



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**ISOENERGY LTD.**

For the Three and Nine Months Ended

September 30, 2017 and 2016

Dated: November 6, 2017

## GENERAL

This management's discussion and analysis ("**MD&A**") is management's interpretation of the results and financial condition of IsoEnergy Ltd. ("**Iso**" or the "**Company**") for the three and nine months ended September 30, 2017 and 2016 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2017 and 2016 and the notes thereto (together, the "**Interim Financial Statements**") and other corporate filings, including the audited financial statements for the period ended December 31, 2016 (the "**Annual Financial Statements**"), all of which are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

### Financial Statements

Management is responsible for the Interim Financial Statements referred to in this MD&A. The Audit Committee of the Company's Board of Directors has been delegated the responsibility to review and approve the Interim Financial Statements and MD&A.

The Interim Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting, and should be read in conjunction with Iso's Annual Financial Statements, which have also been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). Based on the nature of the Company's activities, both presentation and functional currency is Canadian dollars.

The Company's Interim Financial Statements have been prepared using IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is dependent on its ability to obtain financing and achieve future profitable operations.

### Technical Information

All scientific and technical information herein has been reviewed and approved by Mr. Steve Blower, P.Geo., Vice President – Exploration for Iso. Mr. Blower is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). For additional information regarding the Company's Radio project and Thorburn Lake project, including its quality assurance and quality control procedures, please see the technical report entitled "Technical Report for the Radio Project, Northern Saskatchewan" dated effective August 19, 2016 and the technical report entitled "Technical Report for the Thorburn Lake Project, Northern Saskatchewan" dated effective September 26, 2016, respectively, in each case, on the Company's profile at [www.sedar.com](http://www.sedar.com). Mr. Blower has verified the sampling, analytical, and test data underlying the information or opinions contained herein by reviewing original data certificates or reviewing the data collection protocols.

The historical mineral resource estimate in respect of the Mountain Lake project referred to below, was reported in the technical report entitled "Mountain Lake Property, Nunavut" and dated February 15, 2005. This resource is a historical estimate and a qualified person has not done sufficient work to classify the historical estimate as current mineral resources. As a result, the historical estimate is not being treated as a current mineral resource. However, the Company believes that the historical estimate is relevant and reliable, as it was prepared by a "qualified person" (as defined in NI 43-101) with significant experience with the project, using methods that were standard in the industry.

The historical estimate was prepared with the polygonal method using only intervals greater than 0.1% U<sub>3</sub>O<sub>8</sub> with a vertical thickness of at least 1.0 metre. Polygon sides were determined by drawing lines perpendicular to, and one half the distance to each adjacent drill hole. Estimated uranium was then obtained by multiplying the polygon areas by their thickness, a specific gravity of 2.5, and the grade of the drill hole interval. The mineral resource was classified as inferred.

In order to upgrade or verify the historical estimate as a current mineral resource estimate, the Company anticipates that it will need to incorporate the drilling data collected by Triex Minerals Corp. and Pitchstone Exploration Ltd. between 2006 and 2008. The historical resource uses the “inferred mineral resource” category set out in section 1.2 of NI 43-101. There are no more recent estimates available to the Company.

## **BACKGROUND**

### **Overview**

The principal business activity of Iso is the acquisition and exploration of uranium mineral properties, principally in the Athabasca Basin of Saskatchewan. Iso’s principal assets are: (i) a 100% interest in the Radio Project (subject to a 2% net smelter return royalty and 2% gross overriding royalty), Saskatchewan; (ii) a 100% interest in the Thorburn Lake Project (subject to a 1% net smelter return royalty and a 10% carried interest which can be reduced to 1% at the holder’s option upon completion of a bankable feasibility study), Saskatchewan; (iii) a 100% interest, in each of the Madison, 2Z, Carlson Creek and North Thorburn properties, Saskatchewan; (iv) a 100% interest in the Mountain Lake property, Nunavut; and (v) a 100% interest in the Geiger property, Saskatchewan. Figure 1 below sets forth the location of the Company’s properties in Saskatchewan.

