhole database consistent, verifiable, and appropriate for use in resource estimation. SRK has independently verified key aspects of the data collection procedures used for the Madaouela Project and are confident that the database on which the MRE is based is informed by data of suitable quality. Most importantly, the chemical assays of uranium have demonstrated that the derivation of eU from downhole radiometric surveys (probing) has been completed to an appropriate standard by GoviEx and that the data can be relied upon for Mineral Resource estimation of uranium.

Mineral Processing and Metallurgical Testing

The feasibility phase metallurgical testwork has been completed through SGS, VeRo (fre-e-tec), Vietti Slurrytec and Mintek. This testwork has comprised of comminution investigations, bottle roll and two stage acid leaching, uranium recovery assessment by precipitation, ion exchange and solvent extraction (SX) as well as batch-continuous runs covering the entire flowsheet and assaying of yellowcake product. Molybdenum precipitation work, tails thickening and filtration test work were also completed.

Comprehensive geometallurgical work done during the Pre-Feasibility Study (SRK, 2021) has defined uranium mineralisation present as coffinite (60 %) and uraninite (40 %) with negligible other phases such as autunite and becquerelite at Miriam and rarely silica-mix-TiO2 minerals. Uranium minerals occur with interstitial clays and carbonate in the cement of the Guezouman sandstones. Grain size is bi-modal with

coarse and fine grained uranium minerals. Uranium minerals are dominantly present as fine grained, typically less than 30 µm size phases with occasional grains up to 100 µm in size. The most abundant uranium-bearing minerals in the sample are "pitchblende/silica-mix-TiO2", "Mo-coffinite-mix-TiO2" and coffinite. Uranite and autunite are less abundant. The "pitchblende/silica-mix-TiO2" and "coffinite-mix-TiO2" phase contribute 65 % of the total uranium. The uranium-bearing minerals in the high-grade ore mostly report to the 10 - 25 µm size fraction.

Molybdenum occurs in the ores largely as a trace element in coffinite and pyrite with only minor molybdenite identified. In samples from the ore stockpile from M&M, powellite (CaMoO4) was also identified.

All metallurgical test work completed at Mintek for the Feasibility Study has been conducted on drill core from the Miriam deposit. Comminution work used both Miriam (~1,000 kg) and M&M stockpile (~110 kg) samples. Test work carried out on M&M samples is reported in the previous PFS reports.

Drop weight tests show that the Miriam and the M&M stockpile samples are classified as very soft based on the classification using the obtained A*b values. The parameter ta, as a useful indicator of the resistance to abrasion of the ore, gave values ranging between 0.38 and 0.45. The Bond ball work index (BBWI) test was conducted on the Miriam sample at 150 µm limiting screen. The BBWI tests results showed that the sample was classified as being hard with the work index of 11.4 kWh/t. Typical hardness classification based on crushability work index indicate that most of the specimens tested can be categorised as being very soft to soft.

A composite sample (100 % passing 30 mm) comprising low grade (30 %), high grade (35 %) and waste rock (35 %) were prepared for ore sorting testwork. In addition to the RADOS testwork (equivalent to radiometric sorting), Mintek also conducted scrubber and flotation testwork to assess the effectiveness of this process in upgrading the concentrated uranium feed.

Radiometric sorting proved successful with 98.5 % of uranium recovered into a 56 % mass pull with rejection of 40 % of the material. Based on the operations of radiometric sorting at a uranium mine in Ukraine it is established that 93 % of uranium recovered in a mass pull of 40 % with resue ore or 98 % in a mass pull of 56 % in non-resue ore can be applied as potential targets for Madaouela ore. However due to collection of fines calcite was also concentrated by this approach.

The VeRo Liberator® unit showed good performance on a substitute sandstone ore (with increased hardness relative to Miriam ore) with a specific energy requirement at 4.5 kWh/t and an expected 20 % recirculating load during operation. It was also noted that the VeRo Liberator® unit could likely crush the Madaouela ore in a single pass, reducing the feed solid load to each unit even further during operation. Dust and noise emissions were no issue during the tests.

In the Feasibility Study phase the leach conditions were further optimised and the performance of a 2-stage leach circuit was further examined. The optimal grind selected for leach was, milling to P80 -300 µm. High grade sample with a 2-stage leach showed maximal >90 % uranium extraction. From this, 80-84 % can be extracted at pH 1.4-1.5, additional 10 % require higher acid (pH ≤1) and oxidant. Particle size in the range between 80 % -300 µm and 80 % -150 µm did not affect uranium extraction. It was found that an acid consumption of 50 kg/t and a temperature of 50°C gave an optimised operating point at Eh >650 mV, with uranium extraction at 95.63 % and molybdenum extraction at 90.22 %.

The presence of high molybdenum in the pregnant leach solution (PLS) necessitates effective removal of molybdenum from the PLS, which was accomplished using an ion exchange process. Purolite S9701 resin was selected for the process ion exchange circuit. Molybdenum was efficiently loaded from PLS in

adsorption tests using S9701 resin at 50°C. Molybdenum uptake improved compared to the tests conducted at ambient temperature with previous PLS solution. Maximal molybdenum loading achieved during tests was 20 g/L. Breakthrough tests were conducted on a PLS generated at condition representing future operation. The test showed good results with low molybdenum (<2 mg/L) in ion-exchange (IX) barren. For the IX elution circuit, alkaline elution followed by acidic elution at 50°C showed better molybdenum stripping efficiency and no need for resin regeneration after the complete elution cycle.

The bulk molybdenum eluate was subjected to precipitation for molybdenum recovery using published requirements for the "Rapid Acidification" process, producing a molybdenum sulfide product (MoS3). It was found that the product precipitated readily and produced a MoS3 solid with an expected >98 % ppt efficiency.

Uranium recovery via solvent extraction from the clarified PLS was evaluated and found to be the most appropriate approach to uranium extraction from the pregnant leach solution and collection prior to precipitation of yellowcake (U_3O_8). Good separation of molybdenum allows the production of a final yellowcake product that meets the requirements for saleable yellowcake as defined by the convertors. Optimised SX operational conditions were thus defined. Recovery for the extraction circuit was modelled for >99 % uranium extraction. Three stages are required in the extraction circuit. Approximately three counter-current stages would be required for stripping of uranium off the organic phase. A loaded strip liquor containing 14 g/L uranium could be produced.

Using this flowsheet, the calculated overall metallurgical uranium recovery is reported as 94.8 % for the open pit ore and 91.5 % for the underground ore, with molybdenum recovery at 88.9 % for the open pit and 79.9 % for the underground ore. The drop in recovery for the underground ore is attributed to the losses over flotation.

Mineral Resource Estimates

The deposits that comprise the Madaouela Uranium Project are Miriam, Marilyn and Marianne (M&M), Maryvonne (MYVE), MSNE, MSCE, and MSEE (Figure ES 3). The mineral resource models prepared by SRK consider drill holes completed and sampled by GoviEx during the period from 2008 to 2021. To support the Feasibility Study in 2021/2022, SRK have prepared updated geological models and Mineral Resource Estimates (MRE) for the Miriam, M&M, MSEE, and MSCE deposits. The estimates for MYVE and MSNE deposits were not updated as these were not informed by any new information since they were prepared in 2016.

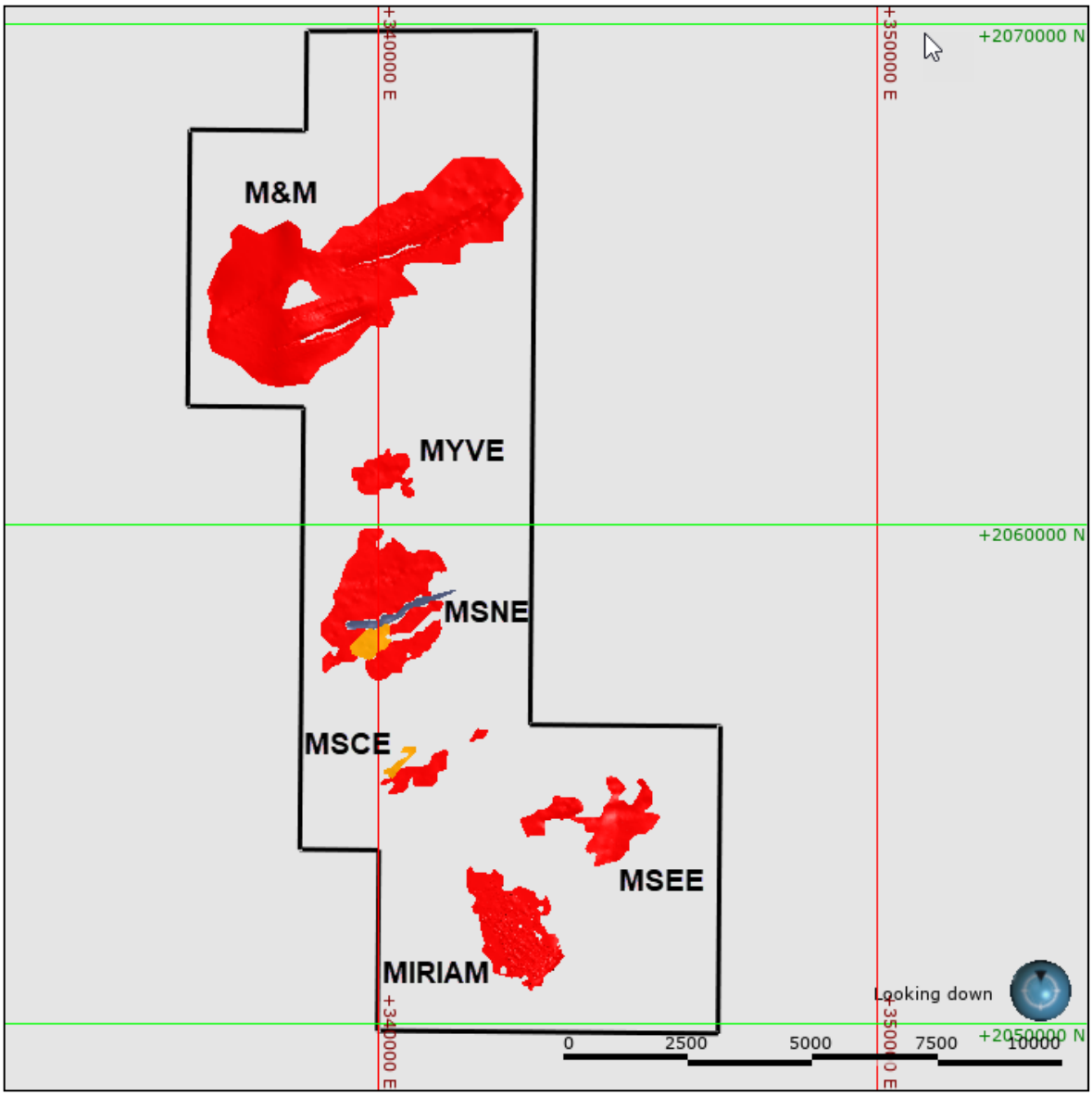


Figure ES 3: Plan view of the Madaouela Uranium Project deposits and the MAD I license boundary.

This MRE was completed and reported in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Reserves (CIM Definition Standards, May 19, 2014) and National Instrument 43-101 (NI 43-101). SRK have considered the CIM Estimation of Mineral Resources & Mineral Reserves Best Practice Guidelines (November 29, 2019) and CIM Best Practices in Uranium Estimation Guidelines (November 23, 2003) for all aspects of the MRE presented here.

The MRE methodology for each deposit involved the following steps:

1. database compilation and verification;
2. stratigraphic modelling;
3. exploratory data analysis and construction of mineralisation models;

4. statistical review and selection of domains suitable for estimation of uranium and molybdenum (at Miriam and M&M only) and bulk density;
5. geostatistical analysis and grade continuity modelling (variography);
6. block modelling and grade interpolation;
7. validation of estimates and mineral resource classification;
8. assessment of reasonable prospects for eventual economic extraction (RPEEE) through either underground or open pit optimization, and selection of appropriate cut-off grades; and
9. preparation of the mineral resource statement.

For the Miriam deposit, a '3-dimensional' approach was taken to the estimation, where multiple composites are created through the various horizons of mineralisation. The estimation requires the kriging of grade directly and does not incorporate accumulation in the methodology.

For the M&M, MYVE, MSNE, MSCE, and MSEE deposits, which are characterised by generally thin and tabular (although locally deformed) mineralisation an 'unfolded' accumulation method has been employed. Using this method, the estimation is effectively approached in '2-dimensions') where single composites are created and un-folded for each intersection through the mineralisation and the final grade estimate is the quotient of the kriged accumulated grade (grade * thickness) and kriged thickness. The un-folded estimates are then 're-folded' back into true 3-dimensional space.

A summary of the Mineral Resources for all deposits comprising the Madaouela Project are presented in Table ES 3 for eU and Table ES 4 for molybdenum.

Table ES 3: Summary of the Madaouela Uranium Mineral Resources, effective date July 01, 2022

Classification	Tonnes (Mt)	Grade		Metal	
		eU (kg/t)	eU_3O_8 (kg/t)	eU_3O_8 (t)	eU_3O_8 (Mlb)
Marianne/Marilyn					
Measured	3.00	1.50	1.77	5,257	11.6
Indicated	14.00	1.19	1.41	19,726	43.5
Inferred	3.10	0.96	1.14	3,477	7.7
Miriam					
Measured	10.70	0.67	0.79	8,384	18.5
Indicated	0.50	0.46	0.54	281	0.6
MSNE					
Indicated	5.05	1.37	1.61	8,111	17.9
Inferred	0.10	1.14	1.34	131	0.3
Maryvonne					
Indicated	1.23	1.52	1.79	2,195	4.8
Inferred	0.42	1.41	1.66	703	1.6
MSCE					
Inferred	1.16	1.15	1.35	1,571	3.5
MSEE					
Inferred	1.95	1.31	1.54	3,003	6.6
TOTAL MEASURED	13.70	0.85	1.00	13,641	30.1
TOTAL INDICATED	20.78	1.24	1.46	30,313	66.8
TOTAL INFERRED	6.73	1.12	1.33	8,885	19.6

Table ES 4: Summary of the Madaouela Molybdenum Mineral Resources, effective date July 01, 2022

Classification	Tonnes (Mt)	Grade	Metal
		Mo (ppm)	Mo (Tonnes)
Marianne/Marilyn			
Indicated	1.90	486	914
Inferred	4.90	388	1,897
Miriam			
Measured	10.70	101	1,076
Indicated	0.50	38	20
TOTAL MEASURED	10.70	101	1,076
TOTAL INDICATED	2.40	393	934
TOTAL INFERRED	4.90	388	1,897

Mineral Reserve Estimates

The Qualified Persons accepting the professional responsibility for the respective open pit and underground Mineral Reserve estimates section are Ms. Colleen MacDougall, PEng (PEO#100530936) and Mr. Jurgen Fuykschot, MAusIMM (CP) (#306269). The Mineral Reserve estimate is presented in Table ES 5 for the open pit and Table ES 6 for the underground. Madaouela Project base case economic analysis shows that the Madaouela life of mine (LoM) plan, used to estimate the Mineral Reserves, provides a positive present value of the net cash flow, confirming that the Mineral Reserves are economically viable, and that economic extraction can be justified. The author is not aware of any additional mining, metallurgical, infrastructure, permitting, or other factors not presented in this report that could materially affect the Mineral Reserve estimate.