Figure 1 – Property Location Map



## History

Iso is the product of an amalgamation completed on October 12, 2016 between a company also called “IsoEnergy Ltd” (“**Old Iso**”) and 1089338 B.C. Ltd. (then a wholly-owned subsidiary of NexGen Energy Ltd.), pursuant to section 269 of the British Columbia *Business Corporations Act* (the “**Old Iso Merger**”). Old Iso was incorporated on February 2, 2016 under the *Business Corporations Act* (British Columbia) as a wholly-owned subsidiary of NexGen Energy Ltd. (“**NexGen**”) to acquire certain exploration assets of NexGen.

NexGen is a Canadian based uranium exploration company focused on the advancement of its Rook 1 Project in the Athabasca Basin, Saskatchewan. NexGen’s common shares are listed and posted for trading on the Toronto Stock Exchange and NYSE American LLC. As of the date hereof, NexGen held 63.94% of the outstanding Iso common shares.

Pursuant to the Old Iso Merger, each outstanding common share of Old Iso was exchanged for one common share of the amalgamated entity, namely Iso or the Company, which had the same business and capital structure as Old Iso. Pursuant to the Old Iso Merger, NexGen was issued one common share of the amalgamated entity in exchange for its one common share of 1089338 B.C. Ltd.

Prior to the Iso Merger, and pursuant to a transfer agreement between Old Iso and NexGen, Old Iso acquired all of NexGen's interest in the Radio Project (including by way of assignment, the Radio Option Agreement (as defined below)), the Thorburn Lake Project and the Madison, 2Z and Carlson Creek properties, all early stage exploration properties located in the Athabasca Basin, Saskatchewan, effective June 17, 2016, (collectively, the "**Transferred Property Interests**"). As consideration for the Transferred Property Interests, Old Iso issued 29 million common shares to NexGen at a price of \$1.00 per common share.

In addition, on June 30, 2016 Old Iso acquired the North Thorburn property in exchange for one million common shares at a price of \$1.00 per common share and a cash payment of \$100,000.

In the period from incorporation to approximately August 15, 2016, pending completion of the brokered and non-brokered private placements, NexGen financed Old Iso's operational expenses. As of August 15, 2016, approximately \$458,400 was owing by Old Iso to NexGen in that regard. On August 16, 2016, NexGen converted \$450,000 of the amount owing by Old Iso to NexGen into 450,000 common shares at a price of \$1.00 per share.

On October 13, 2016, Airesurf Network Holdings Inc. ("**Airesurf**") and 2532314 Ontario Ltd., a wholly-owned subsidiary of the Company incorporated for the purpose of this transaction with Airesurf, amalgamated under the Ontario *Business Corporations Act* to form IsoOre Ltd., a wholly-owned subsidiary of the Company (the "**Airesurf Transaction**").

Both the Airesurf Transaction and the Old Iso Merger were part of a series of transactions completed in connection with the Company's application to list its common shares on the TSX Venture Exchange (the "**TSXV**").

On October 19, 2016, Iso was listed on the TSXV as a Tier 2 Mining Issuer.

In February 2017, the Company also acquired the Mountain Lake uranium deposit in the Hornby Bay Basin, Nunavut. The property consists of five claims totaling 5,625 hectares and was acquired by staking. Mountain Lake is located 100 kilometres southwest of the coastal community of Kugluktuk. The property contains a historical inferred mineral resource estimate of 8.2 million pounds U<sub>3</sub>O<sub>8</sub> with an average grade of 0.23% U<sub>3</sub>O<sub>8</sub> contained in 1.6 million tonnes of mineralization.

On May 26, 2017, the Company completed a private placement of 999,999 flow-through common shares at a price of \$1.10 per share, raising aggregate gross proceeds of \$1,099,999.

## **OVERALL PERFORMANCE**

### **General**

In the nine months ended September 30, 2017 the Company carried out exploration work on some of its properties in the Athabasca Basin as discussed below.

As an exploration stage company, Iso does not have revenues and is expected to generate operating losses. As at September 30, 2017, the Company had cash of \$4,158,496, an accumulated deficit of \$4,631,374 and working capital (defined as current assets less accounts payable and accrued liabilities) of \$3,966,605.

The Interim Financial Statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

ISOENERGY LTD.

For the three and nine months ended September 30, 2017 and 2016

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## **Recent Developments**

On July 26, 2017, Iso began trading on the OTCQX under the symbol "ISENF".

On July 5, 2017, the Company acquired 100% of the Radio property in exchange for 3,000,000 common shares in the Company. The Company previously had the right to earn a 70% right, title and interest in the Radio property upon incurring \$10,000,000 of expenditures on the Radio Project by July 5, 2017.

On August 8, 2017, Iso acquired a 100% interest in three mineral claims constituting the 4,188 hectare Geiger Property in the Eastern Athabasca Basin of Saskatchewan from Cameco Corporation, AREVA Resources Canada Inc. and JCU (Canada) Exploration Company, Limited in exchange for an aggregate of 1,000,000 common shares in the Company and a cash payment of \$100,000.

The Geiger property is located adjacent to the Wollaston-Mudjatik transition zone - a major crustal suture in the eastern Athabasca Basin. Sandstone cover at the Geiger property is relatively thin and ranges between 101 metres and 358 metres in previous drilling. A total of 56 historic drill holes have been completed at Geiger along 20 kilometres of graphitic conductors. High grade basement hosted uranium mineralization is present on the Geiger property. Drill hole HL-50 intersected 2.74% U<sub>3</sub>O<sub>8</sub> over 1.2 metres in the basement on the H11 South conductor. Follow-up efforts were focused primarily on locating mineralization at the sub-Athabasca unconformity. Consequently, opportunities for additional basement hosted mineralization proximal to HL-50 are considered excellent. Additionally, drill hole HL-48 intersected 0.18% U<sub>3</sub>O<sub>8</sub> over 0.6 metres above the unconformity along the H11 North conductor. Numerous untested gaps up to 1,000 metres long are present on the majority of the conductors on the property.

## **Industry and Economic Factors that May Affect the Business**

The business of mining for minerals involves a high degree of risk. Iso is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and uranium price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

In particular, the Company does not generate revenue. As a result, Iso continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, the price of uranium, exploration risks and the other factors described in the section entitled "Risk Factors" in the Company's MD&A for the period ended December 31, 2016.

**SELECTED FINANCIAL INFORMATION**

The following financial data is derived from the Interim Financial Statements and should be read in conjunction with Iso's audited Annual Financial Statements.

	For the three months ended September 30		For the nine months ended September 30	
	2017	2016	2017	2016
Share-based compensation	\$ 259,821	\$ -	\$ 840,758	\$ -
Administrative salaries, contract and director fees	172,592	189,651	536,373	277,895
Investor relations	39,378	-	150,734	-
Office and administrative	35,902	18,885	112,407	46,590
Professional and consultant fees	173,224	261,211	287,851	275,117
Travel	16,624	13,370	136,189	45,700
Public company costs	29,499	10,000	60,696	10,000
Employee relocation expense	-	8,578	-	72,658
Exploration costs	10	-	301	-
Interest income	(14,183)	-	(14,629)	-
<b>Loss from operations</b>	<b>(712,867)</b>	<b>(501,695)</b>	<b>(2,110,680)</b>	<b>(727,960)</b>
Deferred income tax recovery	95,885	72,199	24,610	72,199
<b>Loss and comprehensive loss</b>	<b>\$ (616,982)</b>	<b>\$ (429,496)</b>	<b>\$ (2,086,070)</b>	<b>\$ (655,761)</b>
<b>Loss per common share – basic and diluted</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>	<b>\$ (0.05)</b>	<b>\$ (0.04)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>45,511,097</b>	<b>35,963,392</b>	<b>42,689,225</b>	<b>15,397,102</b>

**Nine Months Ended September 30, 2017 vs the period from February 2 to September 30, 2016**

During the nine months ended September 30, 2017 the Company recorded a loss of \$2,086,070 compared to \$655,761 in the period from February 2 (incorporation) to September 30, 2016 (the “**September 2016 comparative period**”). The loss was higher in the nine months ended September 30, 2017 due primarily to stock-based compensation expenses of \$840,758 incurred in the nine months ended September 30, 2017 compared to nil in the September 2016 comparative period as well as an overall increased level of activity given that the Company had only commenced exploration activities during the September 2016 quarter.