Table ES 5: Mineral Reserve Estimate for the Miriam Open Pit Deposit, Madaouela Project, Niger, July 01, 2022

Classification	Quantity (kt)	U Grade (kg/t)	Mo Grade (ppm)	U Contained (t)	Mo Contained (t)
Open Pit Miriam					
Proven	5,344	0.88	124.3	4,696	664
Probable	55	0.40	0.0	22	0
Sub-Total	**5,399**	**0.87**	**123.1**	**4,718**	**664**

Notes:

1. All figures are rounded to reflect the relative accuracy of the estimate and have been used to derive sub-totals, totals and weighted averages. Such estimates inherently involve a degree of rounding and consequently introduce a margin of error. Where these occur, SRK does not consider them to be material.
2. The Concession is wholly owned by and exploration is operated by GoviEx.
3. The standard adopted in respect of the reporting of Mineral Reserves for the Madaouela Project, following the completion of required technical studies, is in accordance with the NI 43-101 guidelines and the 2014 CIM Definition Standards, and have an Effective Date of July 01, 2022.
4. The Open Pit Mineral Reserves are reported with engineered pit designs using a cut-off grade of 0.28 kg/t U, which is based on a selling price of US$55/lb U_3O_8, operating costs of US$33.48/t feed, recovery of 94.5%, royalty of 9%, and transportation costs of 0.97/lb U_3O_8.
5. The Open Pit Mineral Reserves are derived from a regularized block model of 7.5 m x 7.5 m x 0.75 m and include an additional 2 % dilution and no mining loss.

Table ES 6: Mineral Reserve Estimate for the Underground Deposits, Madaouela Project, Niger, July 01, 2022

Classification	Quantity (kt)	U Grade (kg/t)	Mo Grade (ppm)	U Contained (t)	Mo Contained (t)
Underground M&M					
Proven	3,149	1.06		3,353	
Probable	10,602	0.81	79	8,629	834
Sub-Total	**13,750**	**0.87**	**61**	**11,981**	**834**
Underground MSNE + Maryvonne					
Proven					
Probable	6,652	0.79		5,273	
Sub-Total	**6,652**	**0.79**		**5,273**	
Combined Underground Totals					
Proven	3,149	1.06		3,353	
Probable	17,254	0.81	48	13,902	834
Total	**20,403**	**0.85**	**41**	**17,255**	**834**

Notes:

1. All figures are rounded to reflect the relative accuracy of the estimate and have been used to derive sub-totals, totals and weighted averages. Such estimates inherently involve a degree of rounding and consequently introduce a margin of error. Where these occur, SRK does not consider them to be material.
2. The Concession is wholly owned by and exploration is operated by GoviEx.
3. The standard adopted in respect of the reporting of Mineral Reserves for the Madaouela Project, following the completion of required technical studies, is in accordance with the NI 43-101 guidelines and the 2014 CIM Definition Standards, and have an Effective Date of July 01, 2022.
4. The Underground Mineral Reserves are reported using a variable cut-off grade ranging between 0.5 and 0.6 kg U/t to account for the effect of ore sorting to reduce the dilution associated with varying seam thicknesses in different underground panels. This is based on a selling price of US$55/lb$U_3O_8$, operating costs of US$29.28/t feed, recovery of 94.5 %, and transportation costs of 0.97/lb U_3O_8.

Mining Methods

Open Pit Mining

Mining

The Miriam open pit operation will be a conventional drill, blast, truck and shovel operation. Ore loading will be undertaken on 6 m benches, mining to the orebody contacts, down to 0.75 m flitches where required. Two 12 m^3 excavators will be used to load 91 tonne haul trucks in the pit with a 6.4 m^3 front-end loader on the stockpiles and for backup in the pit.

A pit optimization was undertaken based on a USD 55/lb U_3O_8 price. The pit design was divided into six stages resulting in 5.4 Mt of run-of-mine (ROM) at 0.87 kg/t uranium and 123 ppm molybdenum with 50 Mt of waste, for a strip ratio of 9.3. The inventory is based on a cut-off grade of 0.28 kg/t uranium and includes 2 % dilution and 0 % mining loss.

The open pit production schedule is based on a ROM production rate of 1 Mtpa for five years and follows a 9-month pre-production period. High grade (HG) material, with a cut-off of 0.35 kg/t eU, is fed to the crusher, while all Low Grade (LG) material is stockpiled to be fed to the process at the end of the mine life.

Open Pit Water Management

Miriam dewatering will be achieved via sumps in the pit, with a pump to transfer water to the pit crest. Dewatering flow rates for Miriam have been determined from the numerical groundwater model and site wide water balance which considers groundwater inflows and direct precipitation whereby P_{10}, P_{50} and P_{90} percentile dewatering rates have been derived.

The installed duty pumping capacity at Miriam is estimated to be 65 m^3/hr. Dewatering water pumped from the Miriam pit will be sent to a dewatering pond nearby to the process plant for subsequent use by the plant.

Underground Mining

Mining

The M&M and MSNE-Maryvonne deposits are planned to be mined as two independent underground room and pillar operations. M&M is to be mined first following completion of the Miriam open pit operation, with MSNE-Maryvonne following on after M&M. The mining methods are similar to the adjacent Orano S.A.'s. COMINACK mine (closed in 2021).

At both underground operations the mine development and ore production operations are planned to be by conventional drill and blast. Ore panels are to be mined as room and pillar, with ventilation provided by multiple raise bored holes positioned in each panel. Mined ore will be fed onto a conveyor system via feeder breakers. Run of mine ore will be sorted at the portal by X-ray fluorescence (XRF) and post sorted ore will be trucked to the process plant at a rate of 1.0 Mtpa.

M&M development will take 18 months until first ore, with an estimated production duration of 11 years. MSNE-Maryvonne decline and development will start in Year 10, with a development period of 28 months and an estimated production duration of 5 years.

Updates to the underground mining study subsequent to the PFS include:

- M&M mine design updated with adjustments to the main access tunnels and panel orientations in the SW of the deposit,
- Increased granularity in M&M's mine schedule following a new approach to define the mining blocks above cut-off grade.
- Review and update of the mine ventilation approach for both M&M and MSNE-Maryvonne mine.
- Reserve update following mine design adjustments and resource classification update.

Besides the improvements in the underground mine plan, there have also been schedule and overall underground mining assumption improvements. While there have been considerable updates to the underground design in the last 18 months, additional geotech and further ore sorter test work is still required for the underground and overall the underground design remains at a pre-feasibility level.

Underground Dewatering

Dewatering flow rates for M&M and MSNE have been determined from the numerical groundwater model and site-wide water balance which considers groundwater inflows whereby P_{10}, P_{50} and P_{90} percentile dewatering rates have been derived. The installed duty pumping capacity is 300 and 350 m^3/hr for M&M and MSNE respectively, with standby pumping capacities of 400 and 550 m^3/hr.

Dewatering from M&M and MSNE is predicted to produce significant volumes of excess water that will exceed the mine's water demand. For the purposes of design and costing it is assumed excess water from M&M will be discharged via a seepage recharge trench and excess water from MSNE will be discharged into the vacant M&M workings. The trench is designed for the P_{90} excess inflow from M&M; approximately 350 m^3/hr. Further assessment is required for the FS including a trade-off against other methods, such as reinjection wells, along with supporting field investigations and modelling.

Treatment of excess water will be required. For the purposes of design and costing the study allows for a treatment system comprising settlement ponds near the portal of each deposit. From this, water will be pumped to a shared water treatment facility which will comprise oil water separators and rotating biological contactors (RBCs) for nitrate removal. Further work will be required during the Feasibility Study design to evaluate in detail additional treatment requirements, including volumetric capacity of the plant.

Recovery Methods

Project Process Plant

A traditional flowsheet has been chosen for the treatment of ore from the open pit (Miriam), which is relatively low in gangue acid consumers, with the exception of a novel dry milling process and the addition of an Ion Exchange (IX) process for the recovery of molybdenum. The flowsheet comprises crushing, milling, two stage tank leaching, molybdenum recovery by ion exchange (IX) and uranium recovery by solvent extraction (SX) followed by precipitation of ammonium diuranate (ADU). A flotation section can be added in later years, to reject carbonates and consequently decrease acid consumption, when underground ore is treated.

Ore is initially fed through a single stage open circuit primary crusher, where a product size of 100 mm (P_{80}) is achieved. The ore is then fed from the mill feed stockpile at an average rate of 3,223 tpd to milling. The ore is fed via apron feeders to discharge conveyers and transported to the milling circuit. The crushed ore is fed to a VeRo liberator® milling circuit operated with a closed-circuit screen to produce a grind size of 300 µm (P_{80}) which proceeds to the leaching circuit after slurrying using process water. The VeRo circuit consists of 2 x 100 tph units, operated in parallel. Each VeRo mill will produce open circuit fines fed forward to leach, with oversized material recirculating back to the VeRo mill via wet vibrating screening. Both VeRo units will feed oversize material to a single vibrating screen.

The two-stage leaching circuit consists of primary and intermediate thickeners in combination with a primary and secondary agitated tank leach system. Tanks are agitated to allow the ore to react with concentrated sulfuric acid allowing dissolution of the contained uranium, while the redox potential is controlled by the addition of hydrogen peroxide. The leach tanks in both stages are sparged with steam to maintain 50°C in the leach circuit. The leach residue is then filtered on horizontal belt filters, with filtered solids residue discarded to the dry stacked tailing's storage facility.

The pregnant leach solution (PLS) containing uranium, molybdenum as well as other metal contaminants undergoes clarification before being fed to a continuous ion exchange plant (CIX) where molybdenum is selectively adsorbed onto the resin. Uranium remains in solution and is fed to a conventional uranium SX plant (Alamine 336) for uranium recovery. Molybdenum is eluted from the resin using a sodium hydroxide solution, from which a molybdenum sulfide product is precipitated via the rapid acidification process.

For purposes of determining reagent consumption related to molybdenum grades varied molybdenum feed grades were used, progressing as the pit (Miriam) ore is mined and the underground (M&M) ore is fed to the process. Molybdenum grades of the pit (Miriam) range from 55 ppm – 200 ppm molybdenum.

Underground (M&M) grades are also expected to vary during the life of mine from 55 ppm – 550 ppm molybdenum.

In the SX circuit, uranium is extracted from the IX barren solution into the organic phase through a series of mixer settlers. The loaded organic is scrubbed to remove impurities and then stripped with ammonium sulfate to produce a uranium-rich liquor (OK Liquor) for the ADU precipitation stage and recirculated back to extraction. ADU precipitation is conducted in a series of agitated tanks with the addition of ammonia and air. The ADU precipitate is thickened, washed and filtered followed by drying and drum packaging of the ADU yellow-cake product (U_3O_8).

The SX raffinate is recirculated back as process water to recover acid to the circuit. The metal-ion tenor of the recirculating process water load in the circuit is controlled by bleeding a stream from the overflow to the neutralisation circuit. This prevents the metal-ion concentration in the recirculating water load from reaching critical levels. This bleed is largely used for dust suppression on the mine roads with excess deposited to the dry stack tailings facility.

Project Infrastructure

General Infrastructure

This section presents the surface infrastructure assets proposed at four separate operational areas:

- Miriam open pit operation (Miriam);
- Explosives Storage Facility (ESF);

  Bulk power supply;
- Marianne-Marilyn underground operation (M&M);
- MSNE-Maryvonne underground operation (MSNE); and
- Transport and Logistics;

The main project infrastructure will be located adjacent to the Miriam open pit, processing plant, and tailings storage facilities (TSF). The overall layout of the Madaouela Miriam open pit area is shown below on Figure ES 4.

Potential logistics scenarios to transport the anticipated quantities of reagents and consumables required supporting the proposed Madaouela mine and process plant have been assessed. This includes existing regional infrastructure to establish multi-modal solutions to transport reagents and consumables to Arlit, approximately 12 km north-west of the proposed development.

The assessment indicates that road transportation from Cotonou in Benin represents the most cost-effective option to transport process reagents/consumables to Arlit.

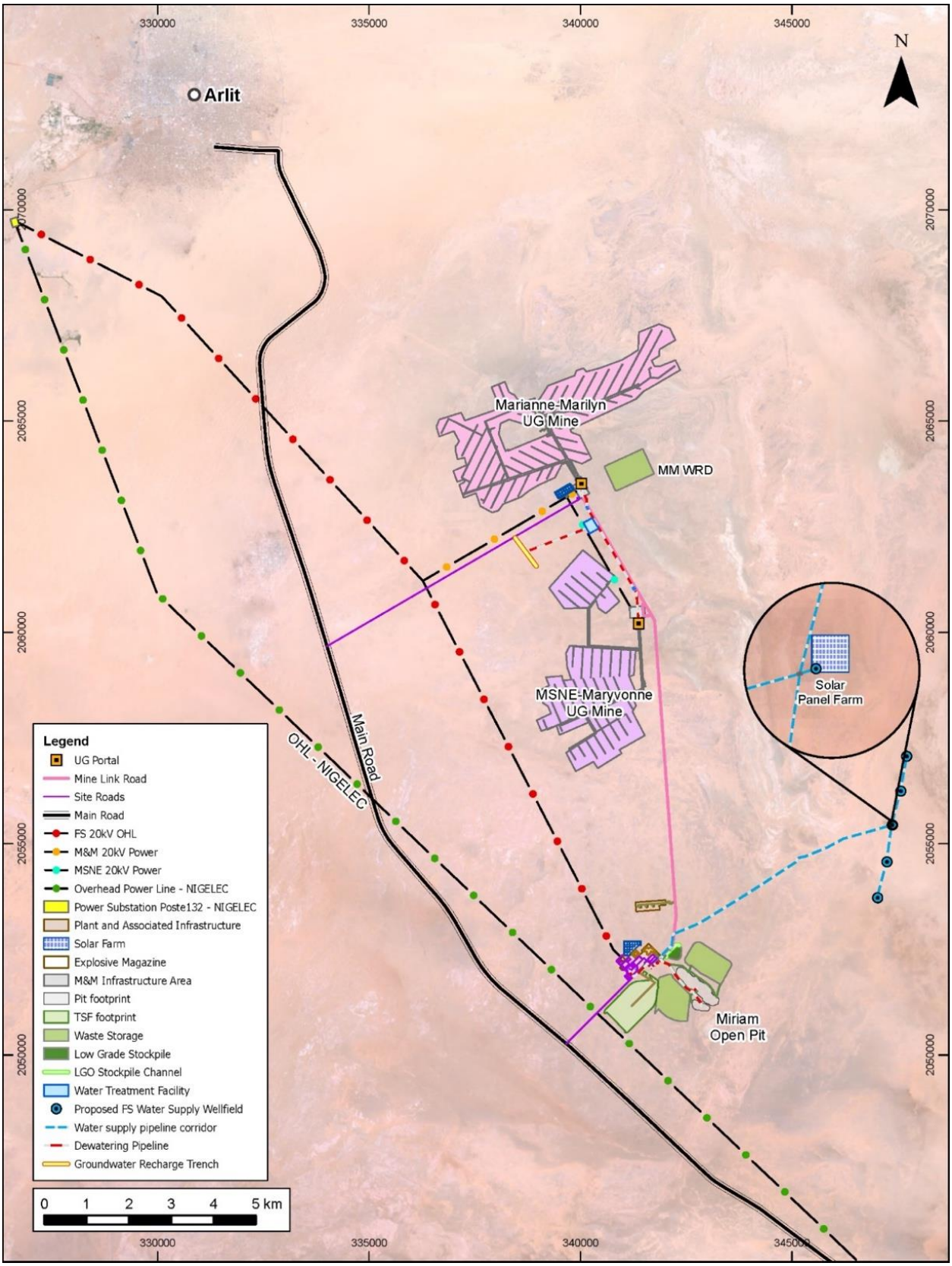


Figure ES 4: Madaouela Project Infrastructure Full Extent

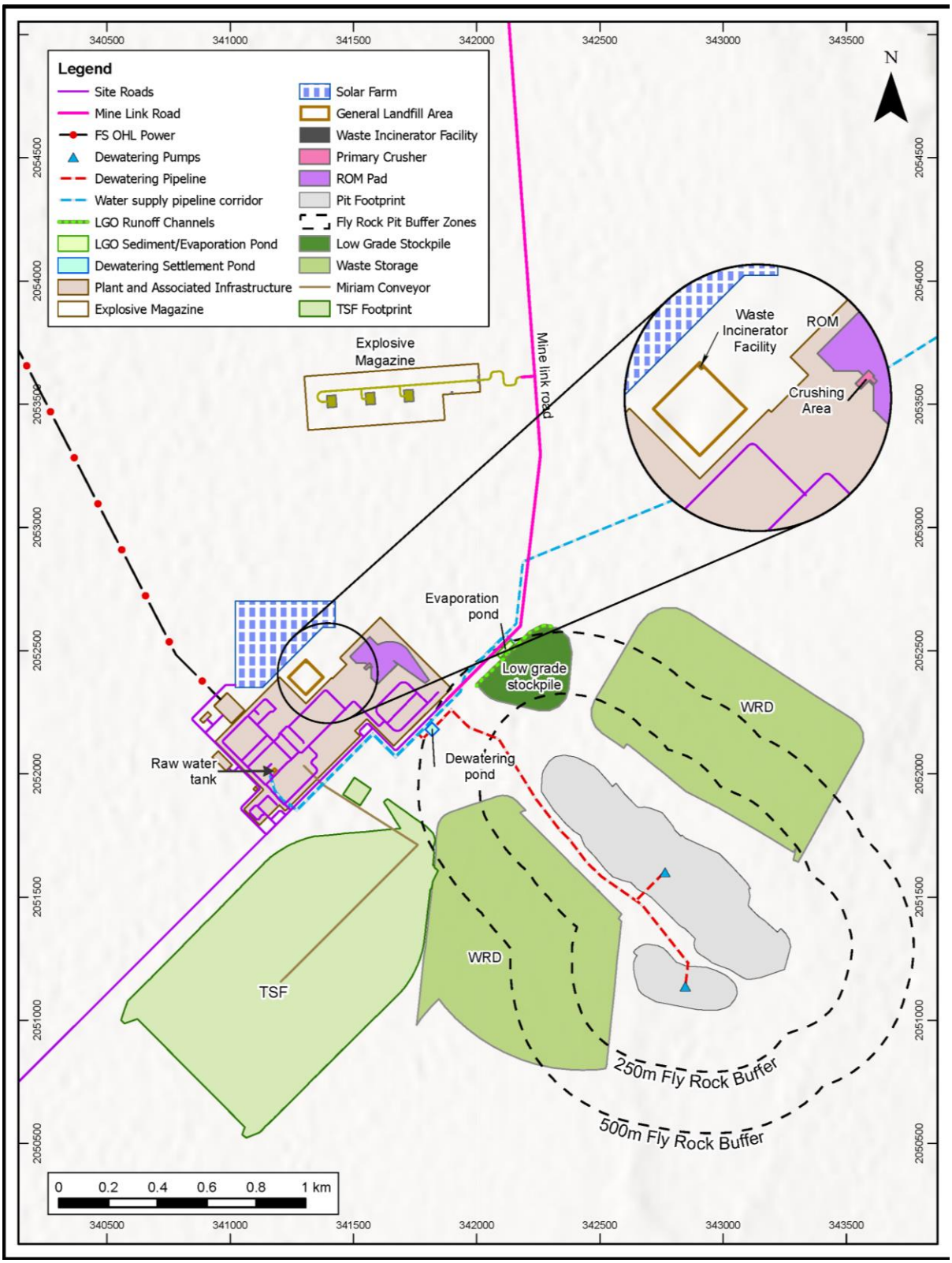


Figure ES 5: Madaouela Project Miriam Infrastructure

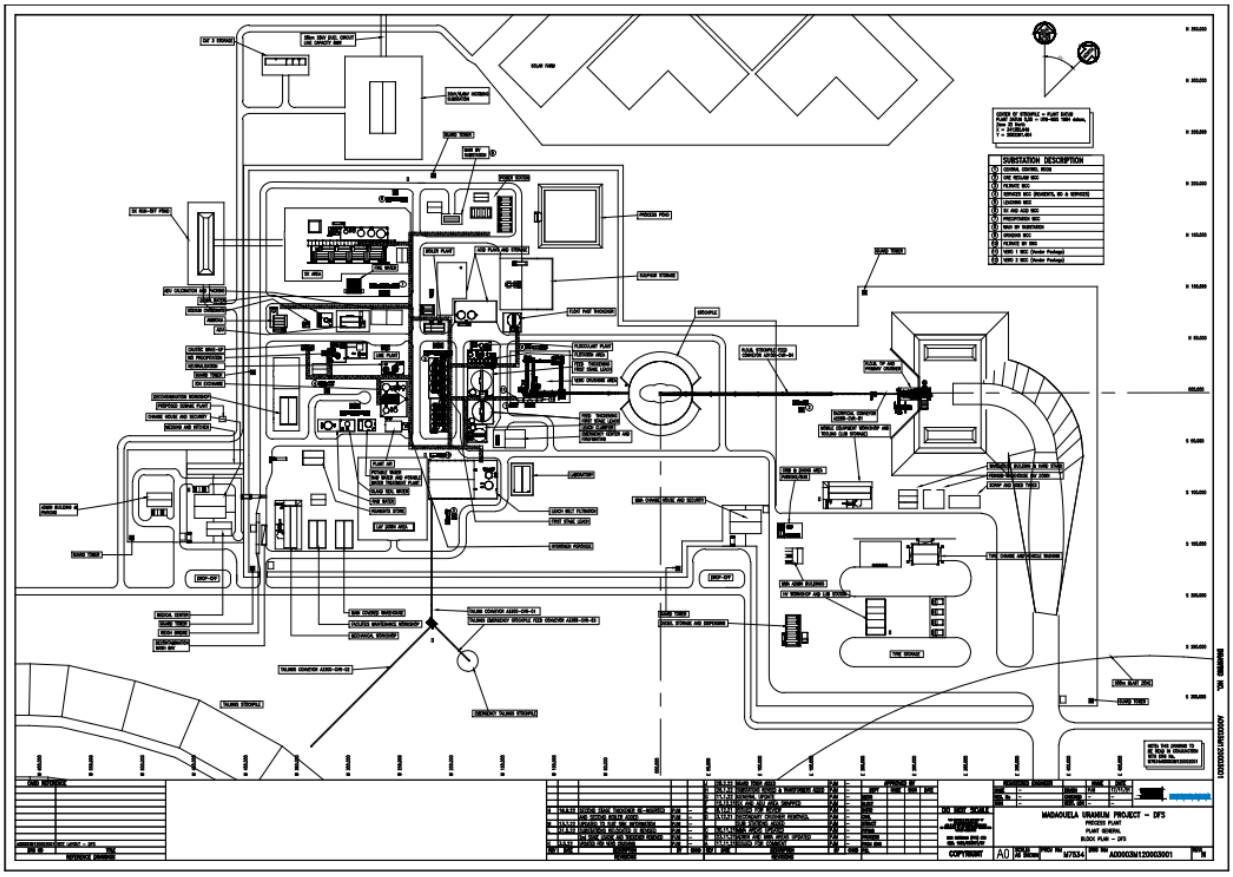


Figure ES 6: Madaouela Project Infrastructure Block Plan

Water Supply Wellfield

The Madaouela Project's make-up water demand will be met by a wellfield, comprising five production wells, located approximately 7.5 km north-east of the process plant. A range of power options were investigated as part of the Feasibility Study and, considering favourable climatic conditions, a solar powered solution was selected. Water will be pumped via a pipeline to the process plant.

Abstraction rates for the wellfield have been determined from the site-wide water balance which calculates the mine's make-up water demand. The wellfield has been designed based on a conservative water demand, namely the P_{10} scenario, which peaks at a maximum of 3,500 m^3/day. This assumes underground dewatering water is not utilised by the plant, which would significantly reduce wellfield abstraction rates in the medium to long term. A numerical groundwater model has been used to assess the long-term sustainability of the wellfield.

Market Studies and Contracts

This section aims to provide an overview of the fundamental principles of the uranium market and how the derived U_3O_8 is sold into the market; transported; and transformed for use in nuclear reactors. As such the following elements will be described in order to:

- Understand the position and role of uranium within the nuclear fuel cycle.

- Analyse U_3O_8 demand with particular reference to the U_3O_8 requirements of the world's reactors.
- Explain the transformation of U_3O_8 into UF6 and the role of the Conversion Facilities who provide such a service.
- Summarise the requirements for transportation of U_3O_8 from GoviEx's Madaouela Uranium Project to the Conversion Facilities.
- Examine the contractual relationship between GoviEx as the Uranium Producer and the Conversion Facilities.

Since 2011 the key impact on primary uranium demand was excess inventories throughout the supply pipeline. Increasing nuclear energy production and primary uranium supply constraints have resulted in declining inventories. The uranium miners have reduced their inventories to just-in-time levels through supply reductions, sell down of surplus inventories, on-market purchases and in the case of Kazatomprom, sale of its surplus inventory to the financial fund Yellow Cake.

Utility inventories have been declining as long-term contracts have unwound, and utilities have undertaken active inventory control. This has been compounded by uncertainty associated with geo-political factors, especially effecting the US, including the Iran Sanctions, Russia Suspension Agreement and Section 232/Nuclear Fuel Working Group. During 2020 and into the start of 2021 the utilities have been affected by Covid, which while it reduced nuclear energy generation by approximately 4 % in 2020, resulted in a decline of between 20-30 % of annual purchases.

In late 2021, the activity of Sprott Physical Uranium Trust (SPUT), and in 2022, the disturbances in the Russian Sphere of Influence (RSOI) have dramatically focussed the industry's attention on security of fuel supply issues and have increased the uncertainty faced by buyers and sellers alike.

Inventories on conversion and enrichment material have also been declining, as highlighted by the rising price and increasing concerns on conversion and enrichment capacity in the medium to long term.

The increasing supply constraint and declining inventories has already been noted by the improving uranium price. Based on history alone, uranium prices can make swings when future production levels are uncertain due to the long lead times required to bring new projects online. Since the actions taken by Cameco and Kazatomprom to constrain supply, and the recent market impacts of SPUT and conflicts in the RSOI, the uranium price has responded positively.

Environmental Studies, Permitting and Social or Community Impact

In accordance with the requirements of Niger legislation for Environmental Impact Assessments (EIAs), GoviEx contracted Legeni to undertake various baseline studies (including a socio-economic assessment, air quality monitoring, reconnaissance surveys of fauna and flora, soils and geomorphology and archaeology and cultural heritage) for the Madaouela Project. SRK reviewed the specialist baseline studies as well as completing hydrology and hydrogeological studies on the Madaouela Project concession. SRK then led and completed an impact assessment process (ESIA) and Legeni conducted stakeholder engagement in accordance with Niger in-country regulatory requirements and international good practice. The final ESIA report and supporting baseline information was submitted to the Ministry on March 10, 2015. On July 28, 2015 the ESIA was approved by the Minister in charge of the environment.

In 2022, as part of the Feasibility Study, Labogec updated aspects of the environmental and social baseline data. This was based on a request by SRK to review and update specific elements of the original study given

the amount of time that has lapsed since the original baseline was conducted. The update was also done in light of the evolution of the project design since the compilation of the ESIA report in 2015.[2]

The update targeted aspects of the baseline that may have altered over the course of the last 8 - 10 years. The update focused on the physical environment, social-economic characteristics, natural resources and land use, avifauna, traffic and water supply. GoviEx plans to conduct additional air quality, dust and water sampling before construction work starts. This will ensure a current baseline is recorded immediately prior to the start of the project construction. This will provide the basis for future monitoring and evaluation of any changes as a result of the project development.

The overall conclusion of the ESIA is the majority of potential negative impacts identified can be reduced to acceptable levels with effective management measures, which GoviEx is committed to implementing. There are a number of management controls requiring interaction with either government officials or potentially affected communities. GoviEx will actively engage with these key stakeholders to present the proposed management controls and seek to find consensus on the way forward. GoviEx is also committed to continuing to undertake ongoing stakeholder engagement with the wider communities and other stakeholders potentially affected, positively and negatively, by the Madaouela Project.

Stakeholder engagement is required in accordance with Niger legislation and international good practice. To date several interactions have been undertaken with local stakeholders as part of the data collection for the social baseline studies. These meetings took place in the Communes of Arlit, Gougaram and Dannet and included discussions with groups of men, women and youths and background information on the Madaouela Project was presented. In addition, meetings were held with traditional authorities, community leaders, technical experts and other key informants.

A number of issues and concerns were raised during these meetings such as the existing negative legacy of mining activities in the area; the potential loss of local livelihoods due to competition for land and water resources, which will be exacerbated by population influx; possible pollution to the environment; potential infrastructure improvement and job creation; and the necessity for proper stakeholder consultation. There is currently an ongoing GoviEx CSR program focused on education, food and water.

Several impacts have already been managed through inherent measures incorporated into project design. There is further opportunity to avoid or reduce the severity of some impacts by continuing to consider environmental and social elements as final designs are confirmed. The robustness of the supporting management programmes, along with implementation, assurance and continual improvement functions of the planned Environmental and Social Management System, are fundamental to enabling the successful implementation of management measures by the GoviEx, its contractors and sub-contractors. Prior to the start of construction, a number of specific management plans will be developed with associated monitoring programmes. Monitoring results will be regularly reviewed to confirm the nature and scale of any predicted impacts. The plans will include trigger action levels where mitigation measures may need to be reviewed and revised.

Socioeconomic Impacts

GoviEx will bring significant direct and indirect investment to the Nigerien economy with a planned initial capital expenditure of USD 343 million, and total project capital expenditure of USD 619 million.

The Madaouela Project will provide economic benefits based on a total life of project revenue of approximately USD 3,300 million with an anticipated total of around USD 233 million in life of project royalty payments. Over the 20 year planned mine life, based on a received uranium price of USD 65/lb U_3O_8, this equates to a LoM royalty rate of 7 %.