Share-based compensation charged to the statement of loss and comprehensive loss was \$840,758 in the nine months ended September 30, 2017. The first stock options were granted in October 2016 and therefore there is no stock-based compensation expense in the September 2016 comparative period. The stock-based compensation expense is a non-cash charge calculated using the graded vesting method of the Black-Scholes values. Stock options granted to directors and employees vest over two years with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expense are expected from period to period depending on many factors, including whether options are granted in a period and whether options have fully vested or have been cancelled in a period. During the nine months ended September 30, 2017, 300,000 stock options were



granted with a weighted average fair value per option of \$0.68. As at the date hereof, there is an aggregate of 4,075,000 options outstanding, of which 2,649,999 have vested.

Administrative salaries, contractor and directors' fees were \$536,373 for the nine months ended September 30, 2017 compared to \$277,895 in the September 2016 comparative period as employees were not hired until July 2016 and director compensation only began in the third quarter of 2016.

Investor relations expenses were \$150,734 for the nine months ended September 30, 2017 and related primarily to costs incurred in dealing with existing and potential shareholders. The Company did not become a reporting issuer until October 2016 and therefore investor relations expenses in the September 2016 comparative period were nil.

Office and administrative expenses were \$112,407 for the nine months ended September 30, 2017 compared to \$46,590 in the September, 2016 comparative period and consisted of office rent and other general administrative costs. Office rent was \$52,536 in the nine months ended September 30, 2017 compared to \$23,282 in the September 30, 2016 comparative period. Other general administrative expenses included communication, professional membership dues, bank charges and staff training. As stated above, the relative increase is due to the fact that the Company's operations did not commence until July 2016.

Professional fees were \$287,851 for the nine months ended September 30, 2017 and consisted of legal, technical and accounting fees compared to \$275,117 for the September 30, 2016 comparative period. Professional fees for the September 2016 comparative period related primarily to legal and accounting fees for the Company's application to list its common shares on the TSXV and the completion of the Airesurf Transaction. Professional fees incurred in the nine-months ended September 30, 2017 included technical and legal fees related to the Company's business development activities, as well as accounting and tax fees related to regulatory filings and general legal fees.

Travel expenses were \$136,189 for the nine months ended September 30, 2017 and related to business development and general corporate activities. In the September 30, 2016 comparative period travel expenses were \$45,700 and related to general corporate travel for marketing private placements and business development activities.

Public company costs were \$60,696 for the nine months ended September 30, 2017 and consist primarily of costs associated with the Company's continuous disclosure obligations, listing fees, transfer agent costs, press releases and other shareholder communication. The Company was not a public company as at September 30, 2016, however in the September 30, 2016 comparative period it incurred \$10,000 of listings fees in preparation of becoming a reporting issuer.

The Company recorded interest income of \$14,629 in the nine months ended September 30, 2017 earned on cash balances. Cash balances were higher in 2017 due to funds raised late in 2016 and early 2017.

A reconciliation of income taxes based on statutory rates and reported taxes is as follows:

	For the nine months ended September 30	
	2017	2016
Loss from operations	\$ (2,110,680)	\$ (727,960)
Statutory rate	27%	27%
Expected income tax recovery	\$ (569,884)	\$ (196,549)
Permanent differences		
Share-based compensation	227,005	-
Other	126	(17,692)
Flow-through share renunciation	479,637	214,241
Release of flow-through share premium liability	(161,494)	(72,199)
Deferred income tax recovery	\$ (24,610)	\$ (72,199)

In the nine months ended September 30, 2017, the Company recorded a deferred tax recovery of \$24,610 which represents a recovery on losses recognized in the period, offset by the flow-through share renunciation and the reduction of the related flow-through share premium liability. Release of flow-through share premium liability was \$161,494 in the nine months ended September 30, 2017 and is related to the fulfillment of the commitment to spend the required exploration expenditures. In the September 2016 comparative period, there was enough tax attributes to offset the deferred tax liability so no deferred tax liability was recorded, and therefore the 2016 recovery is related to the release of flow-through share premium liability.