The predicted tax incomes are based on the 2006 Mining Code and are projected to amount to USD 252 million, tax on profits, over the life of the mine, as well as employment taxes that would be derived from an anticipated labour cost of over USD 180 million (approximately 10 % of total operating costs).

Direct and indirect employment opportunities will vary across the life of the mine in terms of numbers and skills required. GoviEx has a policy to employ 100 % Nigeriens where practicable and is committed to sourcing labour as close to the Madaouela Project as possible. It is estimated that around 800 skilled and semi-skilled jobs will be created during the life of operations with substantially more temporary positions during construction. The project includes a training allowance of 5 % base salary for annual training. Substantial financial provisions are made for training throughout the mine life.

Playing a proactive role in this through training suppliers to enhance the quality of their service and products could also result in skill development that is transferable to other industries. If this were linked into existing technical and vocational education and training (TVET) initiatives, it would begin the process of ensuring a positive legacy and sustainable benefits. This could also impact positively on a large proportion of the disengaged young people in urban and rural communities of the Department through increasing their access to direct and indirect employment opportunities.

Post ESIA changes

The project design changes are largely beneficial from an environmental perspective. The relocation of project infrastructure results in the main noise, dust and air emission sources being located further from the towns of Arlit and Akokan. The impact to air, noise and soil remain similar and the change in location does not impact the nature or scale of the impacts, particularly given lack of local community receptors. Air quality parameters will be reviewed against the final process flow sheet and the air quality monitoring programme adapted as required. Handling and storage of ammonia will require specific operating procedures.

The optimisation of the uranium and molybdenum recovery processes has led to reductions in water and power requirements for the project. This has reduced the potential impacts on groundwater aquifers and reduced the carbon footprint for the project. The incorporation of solar and battery storage as a key feature of the overall power design has further improved the quantity of carbon associated with each tonne of uranium produced.

The proposed mitigation measures remain appropriate and applicable, and their effectiveness will continue to be measured through the implementation of the social and environmental management plan.

Capital and Operating Costs

The tables below summarise the capital and operating costs for the Madaouela Uranium Project. The detailed development of these individual costs is provided in the relevant sections.

Capital Expenditure

Total capital expenditure for the life of the operation is presented in Table ES 7. Capital costs include a 10 % contingency.

Table ES 7: Capital expenditure

Parameter	Units	Total amount
Initial Capital		
Open Pit Mining	(USDm)	46.1
Processing	(USDm)	242.4
Tailings	(USDm)	14.8
Infrastructure	(USDm)	28.6
Water	(USDm)	6.0
Owners Costs	(USDm)	4.8
Total	**(USDm)**	**342.7**
Sustaining Capital		
Open Pit Mining	(USDm)	2.7
Underground Mining	(USDm)	218.6
Tailings	(USDm)	7.8
Power	(USDm)	2.5
Infrastructure	(USDm)	34.2
Water	(USDm)	7.6
Processing	(USDm)	3,1
Total	**(USDm)**	**276.6**
Total Capital Expenditure	**(USDm)**	**619.3**

Operating Costs

Life of mine operating costs are presented in Table ES 8.

Table ES 8: LoM operating costs

	USD /t Process	USD /lb U3O8	LoM USDm
Open Pit Mining	*20.8*	*9.1*	*102.6*
Underground Mining	*44.0*	*16.0*	*633.7*
Total Mining*	38.1	14.5	736.3
Processing	35.8	13.6	691.5
SG&A	9.3	3.5	179.0
Sub Total Operating Costs	83.1	31.7	1,607.0
Mine Closure	0.4	0.2	8.5
Total Operating Costs	**83.5**	**31.8**	**1,615.4**

Molybdenum mineralisation occurs in both the open pit and the underground mines and the process plant has been designed and costed for the recovery of molybdenum for the life of the mine. Molybdenum reserves are defined for the Miriam open pit and the initial mining period in M&M but molybdenum resources have not been classified for the majority of M&M and not at all for MSNE. The financial model incurs the costs associated with molybdenum recovery throughout the life of mine immaterial of the molybdenum grade from ore resources which provides a conservative cashflow approach.

Economic Analysis

Uranium and Molybdenum Production

Molybdenum production (MoS_3) is an independent by-product of the processing plant based on metallurgical testwork results that demonstrates recovery to produce a clean U_3O_8 product. Therefore, associated operating and capital costs to recover MoS_3 are included in the model in all cases no matter the molybdenum resource status.

The project contains molybdenum mineralisation in both the Miriam open pit and underground mines at the following average levels:

Table ES 9: Average Molybdenum Content (ppm) for Indicated, Inferred and Unclassified Resource

	Indicated	Inferred	Unclassified
Miriam	130	-	-
MM	474	335	388
MSNE	-	-	568

As a result of the confirmation of appreciable molybdenum in metallurgical tests conducted, it is considered relevant to present the potential positive impact that recovery of MoS_3 product from processing uranium ore life of mine would have on project economics.

Inputs

The assumptions applied and the inputs to the financial model include:

- The ore tonnages and uranium grades in the LoM plan, constitute the Mineral Reserves, prepared in line with the CIM definition standards.
- A plant capacity of 1 Mtpa.
- On average a 76.7 % mass yield is achieved via the ore sorter stage, this includes a portion of screened fine material that does not pass through the ore sorter.
- Overall uranium recovery of 94.8 % for open pit plant feed, 91.5 % for underground plant feed.
- The molybdenum feed sources are split between indicated (73 ppm), indicated and inferred (127 ppm) and indicated, inferred and unclassified (360 ppm). Recovery of molybdenum metal is 88.9 % for the open pit and 79.9 % for the underground. The base case considers only indicated molybdenum however the results for all cases are calculated.
- Plant operating costs include an allowance for molybdenum recovery based a 50 ppm molybdenum grade even if no molybdenum resource is present.
- A LoM of 19.5 years based on plant production, excluding construction.
- An assumed U_3O_8 price of USD 65 /lb and a molybdenum price of USD 5.9 /lb MoS3. This is based on the Q3 2022 long term price sourced by the Company.
- A 30 % income tax rate after a three-year tax holiday.
- Royalty rate based on the 2022 Niger Mining Code which stipulates a flat rate of 7 %.
- A base case 8 % discount rate.
- No provision for salvage value at closure has been assumed.

LoM ore tonnages and uranium grades for the three different deposits are presented in Table ES 10.

Table ES 10: Technical Mining Inputs

Parameter	Units	
Ore production period	(years)	19.7
Plant operating period	(years)	**19.5**
Miriam	(years)	Year 0 to 5
Marianne-Marilyn	(years)	Year 5 to 16
MSNE-Maryvonne	(years)	Year 15 to 19.5
RoM Ore to Plant	(kt)	**19,341**
Miriam	(kt)	4,940
Marianne-Marilyn	(kt)	9,945
MSNE-Maryvonne	(kt)	4,457
RoM U Grade	(kg/t eU)	**1.08**
Miriam	(kg/t eU)	0.87
Marianne-Marilyn	(kg/t eU)	1.16
MSNE-Maryvonne	(kg/t eU)	1.14
U Content	(kt)	**21.18**
Miriam	(kt)	4.58
Marianne-Marilyn	(kt)	11.53
MSNE-Maryvonne	(kt)	5.08

Results

The economic analysis of the production case including the Mineral Reserve and recovery of a molybdenum by-product is presented in Table ES 11. Revenue generated by MoS_3 sales refers only to the indicated case with the inferred and classified cases shown separately.

Table ES 11: Uranium and Molybdenum Mineral Reserve Economic Summary

Parameter	Units	
Mining		
RoM Ore	(kt)	19,341
U Grade	(kg/t eU)	1.10
U Content	(Kt eU)	21.33
Processing		
Average U Recovery	(%)	92.20%
U Recovered	(M lb)	43.06
Revenue		
U_3O_8 Sales	(Mlb U_3O_8)	50.78
U_3O_8 Price	(USD/lb U_3O_8)	65.00
U_3O_8 Revenue	(USDm)	3,301
MoS_3 Sales	(USDm)	30.64
Operating Expenditure		
Direct Operating Costs	(USDm)	1,615
Royalty (U + Mo)	(USDm)	233
Total Operating Costs	(USDm)	1,848

Parameter	Units	
Unit Operating Costs		
Subtotal Operating Costs	(USD/t ore)	83.51
	(USD/lb U)	37.51
	(USD/lb U_3O_8)	31.81
Royalty	(USD/t ore)	12.06
Total Operating Costs	(USD/t ore)	95.57
	(USD/lb U)	42.93
	(USD/lb U_3O_8)	36.40
Operating Profit – EBITDA	(USDm)	1,483
Corporate Profit Tax	(USDm)	252
Net Free Cash	(USDm)	611
NPV @ 8.00%	(USDm)	120
IRR	(%)	12.71%
Breakeven Price (NPV=0 @ 8%)	(USD/lb U_3O_8)	57.09

Sensitivity

Table ES 12 and Table ES 13 presents NPV and IRR sensitivity results for changes in uranium prices and molybdenum prices, at the base U_3O_8 price of USD 65 /lb and 8 % discount rate.

Table ES 12: NPV and IRR Sensitivity to uranium Price

Price (USD/lb U_3O_8)	NPV (USDm)	IRR (%)
70	199	15.5%
65	**120**	**12.7%**
60	41	9.7%

A sensitivity to the molybdenum price is presented in Table ES 13 at the base U_3O_8 price of USD 65 /lb and 8 % discount rate.

Table ES 13: NPV and IRR Sensitivity to MoS_3 Price[1]

Price (USD/lb MoS_3)	NPV (USDm)	IRR (%)
6.49	121	12.8%
5.90	**120**	**12.7%**
5.36	119	12.7%
[1] based on a USD 65 /lb U_3O_8 price		

Molybdenum Upside Cases

The inputs are the same as those previously presented in the "Uranium and Molybdenum Mineral Reserves", however include upside from the inferred and unclassified molybdenum grades.

Figure ES 7 below shows the difference in mass of molybdenum recovered per year for each of the three modelled cases.

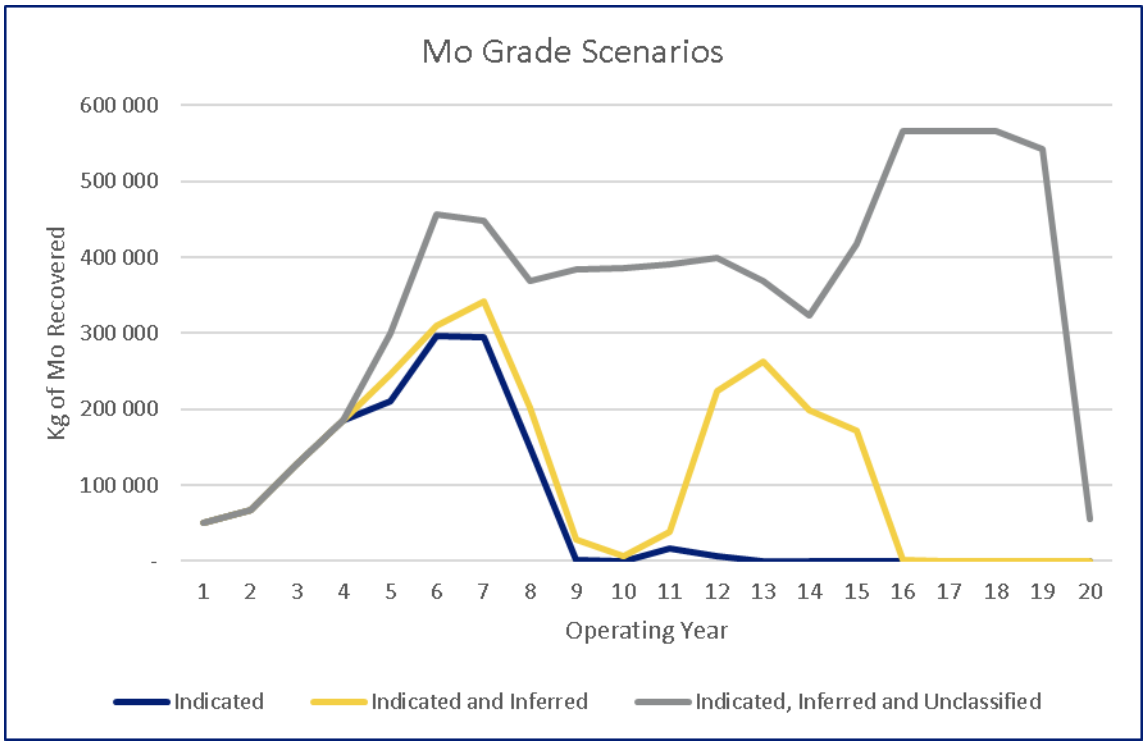


Figure ES 7: Recovery of Molybdenum for Three Cases

Results

The economic analysis for the indicated; indicated and inferred; indicated, inferred and unclassified molybdenum cases for the LoM are shown in Table ES 14.

Table ES 14: Molybdenum Cases: Economic Summary

Parameter	Units	Indicated Mo Only (as above)	Indicated and Inferred Mo	Indicated, Inferred and Unclassified Mo
Revenue				
U_3O_8 Sales	(M lb eU_3O_8)	50.78	50.78	50.78
U_3O_8 Price	(USD/lb U_3O_8)	65.00	65.00	65.00
U_3O_8 Revenue	(USDm)	3,301	3,301	3,301
Molybdenum Sales	(USDm)	31	53	146
Operating Expenditure				
Direct Operating Costs	(USDm)	1,615	1,618	1,635
Royalty (U + Mo)	(USDm)	233	235	241
Total Operating Costs	(USDm)	1,848	1,852	1,877
Unit Operating Costs				
Operating Costs (Excl. Royalty)	(USD/t ore)	83.51	83.63	84.55
	(USD/lb eU)	37.51	37.56	37.98
	(USD/lb eU_3O_8)	31.81	31.85	32.21

Parameter	Units	Indicated Mo Only (as above)	Indicated and Inferred Mo	Indicated, Inferred and Unclassified Mo
Royalty	(USD/t ore)	12.06	12.14	12.48
Total Operating Costs	(USD/t ore)	95.57	95.77	97.03
	(USD/lb eU)	42.93	43.02	43.58
	(USD/lb eU_3O_8)	36.40	36.48	36.96
Operating Profit – EBITDA	(USDm)	1,483	1,501	1.570
Corporate Profit Tax	(USDm)	252	258	278
Net Free Cash (EBITDA - Tax - CAPEX)	(USDm)	611	624	673
NPV @ 8%	(USDm)	120	125	140
IRR	(%)	12.71%	12.85%	13.27%
Breakeven Price (NPV=0 @ 8%)	(USD/lb U_3O_8)	57.38	57.09	56.12

Sensitivity

Table ES 15 and 8 presents NPV sensitivity results for changes in uranium and molybdenum price based on the range of long-term forecasts sourced by the Company.