The Company raises some of its funds through the issuance of flow-through shares. Based on Canadian tax law, the Company is required to spend this amount on eligible exploration expenditures by December 31 of the year after the shares are issued. The premium paid for each flow-through share, which is the price paid for the flow-through share over the market price of an ordinary share, is recorded as a flow-through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of flow-through premium is then recorded as a deferred tax benefit.

### Three Months Ended September 30, 2017 vs 2016

During the three months ended September 30, 2017 the Company had a loss of \$616,982 compared to \$429,496 in the three months ended September 30, 2016. The loss was higher in the three-months ended September 30, 2017 primarily due to stock-based compensation expenses of \$259,821 in the three months ended September 30, 2017 compared to nil in the comparative 2016 period as well as an increased level of activity in that the Company had only just commenced exploration activities during the September 2016 quarter.

Share-based compensation charged to the statement of loss and comprehensive loss was \$259,821 in the three months ended September 30, 2017. The first stock options were granted in October 2016 and therefore there is no stock-based compensation expense in the three months ended September 30, 2016. There were no stock options granted in the three months ended September 30, 2017.

Administrative salaries, plus contractor and directors' fees totalling \$172,592 for the three months ended September 30, 2017 were lower than the \$189,651 for the three months ended September 30, 2016 due to a higher proportionate allocation of salaries being recorded as general and administrative expenses in

2016. In 2016, efforts were focussed on completing the Airesurf Transaction and listing on the TSXV compared to 2017, when exploration activities were a higher priority. Additional salaries and contractor fees are included in exploration and evaluation assets.

Investor relations expenses were \$39,378 for the three months ended September 30, 2017 and relate primarily to costs incurred in dealing with existing and potential shareholders. The Company did not become a reporting issuer until October 2016 and therefore no investor relations expenses were incurred in the three months ended September 30, 2016.

Office and administrative expenses were \$35,902 for the three months ended September 30, 2017 compared to \$18,885 in the three months ended September 30, 2016 and consisted of office rent and other general administrative costs. The increase is primarily due to office rent incentives received in 2016 compared to 2017 and a general increase in corporate activity.

Professional fees were \$173,224 for the three months ended September 30, 2017 and consisted of legal, technical and accounting fees compared to \$261,211 for the three months ended September 30, 2016. Professional fees for the three months ended September 2016 included legal and accounting fees incurred in connection with the Company's application to list its common shares on the TSXV and the completion of the Airesurf Transaction. Professional fees for the three months ended September 30, 2017 included technical and legal fees related to the Company's business development activities, accounting and tax fees related to regulatory filings and general legal fees.

Travel expenses were \$16,624 for the three months ended September 30, 2017 and related to business development and general corporate activities. In the three months ended September 30, 2016, travel expenses were \$13,370 and related to general corporate travel relating to marketing of private placements and business development activities.

Public company costs were \$29,499 for the three months ended September 30, 2017 and consisted primarily of costs associated with the Company's continuous disclosure obligations and listing fees (including OTCQX), transfer agent costs, press releases and other shareholder communication. The Company was not a reporting issuer as at September 30, 2016, however it incurred \$10,000 in listing fees in preparation for listing on the TSXV in October 2016.

The Company recorded interest income of \$14,183 in the three months ended September 30, 2017 earned on cash balances. Cash balances were higher in 2017 due to funds raised late in 2016 and early 2017.

A reconciliation of income taxes based on statutory rates and reported taxes is as follows:

	For the three months ended September 30	
	2017	2016
Loss from operations	\$ (712,867)	\$ (501,695)
Statutory rate	27%	27%
Expected income tax recovery	\$ (192,474)	\$ (135,458)
Permanent differences		
Share-based compensation	70,152	-
Other	(504)	(78,784)
Flow-through share renunciation	40,614	214,242
Release of flow-through share premium liability	(13,673)	(72,199)
Deferred income tax recovery	\$ (95,885)	\$ (72,199)

In the three months ended September 30, 2017, the Company recorded a deferred tax recovery of \$95,885 which reflects a deferred tax recovery on losses recognized in the period, offset by the flow-through share renunciation and the release of the flow-through share premium liability. Release of flow-through share premium liability was \$13,673 in the three months ended September 30, 2017 and is related to the fulfillment of the commitment to spend the required exploration expenditures. In the three-months ended September 2016, there was enough tax attributes to offset the deferred tax liability so no deferred tax liability was recorded, and therefore the 2016 recovery is related to the release of flow-through share premium liability.