Table ES 15: NPV Sensitivity to Uranium Price (at 8 % discount rate)[3]

Price (USD/lb U_3O_8)	Indicated Mo Only - NPV at 8% (USDm)	Indicated and Inferred Mo - NPV at 8% (USDm)	Indicated, Inferred and Unclassified Mo- NPV at 8% (USDm)
70	199	126	219
65	**120**	**125**	**140**
60	41	123	61

Table ES 16: NPV Sensitivity to Molybdenum Price (at 8 % discount rate)[2]

Price (USD/lb MoS_3)	Indicated Mo Only - NPV at 8% (USDm)	Indicated and Inferred Mo - NPV at 8% (USDm)	Indicated, Inferred and Unclassified Mo- NPV at 8% (USDm)
6.49	121	126	144
5.90	**120**	**125**	**140**
5.36	119	23[4]	136

[2] based on a USD 65 /lb U_3O_8 price

[3] Typographical errors - refer to Table 22-8 in the Madaouela Technical Report.

[4] Typographical error – figure should read 123.

Conclusion

Cresco has undertaken an economic assessment to verify and demonstrate the economic viability of the Mineral Reserves. Mineral Reserves declared at a price of USD 65/lb U_3O_8 and USD 5.90 /lb MoS_3 (indicated molybdenum only) return a positive NPV of USD 120 million at a discount rate of 8 %, with an IRR of 12.71 %.

As a result of recoverable molybdenum being present in assay and metallurgical testwork, two additional cases are considered which are the indicated and inferred molybdenum with a positive NPV of USD 125 million at a discount rate of 8 %, with an IRR of 12.85 %, and an indicated, inferred, and unclassified molybdenum case with a positive NPV of USD 140 million at a discount rate of 8 %, with an IRR of 13.27 %.

Recommendations

This study presents summary information that supports the advance the Madaouela Project to construction and development. The recommended development path is to advance key activities that will reduce project execution time. SRK believe identified project risks are manageable, and there are clear opportunities that can further improve the economic value.

The project exhibits positive economics with the assumed uranium price, currency exchange rates, and consumables pricing. Value engineering should be advanced in anticipation of full project finance to de-risk the construction schedule and minimise costs.

From the identified project risks and opportunities, the following were noted as critical actions that have the potential to strengthen the project and further reduce risk and should be pursued as part of the project development plan.

- Use of a Power Purchase Agreement (PPA) for the supply of renewable energy for the project. This study assumes a USD 14.3 million capital investment at the start of the project to provide a solar hybrid power plant to ensure power stability.
- Inferred Resources – continue with exploration drilling programmes designed to find additional Inferred Resources, and improve confidence in existing Inferred Resources, to convert into higher confidence Measured & Indicated Resources.
- Used equipment – assess options to source quality used equipment that meets the required specifications. Conduct trade-off studies to ensure used pieces of equipment are cost effective to the project.
- Basic & detailed engineering – initiate basic and detailed engineering work to finalise engineering designs and prepare work packages for procurement.

With the support of Endeavour Financial, GoviEx is focused on pulling together a financing package that includes debt and equity funding that will enable the commercial development of the Madaouela Project. This process includes ongoing discussions with nuclear utilities around the world targeting the securing commercial contracts for the long term uranium supply.

Muntanga Project, Zambia

The Muntanga Uranium Project ("**Muntanga Project**") is 100% owned by GoviEx and reflects the consolidation of contiguous licences previously held by Denison Mines Corp. and African Energy Resources.

SRK Consulting (UK) Limited ("**SRK**") prepared a NI 43-101 technical report evaluating the potential economic and technical viability of the Muntanga Project entitled "*NI 43-101 Technical Report on a Preliminary Economic Assessment of the Mutanga Uranium Project in Zambia*", dated November 30, 2017 (the "**Muntanga Technical Report**"). Robert Bowell (Geochemistry), Guy Dishaw (Mining Geology), and Filip Orzechowski (Mining Engineering) are the authors and Qualified Persons as defined by NI 43-101 and independent of GoviEx within the meaning of NI 43-101.

The Muntanga Technical Report was based on work previously completed up to bankable feasibility study, in order to secure the mining licenses, and was updated as appropriate to provide a reassessment of the project and the resources.

In accordance with the instructions set out in Section 5.4 of Form 51-102F2 – *Annual Information Form*, GoviEx has reproduced below the summary from the Muntanga Technical Report. Reference should be made to the full text of the Muntanga Technical Report, which is incorporated in its entirety into this AIF by reference, and which is available for review under GoviEx's profile on SEDAR at www.sedar.com.

Note: The terms "Mutanga" and "Muntanga", and "Dibwe" and Dibbwi" are used interchangeably in this AIF.

Geology

The Project area is situated within the Karoo Supergroup, a thick terrestrial sedimentary strata, widespread across much of southern Africa and deposited during late Carboniferous to late Triassic. Sediments were deposited in an extensive foreland basin where rifting is thought to be associated with the breakup of Gondwanaland during the Permian Period, followed by opening of the proto-Indian Ocean in the Jurassic and finally development of the East African Rift system in late Cretaceous and early Tertiary. During the Cenozoic, the East African Rift System propagated across the continent and led to reactivation of the Karoo rift basins and formation of new fault depressions, such as the south-eastern extension of the mid-Zambezi and Luangwa rift systems.

The Karoo Supergroup consists of the three Formations within the Lower Karoo and four Formations within the Upper Karoo. There are at least six regional depositional sequences that broadly reflect synchronous episodes of basin subsidence and climate change. These vary considerably in detail from one sub-basin to another. Karoo strata typically overlie Precambrian crystalline basement rocks. Many of the Karoo rift basins contain sandstone-hosted uranium mineral deposits typically within the Upper Karoo. At Mutanga, all of the known uranium mineralisation occurs within the Escarpment Grit, a 400 m thick series of continental arenaceous silici-clastic sediments with interbedded mudstones and fine grained sandstones as well as grits and conglomerates. The Escarpment Grit consists of two informal members thought to represent a change in fluvial style; a lower "Braided Facies" member is interpreted as braided stream deposits and the overlying "Meandering Facies" is much more extensive and thought to represent point-bar and flood plain deposits. The Escarpment Grit unconformably overlies the Madumabisa Mudstone that appears to have acted as an impermeable barrier controlling the base of the mineralisation. Mineralisation appears to have been introduced after sedimentation, weathered from surrounding Proterozoic gneisses and plutonic basement rocks, transported in solution then precipitated in siltstones and sandstones. Mineralisation appears to be later than at least some of the normal faults that cut the Escarpment Grit Formation. This is evident from the good correlation of the radiometric logging data between adjacent holes within the Mutanga mineral deposit separated by interpreted faulting. Within the Mutanga uranium deposit, the Escarpment Grit Formation comprises at least 120 m of sandstone and conglomerates with occasional mudstones and silts. It overlies the Madumabisa Mudstone Formation, comprising of silty mudstone, with a dark red hematised layer, two to three meters below the contact, representing either oxidising groundwater

or a sub-aerial surface. Dibwe East occurs predominantly within the Escarpment Grit Formation and specifically, the uraniferous mineralisation is hosted by the relatively un-faulted meandering facies. Generally, uranium mineralisation occurs in a number of different associations: (i) as disseminated mineralisation where grades vary considerably; (ii) associated with mudstones and siltstones; (iii) fracture hosted uranium mineralisation and (iv) mineralisation associated with pyrite.

The geology at Gwabe and Njame consists entirely of Escarpment Grit, ranging from thick coarse conglomerate beds to thinly bedded or cross-bedded fine to medium grained sandstones. Thin bands of shale and mudstone are intercalated in the sequence. Below the Grits are well-developed calcareous shale and siltstone layers, possibly representing the upper part of the underlying Madumabisa Mudstone. Uranium mineralisation occurs at the interface between siltstones and sandstones at redox boundaries.

Resource

The Mutanga Project contains a Measured and Indicated Mineral Resource of 21.6 million tonnes at an average grade of 318 ppm U_3O_8, containing 15 million pounds of U_3O_8, and an Inferred Mineral Resource of 74.6 million tonnes at an average grade of 273 ppm U_3O_8, containing 45 million pounds of U_3O_8 in six deposits (Mutanga, Dibwe East, Dibwe, Gwabe, Njame, and Njame South), located over 65 km strike. The Mineral Resource estimate determined by SRK, based on information provided in previous studies, is shown in Table ES-1 and the location of the deposits in Figure ES-1. No Mineral Reserve has yet been determined for this Project.

Table ES-1: Mineral Resource Estimate[1], Mutanga Uranium Project, Zambia, SRK Consulting (UK) Ltd, November 20, 2017

Deposit	Category	Tonnes (Mt)	U_3O_8 Grade (ppm)	U_3O_8 Mlb
Mutanga[2]	Measured	1.9	481	2.0
	Indicated	8.4	314	5.8
	Inferred	7.2	206	3.3
Dibwe[2]	Inferred	17.0	239	9.0
Dibwe East[2]	Inferred	43.1	304	28.9
Gwabe[3]	Measured	1.3	237	0.7
	Indicated	3.6	313	2.5
	Inferred	0.7	178	0.3
Njame[3]	Measured	2.7	350	2.1
	Indicated	3.7	252	2.1
	Inferred	2.1	225	1.1
Njame South[3]	Inferred	4.4	250	2.4
Sub-total Measured		5.9	366	4.8
Sub-total Indicated		15.7	299	10.4
Measured and Indicated		21.6	318	15.1
Inferred		74.6	273	44.9

[1] Mineral Resources have not been constrained by pit shells, however, almost all of the mineralisation occurs within 125 m of surface with uranium grades which are, in general, considered to have reasonable prospects for eventual economic extraction by open pit mining.

[2] The cut-off grade used for reporting the Mineral Resource is 100 ppm U_3O_8, which is applied directly to block model cells.

[3] No U_3O_8 ppm cut-off is applied to block model cells for reporting the Mineral Resource. However, the outer limits block model was constrained within a 100 ppm U_3O_8 wireframe used for geological modelling.

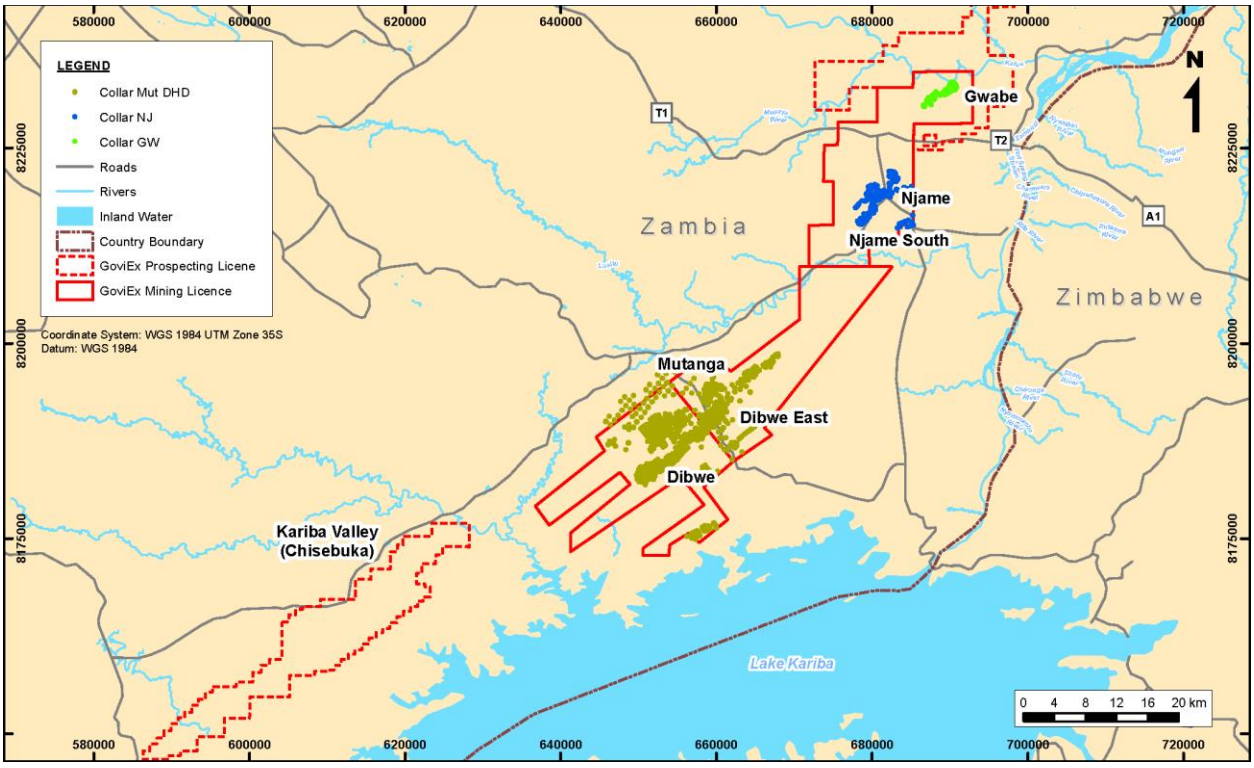


Figure ES-1: Location of Named Prospects in the GoviEx Mutanga Project

Mining

The deposits are amenable to conventional, shallow open cast mining methods utilising excavators and trucks with relatively low stripping ratios. Ore and waste is in a cemented sandstone that will require blasting. Pit optimisations were run for considered deposits to determine pit limits and pushback development. Production schedules have been prepared for all deposits using a cut-off grade of 129 ppm U_3O_8 and a plant feed rate of 4.0 Mt per annum ("Mtpa").

A number of economic and technical parameters used for this study are based on assumptions and historical studies. These parameters will be further interrogated and updated in future studies. A base case metal price of 50 USD/lb U_3O_8 was used for the pit optimisation results in a Run of Mine ("RoM") inventory to cover 11 years of production from the six considered deposits.

Mining losses and dilution were applied as 10% and 10% global values. Diluting grade used was 0.0 ppm U_3O_8. The total pit inventory for mineralized material is 40.8 Mt at 333 ppm U_3O_8. The overall strip ratio for the Project is 3.4 (t:t), but varies from 1.4 to 6.0 (t:t) depending on the deposit.

At the time of writing, the pit design is preliminary and SRK only developed wireframes with appropriate sensitivity analysis. The mining production schedule has been developed at a feed rate of 2.0 Mtpa in Year 1 and 4.0 Mtpa thereafter.

The conceptual waste and RoM mining fleet estimates are based on 5.0 m3 excavators and 45 t articulated trucks, the assumption was made that waste, and RoM materials will be drilled, blasted and mined on 10 m benches.

Processing

Two process options have been investigated: alkaline leach and acid leach. Acid heap leaching was selected on the basis of giving slightly better overall recovery and leaching rate for all six deposits and it has lower operating and capital costs. Test work has indicated that heap permeability would be good and that acid consumption would be relatively low in a range of 3-9 kg/t for all deposits except Gwabe that requires 18 kg/t. The process is robust, simple and has a low environmental profile. The nature of the operation will support greater participation by the local labour force. Work has been completed including bottle roll and column testwork, mineralogy and metal recovery and precipitation.

The acid consumption and uranium recovery for each deposit is shown in Table ES-2.

Table ES-2: Summary of Metallurgical Data

Deposit	Average U recovery, %	Acid consumption kg/t
Mutanga	85.4	3.86
Dibwe East	93.3	6.37
Dibwe	74.6	9.34
Njame	85.1	2.61
Gwabe	75.4	18.49

Three separate ore preparation and leach areas will be developed adjacent to the deposits. The main facilities for recovery of uranium oxide will be located close to the Mutanga and Dibwe East pits. Ore will be trucked from the pits and dumped directly into a crushing and agglomeration circuit. The crushed ore will be transported by conveyor to the adjacent leach pad and stacked in 4 m lifts in a continuous operation. Each lift will be irrigated using a drip system with an acidic solution to dissolve the uranium; in addition, ferric sulfate may be used at Gwabe to improve extraction of uranium from slow leaching silicates. The leach solution will percolate through the heap into drains located above the top pad liner and drain into an intermediate preganant leach solution ("PLS") pond. It will then be pumped back on to the heap. Once the solution has sufficient uranium (approximately 30 g/L), this will be directed by open ditches to the pregnant leach solution pond and pumped to the process plant. Pads will be built, operated and closed out in one to two year increments. Once the maximum three lifts are leached, then closure activities will commence. Pads, ditches and ponds will be double lined. Pads and ponds will have leach detection systems as well as piezometers to monitor local ground water quality.

At the Central Process Facility ("CPF"), uranium will be stripped from the leach solution and loaded onto a resin. The process is reliable and has been proven at other locations. The barren leach solution will be returned to the barren pond to be used for leach solution make up. The CPF will produce uranium oxide in the form of a dry powder that will be loaded directly into drums and immediately sealed. The drums will be washed, transported to an adjacent storage area and then loaded into 6.3-m sea containers for transport to port. The plant has the capacity to produce sufficient uranium to fill two or three barrels a day, each drum weighing about 1,000 kg. Uranium production is expected to average approximately 2.4 Mlb U_3O_8 per annum of uranium contained in uranium oxide.

For Mutanga-Dibwe East leach pad, PLS will be pumped to the adjacent CPF for stripping and concentrating uranium. For the other deposits, PLS will be pumped to an adsorption plant to be stripped of uranium and loaded onto resin shipped to the CPF. Approximately 24,000 L per day of resin will be transported by truck to the CPF for concentrating; barren resin will be trucked back to satellite operations.

Hydrogeology and Hydrology

At Mutanga and Dibwe, the aquifers are heterogeneous, semi-confined exhibiting both structural and matrix porosity which contributes to overall yield and storativity. The aquifers in both the Njame and Gwabe prospects are thought to be comprised of a poorly developed weathered, unconsolidated aquifer and a deeper, consolidated fractured aquifer. Groundwater is thought to flow relatively easily across the Project area due to fault zones and lateral interconnections between aquifers. Near Mutanga and Dibwe there is a relatively poor correlation between surface topography and static water level elevation, but close to Njame and Gwabe a correlation is more apparent, overall static groundwater levels appear to vary significantly across the project site.

Local communities rely almost solely on groundwater from handpumps, especially during the dry season. Where settlements do occur, water is in high demand by people and animals; however, overall, the region is relatively sparsely populated, so current aquifer utilisation is low.

An investigation of flood hydrology revealed that the area to the south of the proposed Mutanga Pit lies within the flood inundation area and the Dibwe open pit is located on the natural water course and will be affected by any 1:50 and 1:100 year floods unless water course-diversions are put in place. At Dibwe and Gwabe, nominal grading and ditches should be adequate to maintain a well-drained site.

Aquifer testing at Mutanga and Dibwe has reported an average blow-yield of 3.6 L/s and average hydraulic conductivity (K) values of 0.63 m/day for Mutanga and 0.31 m/day for Dibwe. Average sustainable yield was calculated at 4.51 L/s and 2.67 L/s for Mutanga and Dibwe respectively assuming no recharge and 6.93 L/s and 3.5 L/s respectively assuming a recharge of 3.2 % of the mean annual precipitation of 529 mm. Aquifer testing at Njame and Gwabe has been limited, but preliminary tests have revealed yield values that are significantly variable. Relatively high yields for this geological environment (approximately 2 L/s) were encountered in areas which are deeper weathered and in an inferred fault zone. Very low yields (<0.1 L/s) were observed in boreholes drilled on the rocky ridges with very shallow weathering.

A series of pit perimeter wells and internal horizontally drilled boreholes will be required for dewatering at Mutanga and Dibwe. A dewatering rate of 172 L/s will be needed to keep the Mutanga pit free of hydrostatic pressure for the first six years, after which an additional 177 L/s will be abstracted from the Dibwe Pit area. For the limited time when both dewatering systems are operational, a combined 349 L/s will therefore be abstracted from the aquifers on site. The proposed dewatering rate is expected to keep the water level approximately 20 m below the depth of the open pits at all times during mining and related activities.

Dewatering and runoff from areas disturbed by the project will provide sufficient water to meet the needs of operations. Surplus water from the dewatering programme will be released to environment after treatment for removal of solids. Aquifer water quality is very high with minimum uranium contamination. Numerical modelling has shown that groundwater quantity is expected to decrease due to dewatering; however, throughout the Life of Mine ("LoM"), the cone of depression is not expected to extend out of the concession area and groundwater is expected to fully recover after 65 years in the Mutanga Pit and 82 years in the Dibwe Pit. During the LoM, any potential contaminant plumes will be drawn towards the open pits due to the dewatering process, these are expected to migrate further from the source once dewatering is decommissioned.

Dewatering is likely to be required at Dibwe and Gwabe during the rainy season in which 600 mm of rain falls. Only preliminary studies have been conducted to date but initial results indicate that a pumping rate of 65 L/s is required to reach a sufficient drawdown after one year of pumping and around 6 to 10 suitably sited dewatering boreholes should be sufficient to achieve this. Limited aquifer testing has revealed highly variable borehole yields across the study area and low yields may be an issue for dewatering because

underlying lithologies may be able to store significant volumes of groundwater, but low transmissivity may limit flow in the dewatering boreholes.

Environment

GoviEx currently holds Zambia Environmental Management Agency ("ZEMA") licences for management, generating and storing of hazardous waste plus an emissions licence. Environmental Impact Assessments ("EIA") were prepared for the Njame and Gwabe operations in 2008 and for the Mutanga and Dibwe operations in 2009. Environmental Management Plans ("EMP") were generated for both EIA and a Resettlement Action Plan ("RAP") was also prepared for Mutanga.[5]

The Mutanga Project area is characterised by a combination of Mopane or Miombo woodland, bare rock outcrops, small agricultural fields and degraded grassland. Soils are gleysols and sandy loams which are nutrient deficient with poor water retention capacity. There is a distinct wet and dry climate; land adjacent to watercourses is cultivated during the wet season then abandoned in the dry season. Insects in the Project area are diverse and abundant and a wide variety of bird species has been witnessed at surveys conducted near Mutanga and Dibwe. Mammal species are relatively low in abundance and diversity; those identified on the IUCN Red List are classified as "Least Concern". Site clearance and the removal of vegetative cover during the Mutanga Project pre-construction phase will affect indigenous woodland areas and part of the farming land for the local community; however, it is expected to have little impact on species number or diversity. GoviEx will only conduct clearance where necessary and will implement a revegetation program as part of its environmental management plans. GoviEx will work with local NGOs and government departments on sustainable projects to promote the regeneration of fauna and flora in the Mutanga Project area and ensure the protection of sensitive areas in and around the Mutanga Project that may provide conservation areas for existing fauna and flora. GoviEx will ensure that maintenance areas are fully equipped with impermeable surfaces and containment facilities to prevent any land contamination through accidental spillage or poor waste management.

A policy of zero discharge is planned for all contaminated water and process water as although there will be no direct impacts to hydrology as a result of the Mutanga Project, surface waters will be indirectly affected through discharge of effluents from the Mutanga Project to the surrounding environment. All water contaminated by uranium or process residues will be recycled. Rain water runoff from potentially contaminated areas will be designated as contaminated and contained. Suspended solids from otherwise clean water will be settled prior to discharge to local water courses or use as process makeup water. Tests on mine wastes indicate that there is minimal potential for acid rock drainage. Runoff from dumps will be tested to confirm quality prior to release.

When Mutanga and Dibwe are both operational, dewatering will be necessary at a combined rate of 349 L/s (equivalent to approximately 30,000 m^3/d). This could impact on groundwater users in the area. Wells in neighbouring villages will be regularly monitored to assess impacts on water levels. An impermeable HDPE liner in the process water, rafinate, and PLS ponds will be used to prevent impacts to groundwater. Inspection pits or monitoring boreholes will also be constructed adjacent to the ponds to provide an early warning of leaks.

Closure of heap leach pads will begin as soon as leaching of three lifts is complete. Activities include water flushing the heaps to reduce pH, sealing with an impermeable membrane, capping with 300 mm of soil and re-vegetating. Side slopes will be graded to approximately 18°. Commencement of closure activities early

[5] Currently, the Company is updating the EIA and RAP to the total project to account for the addition of the Dibbwi East deposit and the lack of a RAP for Njame and Gwabe.

will minimize the catchment area for contaminated runoff that will have to be captured in the barren solution pond.

Temporal deterioration has been observed in air quality in the Mutanga Project region, although no formal air quality data is available. The haze is most apparent in the cooler months and occurs as a result of grassland and forest fires, charcoal burning, and shifting cultivation practices. There is currently very limited traffic in the region therefore exhaust emissions are localised and dispersed rapidly; however, the Mutanga Project will significantly increase the volume of traffic in the site vicinity. The main threat to air quality is the dispersion of uranium-bearing dust which could occur during the construction and operational phases. Road dust will be controlled by regular sprinkling with water. Areas that generate dust such as crushers and screens in the ore preparation area, will be enclosed and exhaust air will be filtered. Material handling transfer points will use water sprays to minimize dust. GoviEx will conduct regular monitoring and comparison to appropriate international and Zambian statutory dust emission limits. Monthly radon concentration returns will also be submitted to the ECZ as per the Radiation Management Plan.

Current noise levels in the Mutanga Project area are very low owing to the remote location and the absence of active industry. The Mutanga Project will have some noise impacts on the environment, but it is unlikely that they will significantly impact local villages as the open pits are situated several kilometers away and blasting will be conducted infrequently over a short duration.

Although there are known archaeological and palaeontological sites in the region, studies conducted to date have not revealed any archaeological sites or artefacts within the Mutanga Project vicinity. Two sacred cultural sites have been identified, but they will not be affected by the Mutanga Project activities. Three burial grounds were also identified near Njame; however, these are not ancient and fall outside of heritage legislation. It is possible that there may still be negative impacts to archaeological heritage, and if there are cases where destruction of an archaeological resources is inevitable rescue/salvage operation will be carried out to mitigate the impact.

The main social impact will be the relocation of 1300 people from nineteen small villages, which will be managed through the RAP. A number of additional environmental management plans will be developed and implemented to reduce health and safety impacts to the environment and public. To manage local public expectations of the Mutanga Project, GoviEx will ensure effective community liaison through consultation programs.

Infrastructure

The Mutanga Project will consist of five open pits at Mutanga, Dibwe, Dibwe East, Gwabe, and Njame. There will also be three heap leach pads at Dibwe East/ Mutanga, Dibwe and Gwabe/Njame and a CPF between Dibwe East and Mutanga. Other Mutanga Project infrastructure includes waste rock dumps, RoM ore stockpiles, mine workshops, mine stores, mine camp, power supply, pollution control dam, sewage treatment plant, raw water tank, administration building, assay laboratory, and other facilities. The camp will be constructed with living and normal recreational facilities. Onsite facilities for storage of fuel and reagents will have a live capacity equivalent to approximately 30 days' usage. Storage for uranium oxide and plant reagents will include a concrete floor slab and block work dwarf wall to contain any spillage. A new site access road will be constructed using the existing right of way occupied by the current Zyiba Meenda road. The road will be re-routed to avoid villages, rebuilt and sealed for a total length of 26 km. Power will be provided by a new 66 kV power line from Chirundu to site, the right of way following the access road.

Human Relations

The mine will operate year round and 24 hours a day on three 8 hour shifts. A total of approximately 384 persons will be employed single status on a turnaround basis.

The Mutanga Project will be developed and operated based on the principle of maximizing opportunities for participation by Zambian nationals. Skills training will begin during the construction phase and continue during operations. Opportunities will be sought to build the capacity of Zambian companies with the potential for ongoing opportunities during operations.

Health, Safety and Security

Zambia upgraded its mining legislation to take into account uranium, following detailed consultation with the IAEA. It started issuing uranium mining licenses late in 2008. It is signatory to the Non Proliferation Treaty and has been a member of the IAEA since 1969.

A safety and health management programme ("SHMP") will be developed based on the principles of the GoviEx Health and Safety Policy. Procedures, guidelines and work instructions from other GoviEx operations will be used as starting points for development of site specific documents for Mutanga.

A programme to manage the identification, mitigation and avoiding hazards such as radiation and radon will be in place prior to the start of operation. This programme will be part of the overall SHMP and will include community awareness, worker training, personal protective equipment, preventive measures, monitoring and emergency response.

Onsite facilities for emergency response will include a medical facility, ambulance, fire truck and fire fighting equipment. A trained medic will be on site at all times as will a trained volunteer emergency response team.

The site access road will remain a public road. Open pits, leach pads, ore preparation areas, process plant areas and camps will all be fenced to restrict access which will be controlled by a trained security team. The security team will work closely with local communities.

Transport and Logistics

Imported cargo will be either sourced in South Africa or imported through either Durban, South Africa, Walvis Bay, Namibia and/or Dar-es-Salaam, Tanzania, then transported to site by road. Barrels of uranium oxide will be loaded into standard 6.3 m sea containers and trucked to Walvis Bay sea port, Namibia; one truck load per week is expected.

Capital Cost and Operating Cost

Total capital expenditure for the life of the operation is presented in Table ES-3. A two-year construction period ahead of production is envisaged. The LoM costs are shown in Table ES-4. The operation is intended to be contractor mined.

Table ES-3: Capital Expenditure

Parameter	Units	Total Amount
Project Capital		
Mine Mobilisation Fee	(USDm)	0.4
Plant	(USDm)	82.6
Camp	(USDm)	3.2

Parameter	Units	Total Amount
Infrastructure	(USDm)	7.5
G&A	(USDm)	2.1
EPCM	(USDm)	12.0
Contingency	(USDm)	10.7
Community	(USDm)	5.0
Total Project Capital	**(USDm)**	**123.4**
Deferred / Sustaining capital		
Plant	(USDm)	27.2
Camp	(USDm)	1.6
Infrastructure	(USDm)	4.4
G&A	(USDm)	1.6
EPCM	(USDm)	4.6
Contingency	(USDm)	3.9
Closure Cost	(USDm)	11.1
Community	(USDm)	5.0
Total Deferred / Sustaining Capital	**(USDm)**	**59.5**
Total Capital Expenditure	**(USDm)**	**182.9**

Table ES-4: LoM Operating Costs (excluding royalty)

Operating Cost Item	Total Amount (USDm)	Unit Cost (USD/t ore)	Unit Cost (USD/lb U_3O_8)
Mining	452.5	11.1	17.1
Ore Transport	20.4	0.5	0.8
Processing	288.9	7.1	10.9
G&A	39.7	1.0	1.5
Transport U_3O_8	3.0	0.1	0.1
Environmental	18.0	0.4	0.7
Subtotal Operating Costs	**822.5**	**20.2**	**31.1**

Implementation

Table ES-5 shows provisional major milestones, subject to financing.

Table ES-5: Summary of Project Milestones[3]

Milestone	Date
Submit mining license application	Awarded
Begin detailed feasibility study	2019
Begin design, procurement and construction	2020-2021
Begin commissioning	2022
Full production 2022 / 2023	2022/2023

Marketing

The world's operating nuclear power reactors currently require an average of approximately 180 Mlb of U_3O_8 per year. As nuclear power capacity increases, the world's uranium fuel requirement also increases and is estimated to rise to approximately 235 Mlb U_3O_8 by 2030.

Project Statistics

The following assumptions have been applied to the life-of-mine plans and the economic analysis:

- maximum processing feed of 4 Mtpa;
- average U_3O_8 recovery of 88%.
- a total project life of 13 years (2 of construction, 11 of production);
- a flat long term U_3O_8 price of USD 58/lb;
- a 30% income tax rate;
- royalty rate of 9 % as in Zambian regulation for open pit mining;
- a base case 8 % discount rate;
- no provision for salvage value at closure is assumed in the analysis; and
- cost of closure of USD11.1M is included in sustaining capital.

The study has produced the results shown in Table ES-6.

Table ES-6: Technical Economic Model Summary and Results

Parameter	Units	Base Case
Mining	(USD/t ore)	11.1
	(USD/t mined)	2.5
Ore Transport	(USD/t ore)	0.5
Processing	(USD/t ore)	7.1
G&A	(USD/t ore)	1.0
Transport U_3O_8	(USD/t U_3O_8)	250.0
Environmental	(USD/t ore)	0.4
Subtotal operating costs	**(USD/t ore)**	**20.2**
	(USD/lb U_3O_8)	**31.1**
Royalty	(USD/t ore)	3.4
Total Operating Costs	**(USD/t ore)**	**23.5**
	(USD/lb U_3O_8)	**36.4**
Operating Profit - EBITDA	**(USDm)**	**571**
Corporate Profit Tax	**(USDm)**	**(119)**
Capital Expenditure		
Project Capital		
Mine Mob Fee	(USDm)	0.4
Plant	(USDm)	82.6
Camp	(USDm)	3.2
Infrastructure	(USDm)	7.5
G&A	(USDm)	2.1
EPCM	(USDm)	12.0
Contingency	(USDm)	10.7
Community	(USDm)	5.0

Parameter	Units	Base Case
Project Capital Expenditure	**(USDm)**	**123.4**
Deferred/Sustaining capital		
Plant	(USDm)	27.2
Camp	(USDm)	1.6
Infrastructure	(USDm)	4.4
G&A	(USDm)	1.6
EPCM	(USDm)	4.6
Contingency	(USDm)	3.9
Closure Cost	(USDm)	11.1
Community	(USDm)	5.0
Sustaining Capital Expenditure	**(USDm)**	**59.5**
Total Capital Expenditure	**(USDm)**	**182.9**
Net Free Cash	**(USDm)**	**269**
NPV @ 8.00%	**(USDm)**	**112**
IRR	(%)	25

Non-Material Properties

In addition to the Madaouela Project and Muntanga Project, GoviEx held the following non-material mineral project as at December 31, 2022:

Falea Project, Mali

The Company acquired a 100% interest in the Falea project in Mali from Denison Mines Corp. in June 2016. It contains three exploration licenses, which are all in good standing as of December 31, 2022.

DIVIDENDS AND DISTRIBUTIONS

GoviEx has not paid any cash dividends or distributions since its incorporation. GoviEx currently intends to retain future earnings, if any, for use in its business and does not anticipate paying dividends on its common shares in the foreseeable future. Any determination to pay any future dividends will remain at the discretion of GoviEx's board of directors and will be made taking into account its financial condition and other factors deemed relevant by the board. There are no restrictions that prevent GoviEx from paying dividends or distributions. GoviEx is limited in its ability to pay dividends on its common shares by generally applicable restrictions under corporate law referred to "solvency tests".

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The authorized share capital of GoviEx consists of an unlimited number of Class A common shares (also referred to herein as "Common Shares") and an unlimited number of Class B common shares. As of June 20, 2023, there are 726,391,484 Class A common shares issued and outstanding. No Class B common shares are issued and outstanding.

Holders of common shares are entitled to receive notice of any meetings of shareholders of GoviEx, to attend and to cast one vote per common share at all such meetings. Holders of common shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of

the common shares entitled to vote in any election of directors may elect all directors standing for election. Holders of common shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by GoviEx's board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of GoviEx are entitled to receive on a pro rata basis the net assets of GoviEx after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of common shares with respect to dividends or liquidation. The common shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Share Options

The following table sets out the number of Common Shares issuable pursuant to outstanding share options as of the date hereof, along with the exercise price and expiry of the share options.

Number of Share Options	Exercise Price per Share Option (CAD)	Expiry Date
8,150,000	0.21	25-Sept-23
7,420,000	0.135	26-Aug-24
7,425,000	0.14	27-Aug-25
1,000,000	0.31	18-Mar-26
500,00	0.273	29-Jun-26
8,800,000	0.245	27-Aug-26
500,000	0.39	01-Dec-26
13,260,00	0.225	27-Sep-27

Warrants

The following table sets out the number of Common Shares issuable pursuant to outstanding share purchase warrants as of the date hereof, along with the exercise price and expiry date of the warrants.

Number of Warrants	Exercise Price per Warrant	Expiry Date
13,000,000	USD 0.15	13-Feb-2025[(1)]
33,264,286	USD 0.15	06-Aug-2025
1,607,142	CAD 0.14	06-Aug-2025[(2)]
23,878,999	USD 0.24	25-Oct-2025

1. The exercise of these warrants may be accelerated by GoviEx, at its sole discretion, should the closing price of the GoviEx's Common Shares on the TSXV be equal to or greater than CAD 0.40 per share for each of 15 consecutive trading days (the "Accelerated Exercise"), in which case the expiry time of the warrants will be accelerated to the day that is 30 days following the date of the notice by GoviEx to the warrant holder of its decision to proceed with the Accelerated Exercise.
2. Finder's Warrants.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares of the Company are listed and posted for trading in Canada on the TSXV under the symbol "GXU". The following table sets forth information relating to the trading of the Common Shares on the TSXV for the months indicated since the beginning of the most recently completed financial year.

Month	High (CAD)	Low (CAD)	Volume
June 2023	0.165	0.13	
May 2023	0.175	0.115	17,904,300
April 2023	0.225	0.145	18,355,100
March 2023	0.225	0.155	11,163,100
February 2023	0.24	0.19	7,799,000
January 2023	0.255	0.18	12,313,200
December 2022	0.225	0.175	7,542,200
November 2022	0.24	0.195	7,563,200
October 2022	0.25	0.21	16,048,600
September 2022	0.33	0.2175	16,674,500
August 2022	0.3175	0.23	14,673,300
July 2022	0.325	0.21	11,347,500
June 2022	0.375	0.225	13,767,100
May 2022	0.385	0.265	16,915,400
April 2022	0.51	0.345	19,245,500
March 2022	0.47	0.35	28,538,500
February 2022	0.44	0.28	16,633,000
January 2022	0.46	0.265	22,143,800

Prior Sales

Since the beginning of the most recently completed financial year, GoviEx has issued the following securities that are not listed or quoted on any marketplace:

Date of Issuance	Type of Security	Exercise Price	Number of Securities
September 27, 2022	Stock Options	CAD 0.225	13,455,000
October 25, 2022	Warrants	USD 0.24	772,500
October 27, 2022	Warrants	USD 0.24	23,106,499
May 11, 2023	Warrants	USD 0.19	85,714,200
May 11, 2023	Broker Warrants*	CAD 0.175	2,466,426
May 11, 2023	Corporate Finance Warrants*	CAD 0.175	100,000

* Exercisable until May 11, 2025, for units consisting of 1 common share and 1 share purchase warrant. The underlying warrant issued on exercise the Broker Warrants or Corporate Finance Warrants is exercisable until May 11, 2025, for one common share in the capital of the Company.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at December 31, 2022 and as at the date of this AIF, none of the securities of GoviEx are held, to the Company's knowledge, in escrow.

As a condition for closing, 75,316,236 Common Shares of GoviEx held by insiders are subject to lock-up agreements providing for a lock-up period of 120 days from the closing date of the "bought deal" private placement that the company completed on May 11, 2023.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets forth the name, province/state and country of residence, position held with GoviEx and principal occupation of each person who is a director and/or an officer of GoviEx.

Name, Province/State and Country of Residence	**Position(s) with GoviEx**	**Period served as Director**	**Principal Occupation[1] for the Past Five Years**
Govind Friedland *New York, USA*	Director and Executive Chairman	2007 to date	Executive Chairman of the Company (December 2011 – present); director of the Company (March 2007 – present)
Daniel Major *Kent, UK*	Director and Chief Executive Officer	2012 to date	Chief Executive Officer of the Company (October 2012 – present)
Salma Seetaroo *London, UK*	Director; member of the Audit Committee	2021 to date	Chief Executive Officer of Ivoirienne de Noix de Cajou S.A. (2018 – present); and Cashew Coast (2021 – present)
Eric Krafft *Principality of Monaco*	Director; member of the Nominating and Corporate Governance Committee; member and Chair of the Human Resources and Compensation Committee	2021 to date	Director of Star Clipper Ltd. (2006 - present)
Benoit La Salle *Québec, Canada*	Director; member of the Audit Committee; member and Chair of the Nominating and Corporate Governance Committee	2012 to date	President and Chief Executive Officer of Aya Gold & Silver Inc. (April 2020 – present), Chief Executive Officer of Windiga Energy Inc. (September 2012 – present); Chairman of Sama Resources Inc. (October 2012 – present);

Name, Province/State and Country of Residence	Position(s) with GoviEx	Period served as Director	Principal Occupation[1] for the Past Five Years
Christopher Wallace *British Columbia, Canada*	Director; member and Chair of the Audit Committee; member of the Nominating and Corporate Governance Committee; member of the Human Resources and Compensation Committee	2015 to date	Managing Director, CCC Investment Banking (2015 – present)
David Cates *Ontario, Canada*	Director; member of the Human Resources and Compensation Committee	2016 to date	President and Chief Executive Officer of Denison Mines Corp. (2015 – present)
Lei Wang *British Columbia, Canada*	Chief Financial Officer	Not applicable	Chief Financial Officer of the Company (2015 – present)
Rodrigo Romo *British Columbia, Canada*	Corporate Secretary	Not applicable	Corporate Secretary of the Company (2015 – present)

1. The information as to principal occupation of a director or officer of the Company is not within the knowledge of the management of the Company and has been furnished by each director/officer.
2. Directors of GoviEx hold office until the conclusion of each annual general meeting. Officers are appointed by the Board and serve at the pleasure of the Board.

As at the date of this AIF, the directors and executive officers of GoviEx, as a group, beneficially owned, directly and indirectly, or exercised control or direction over 75,954,236 Common Shares, representing approximately 10.5% of the total number Common Shares outstanding before giving effect to the exercise of share options and share purchase warrants held by such directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, no director or executive officer of GoviEx:

(a) is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including GoviEx) that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, 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) or a shareholder holding a sufficient number of securities of GoviEx to affect materially control of GoviEx, (i) is, or within ten years prior to the date hereof has been, a director or executive officer of any company (including GoviEx) 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; or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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, and

(c) or a shareholder holding a sufficient number of securities of GoviEx to affect materially the control of GoviEx, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Mr. Benoit La Salle was the President, Executive Officer and director of Algold Resources Ltd. ("Algold") and Ms. Seetaroo was a director of Algold when 1) the Autorité des marches financiers and the Ontario Securities Commission issued a cease trade order ("CTO") against Algold on June 22, 2020 for having failed to file its annual financial statements and related CEO and CFO certifications for the fiscal year ended December 31, 2019.; and 2) Algold filed under the Bankruptcy and Insolvency Act in February 2021. A proposal made in the context of a notice of intention was approved by the creditors and homologated by the court on March 26, 2021. Under such proposal, Algold became a wholly owned subsidiary of Aya Gold & Silver Inc., effective as of June 11, 2021. The CTO was revoked effective May 31, 2021 to allow for closing of said proposal which included the reorganization of Algold.

Conflicts of Interest

Some of the proposed directors and officers of GoviEx or a subsidiary of GoviEx are or may be engaged in business activities on their own behalf and on behalf of other corporations, and situations may arise where some of the directors may be in potential conflict of interest with GoviEx. Conflicts, if any, will be subject to the procedures and remedies under the BCABC. This legislation states that where a director has such a conflict, that director must, at a meeting of GoviEx's directors, disclose his or her interest and refrain from voting for or against the approval of such participation or such terms unless otherwise permitted. In accordance with the laws of the Province of British Columbia, the directors and officers of GoviEx are required to act honestly, in good faith and in the best interests of shareholders.

PROMOTERS

Govind Friedland, the Company's Executive Chairman, may be considered to be a promoter of the Company within the meaning of relevant Canadian securities legislation by reason of his initiative and involvement in the formation and establishment of the Company.

As of the date of this AIF, Mr. Friedland owns 26,822,089 Common Shares, representing approximately 3.7% of the Company's issued and outstanding Common Shares.

Other than compensation received by Mr. Friedland in his personal capacity as director, officer or employee of the Company, and the grant of incentive stock options in the ordinary course as disclosed elsewhere in this AIF, nothing of value, including money, property, contracts, options or rights of any kind will be received by the promoter directly or indirectly from the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

GoviEx is not aware of any actual or pending material legal proceedings to which the Company is or is likely to be a party or of which any of its property is or is likely to be the subject.

Regulatory Actions

No penalties or sanctions were imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the year ended December 31, 2022.

No penalties or sanctions were imposed by a court or regulatory body against GoviEx that would likely be considered important to a reasonable investor in making an investment decision.

GoviEx did not enter into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2022.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, none of the directors, executive officers, or shareholders beneficially owning or exercising control or direction over, directly or indirectly, Common Shares of the Company carrying more than 10% of the voting rights attached to all Common Shares outstanding, and no associate or affiliate of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year which has materially affected or is reasonably expected to materially affect GoviEx or any of its subsidiaries.

The Company is a shareholder of Global Mining Management Corporation ("**GMM**") along with a number of private and publicly listed companies (collectively, the "**GMM Parties**"). GMM provides, on a cost-recovery basis, shared services to the GMM Parties including, but not limited to the Vancouver office space, furnishings, equipment and communications facilities in Vancouver. The GMM Parties also share the costs of employing administrative and certain management personnel in these offices. In 2022, the Company's share of these costs was USD 412,000 including direct employees of GoviEx.

Mr. David Cates is the Chief Executive Officer and a Director of Denison Mines Corp., which holds approximately 4.5% of the Common Shares of the Company.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Company's Common Shares is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, GoviEx entered into the following material contracts (i) during the most recently completed financial year, or (ii) before the most recently completed financial year if such material contract is still in effect:

1. July 18, 2019 – Protocol d'Accord Relatif au Projet Minier Madaouela 1
2. October 25, 2022, Warrant Indenture

INTERESTS OF EXPERTS

Robert Bowell, Guy Dishaw, Jurgen Fuykschot and Colleen MacDougall are Qualified Persons as defined by NI 43-101 in connection with the Madaouela Technical Report which was prepared in accordance with NI 43-101 and from which technical information contained in this AIF has been derived.

The Madaouela Technical Report is available on SEDAR at www.sedar.com under GoviEx's profile and a summary of the report is contained in this AIF under "Description of the Business – Madaouela Project, Niger".

Robert Bowell, Guy Dishaw, Jurgen Fuykschot and Colleen MacDougall did not hold any securities of GoviEx or of any associate or affiliate of GoviEx when they prepared the report referred to above or following the preparation of such report nor did they receive any direct or indirect interest in any securities of GoviEx or of any associate or affiliate of GoviEx in connection with the preparation of such report..

Robert Bowell, Guy Dishaw and Filip Orzechowski are Qualified Persons as defined by NI 43-101 in connection with the Muntanga Technical Report which was prepared in accordance with NI 43-101 and from which technical information contained in this AIF has been derived.

The Muntanga Technical Report is available on SEDAR at www.sedar.com under GoviEx's profile and a summary of the report is contained in this AIF under "Description of the Business – Muntanga Project, Zambia".

Robert Bowell, Guy R. Dishaw and Filip Orzechowski did not hold any securities of GoviEx or of any associate or affiliate of GoviEx when they prepared the report referred to above or following the preparation of such report nor did they receive any direct or indirect interest in any securities of GoviEx or of any associate or affiliate of GoviEx in connection with the preparation of such report. None of Robert Bowell, Guy R. Dishaw and Filip Orzechowski is currently expected to be elected, appointed or employed as a director, officer or employee of GoviEx or of any associate or affiliate of GoviEx.

PricewaterhouseCoopers LLP ("**PwC**") audited GoviEx's financial statements for its financial year ended December 31, 2022. PwC has confirmed that they are independent with respect to GoviEx in compliance with the Chartered Professional Accountants of BC Code of Professional Conduct.

AUDIT COMMITTEE

GoviEx's audit committee (the **"Audit Committee"**) is responsible for monitoring GoviEx's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of GoviEx's external auditors. The committee is also responsible for reviewing GoviEx's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations for both annual and interim financial statements and review of related operations prior to their approval by the full board of directors of GoviEx.

The Audit Committee's charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to GoviEx's board of directors. A copy of the charter is attached hereto as Schedule "A".

The following are the current members of the Audit Committee:

Christopher Wallace	Independent	Financially literate
Salma Seetaroo	Independent	Financially literate
Benoit La Salle	Independent	Financially literate

All three members of the Audit Committee are "independent" and "financially literate" as those terms are defined by National Instrument 52-110 *Audit Committees* (**"NI 52-110"**).

Relevant Education and Experience

Set out below is a description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member.

Christopher Wallace

Mr. Wallace has 40 years of banking and corporate finance experience. He is a Managing Director of CCC Investment Banking in Vancouver, Canada. He previously served as the Managing Partner of Second City Capital Corporation, a US$100 million private equity and mezzanine loan fund. He also was the Chief Operating Officer of Canadian Maple Leaf Financial Corporation, a publicly traded Merchant Bank, until 1998 when he left the firm to set up Stirling Mercantile Corporation. Mr. Wallace has been a director of various boards, including Greening Donald Company Ltd., The Rockford Corporation, and Bennett Environmental Inc. He graduated from Queen's University, Ontario, Canada, with a BA Hons. in Economics.

Salma Seetaroo

Ms. Seetaroo has spent the last 18 years working on debt, equity and special situations investments in Africa as an investment banker and is the Chief Executive Officer of Cashew Coast, an integrated cashew business consisting of two factories and a supply chain of 5000 smallholder farmers and employing more than 1200 individuals in Côte d'Ivoire. She has previously been a director of a Canadian listed gold explorer and a Canadian listed agrichemical company operating in Africa. She is a member of the Global Advisory Board of the Cass Business School, City University London, UK, where she earned her Executive MBA, and is a trained lawyer, previously an associate with the global law firm, Norton Rose Fulbright.

Until 2018, Ms. Seetaroo ran Gold and General Limited, an investment holding that controlled Zimbabwe's largest gold producer and led the acquisition and turn-around of a distressed fibre optic business in the Democratic Republic of Congo. Prior to this, she founded and grew Medea Capital Partners, a successful FCA regulated resource advisory business in London, which she successfully exited in 2014, and was an investment banker at Société Générale, focused on mining finance.

Benoit La Salle

Mr. La Salle, FCPA, FCA, has 18 years of experience in the development and operation of mining projects in West Africa. In 1980, Mr. La Salle founded Grou, La Salle & Associates, Chartered Accountants. He has served on the boards of several public companies and is the former Chairman of the Board of Plan

International Canada, one of the world's largest non-governmental organizations. Mr. La Salle is a Fellow Chartered Accountant, a member of the Quebec Order of Chartered Accountants and the Canadian Institute of Chartered Accountants. Mr. La Salle holds a Bachelor of Commerce degree from McGill University and a Master of Business Administration degree from IMEDE, Switzerland.

Pre-Approval Policies and Procedures

The Audit Committee's charter sets out responsibilities regarding the provision of non-audit services by GoviEx's external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires Audit Committee pre-approval of permitted audit and audit-related services.

External Auditor Service Fees

The aggregate fees billed by GoviEx's external auditors in the last two fiscal years for the categories as disclosed are as follows:

Financial Year Ending	*Audit Fees*	*Audit Related Fees*	*Tax Fees*	*All Other Fees*
2022	CAD 67,500	Nil	CAD 66,530	Nil
2021	CAD 68,000	Nil	CAD 35,000	Nil

Exemption in Section 6.1 of NI 52-110

Section 6.1 of NI 52-110 provides an exemption for a venture issuer from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110. GoviEx is voluntarily filing this AIF.

ADDITIONAL INFORMATION

Additional information relating to GoviEx can be found on SEDAR at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of GoviEx's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular of GoviEx for its 2022 annual meeting of shareholders filed on SEDAR at www.sedar.com. Additional financial information is provided in GoviEx's audited financial statements and management's discussion and analysis for its financial year ended December 31, 2022, which are available on SEDAR at www.sedar.com.

SCHEDULE "A"

GOVIEX URANIUM INC.
AUDIT COMMITTEE CHARTER

I. Purpose

The primary objective of the Audit Committee (the "Committee") of GoviEx Uranium Inc. (the "Company") is to act as a liaison between the Board and the Company's independent auditors (the "Auditors") and to assist the Board in fulfilling its oversight responsibilities with respect to (a) the financial statements and other financial information provided by the Company to its shareholders, the public and others, (b) the Company's compliance with legal and regulatory requirements, (c) the qualification, independence and performance of the Auditors and (d) the Company's risk management and internal financial and accounting controls, and management information systems.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditors.

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board.

II. Organization

The Committee shall consist of three or more directors of the Company and shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange and any other regulatory requirements applicable to the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the Board. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes. The chair of the Committee shall have an ordinary vote.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet as frequently as circumstances require, but not less frequently than four times per year. The Committee shall meet at least quarterly with management, the Company's financial and accounting officer(s) and, as may be required, the Auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

The Chair of the Committee shall be an independent chair who is not Chair of the Board. In the absence of the appointed Chair of the Committee at any meeting, the members shall elect a chair from those in

attendance at the meeting. The Chair, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The Committee will appoint a Secretary who will keep minutes of all meetings. The Secretary may be the Company's Corporate Secretary or another person who does not need to be a member of the Committee. The Secretary for the Committee can be changed by simple notice from the Chair.

The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as the other directors in advance of the meeting.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's accounting and financial officer(s) and the Auditors shall attend any meeting when requested to do so by the Chair of the Committee.

IV. Authority and Responsibilities

The Board, after consideration of the recommendation of the Committee, shall nominate the Auditors for appointment by the shareholders of the Company in accordance with applicable law. The Auditors report directly to the Audit Committee. The Auditors are ultimately accountable to the Committee and the Board as representatives of the shareholders.

The Committee shall have the following responsibilities:

(a) Auditors

1. Recommend to the Board the independent auditors to be nominated for appointment as Auditors of the Company at the Company's annual meeting; approve the remuneration to be paid to the Auditors for services performed; approve all auditing services to be provided by the Auditors; be responsible for the oversight of the work of the Auditors, including the resolution of disagreements between management and the Auditors regarding financial reporting; and recommend to the Board and the shareholders the termination of the appointment of the Auditors, if and when advisable.

2. When there is to be a change of the Auditor, review all issues related to the change, including any notices required under applicable securities law, stock exchange or other regulatory requirements, and the planned steps for an orderly transition.

3. Review the Auditor's audit plan and discuss the Auditor's scope, staffing, materiality, and general audit approach.

4. Review on an annual basis the performance of the Auditors, including the lead audit partner.

5. Take reasonable steps to confirm the independence of the Auditors, which include:

   (a) Ensuring receipt from the Auditors of a formal written statement in accordance with applicable regulatory requirements delineating all relationships between the Auditors and the Company;

   (b) Considering and discussing with the Auditors any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the Auditors;

(c) Approving in advance any non-audit related services provided by the Auditor to the Company, and the fees for such services, with a view to ensure independence of the Auditor, and in accordance with applicable regulatory standards, including applicable stock exchange requirements with respect to approval of non-audit related services performed by the Auditors; and

(d) As necessary, taking or recommending that the Board take appropriate action to oversee the independence of the Auditors.

6. Review and approve any disclosures required to be included in periodic reports under applicable securities law, stock exchange and other regulatory requirements with respect to non-audit services provided by the Auditors.

7. Confirm with the Auditors and receive written confirmation at least once per year (i) indicating that the Auditors are a member in good standing with a public accountability board (PAB) and comparable bodies to the extent required and disclosing any sanctions or restrictions imposed by the PAB and such other comparable bodies; and (ii) responding to any other reasonable request of the Audit Committee for confirmation as to their qualifications to act as the Company's Auditors.

8. Consider the tenure of the lead audit partner on the engagement in light of applicable securities law, stock exchange or applicable regulatory requirements.

9. Review all reports required to be submitted by the Auditors to the Committee under applicable securities laws, stock exchange or other regulatory requirements.

10. Receive all recommendations and explanations which the Auditors place before the Committee.

(b) Financial Statements and Financial Information

11. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to filing or distribution of such statements and recommend to the Board, if appropriate, that the Company's audited financial statements be included in the Company's annual reports distributed and filed under applicable laws and regulatory requirements.

12. Review and discuss with management, the financial and accounting officer(s) and the Auditors, the Company's interim financial statements, including management's discussion and analysis, and the Auditor's review of interim financial statements, prior to filing or distribution of such statements.

13. Review any earnings press releases of the Company before the Company publicly discloses this information.

14. Be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information and extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures.

15. Discuss with the Auditor the matters required to be discussed by applicable auditing standards requirements relating to the conduct of the audit including:

(a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices;

(b) the management letter provided by the Auditor and the Company's response to that letter; and

(c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, or personnel and any significant disagreements with management.

16. Discuss with management and the Auditors major issues regarding accounting principles used in the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles. Review and discuss analyses prepared by management and/or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative approaches under generally accepted accounting principles.

17. Review any report under applicable securities law, stock exchange or other regulatory requirements, including any reports required to be included in statutory filings, including in the Company's annual proxy statement.

(c) Ongoing Reviews and Discussions with Management and Others

18. Obtain and review an annual report from management relating to the accounting principles used in the preparation of the Company's financial statements, including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof.

19. Periodically review separately with each of management, the financial and accounting officer(s) and the Auditors; (a) any significant disagreement between management and the Auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management's response to each.

20. Periodically discuss with the Auditors, without management being present, (a) their judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements.

21. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the Auditors or management and the resulting financial statement impact. Review with the Auditors or management the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.

22. Review and discuss with management, the Auditors and the Company's independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules, or compliance with applicable laws and regulations, inquiries received from regulators or government agencies and any pending material litigation.

23. Enquire of the Company's financial and accounting officer(s) and the Auditors on any matters which should be brought to the attention of the Committee concerning accounting, financial and operating practices and controls and accounting practices of the Company.

24. Review the principal control risks to the business of the Company, its subsidiaries and joint ventures; and verify that effective control systems are in place to manage and mitigate these risks.

25. Review and discuss with management any earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be done generally (i.e. discussion of the types of information to be disclosed and the types of presentations made).

26. Review and discuss with management any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses. Obtain explanations from management of all significant variances between comparative reporting periods.

27. Review and discuss with management the Company's major risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

(d) Risk Management and Internal Controls

28. Review, based upon the recommendation of the Auditors and management, the scope and plan of the work to be done by the Company's financial and accounting group and the responsibilities, budget and staffing needs of such group.

29. Ensure that management has designed and implemented effective systems of risk management and internal controls and, at least annually, review and assess the effectiveness of such systems.

30. Approve and recommend to the Board for adoption policies and procedures on risk oversight and management to establish an effective system for identifying, assessing, monitoring and managing risk.

31. In consultation with the Auditors and management, review the adequacy of the Company's internal control structure and procedures designed to insure compliance with laws and regulations, and discuss the responsibilities, budget and staffing needs of the Company's financial and accounting group.

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

33. Review the internal control reports prepared by management, including management's assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting and (ii) the Auditors' attestation, and report, on the assessment made by management.

34. Review the appointment of the chief financial officer and any key financial executives involved in the financial reporting process and recommend to the Board any changes in such appointment.

(e) Other Responsibilities

35. Create an agenda for the ensuing year and confirm a timetable for the Audit Committee for the ensuing year.

36. Review and approve related-party transactions if required under applicable securities law, stock exchange or other regulatory requirements.

37. Review and approve (a) any change or waiver in the Company's code of ethics applicable to senior financial officers and (b) any disclosures made under applicable securities law, stock exchange or other regulatory requirements regarding such change or waiver.

38. Establish, review and approve policies for the hiring of employees or former employees of the Company's Auditors.

39. Review and reassess the duties and responsibilities set out in this Charter annually and recommend to the Nominating and Corporate Governance Committee and to the Board any changes deemed appropriate by the Committee.

40. Review its own performance annually, seeking input from management and the Board.

41. Perform any other activities consistent with this Charter, the Company's articles and by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Reporting

The Committee shall report regularly to the Board and shall submit the minutes of all meetings of the Audit Committee to the Board (which minutes shall ordinarily be included in the papers for the next full board meeting after the relevant meeting of the Committee). The Committee shall also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require. The Committee shall review with the full Board any issues that have arisen with respect to quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors or the performance of the Company's financial and accounting group.

VI. Resources and Access to Information

The Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Committee.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has direct access to anyone in the organization and may request any officer or employee of the Company or the Company's outside counsel or the Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations.

The Committee shall consider the extent of funding necessary for payment of compensation to the Auditors for the purpose of rendering or issuing the annual audit report and recommend such compensation to the Board for approval. The Audit Committee shall determine the funding necessary for payment of compensation to any independent legal, accounting and other consultants retained to advise the Committee.