## Financial Position

The following financial data is derived from the Interim Financial Statements and should be read in conjunction with Iso's audited Annual Financial Statements.

	September 30, 2017	December 31, 2016	September 30, 2016
Exploration and evaluation assets	\$ 38,554,483	\$ 32,991,814	\$ 31,105,185
Total assets	\$ 42,814,014	\$ 39,791,620	\$ 38,385,965
Total current liabilities	\$ 369,471	\$ 468,309	\$ 932,294
Total non-current liabilities	\$ 251,128	\$ 136,588	\$ -
Working capital <sup>(1)</sup>	\$ 3,966,605	\$ 6,416,503	\$ 6,363,096
Cash dividend declared per share	Nil	Nil	Nil

(1) Working capital is defined as current assets less accounts payable and accrued liabilities

During the nine months ended September 30, 2017, the Company capitalized \$2,274,681 of exploration expenditures, of which \$1,947,141 was cash expenditures (see Exploration and Evaluation Spending below) and \$3,287,988 which related to the purchase price paid for the acquisition of the Radio property and the Geiger property (consisting of \$247,988 in cash and the balance in common shares. In addition, the Company received net proceeds of \$1,016,679 from the issuance of common shares and incurred a loss of \$2,086,070, and cash outflows from operations of \$1,149,276 (see discussion above).

## DISCUSSION OF OPERATIONS

### Exploration and Evaluation Spending

During the nine months ended September 30, 2017, Iso incurred an aggregate of \$2,274,681 of deferred exploration expenditures on its properties as set forth below. The Company did not incur any deferred exploration expenditures during the comparative period in 2016, as it only formally commenced operations in October 2016.

	Radio	Thorburn	Madison	Other	Total
<b>Drilling</b>	\$ 554,119	\$ 595,549	\$ 383	\$ -	\$ 1,150,051
<b>Geological and geophysical</b>	-	56,930	103,814	-	160,744
<b>Labour and wages</b>	97,178	100,739	25,052	117,292	340,261
<b>Geochemistry and assays</b>	71,421	68,725	-	-	140,146
<b>Camp costs</b>	45,628	58,314	22	3,593	107,557
<b>Travel and other</b>	10,948	17,391	2,107	17,936	48,382
	779,294	897,648	131,378	138,821	1,947,141
<b>Stock-based compensation</b>	79,677	78,793	26,916	117,596	302,982
<b>Depreciation</b>	-	-	-	24,558	24,558
	\$ 858,971	\$ 976,441	\$ 158,294	\$ 280,975	\$ 2,274,681

During the nine month period ended September 30, 2017, Iso actively explored three of its nine properties, Radio, Thorburn Lake and Madison, however did not perform any exploration in the three months ended September 30, 2017.

The Company intends to actively explore all of its projects as and when funds permit. The nature and extent of further exploration on any of the Company's properties however will depend on the results of completed exploration activities, an assessment of its recently acquired properties and the Company's financial resources.

A description of these exploration activities during the nine month period ended September 30, 2017 is set forth below.

#### Radio

At the Radio property, drilling was carried out between January 17 and February 9, 2017 with two core rigs completing 10 drill holes totaling 3,913 metres. Eight of the 10 drill holes targeted a zone of basement clay alteration identified in 2016. Some of the drilling infilled gaps on sections tested in 2016, but most consisted of 200 metre step-outs along-strike or 50-100 metre step-outs up-dip and down-dip. Drill hole RD17-27, a 50-metre step-out up-dip of 2016 drill hole RD16-21A, is the first drill hole at Radio to encounter elevated uranium geochemistry. It intersected 143 ppm uranium over 0.2 metres (240.5-240.7 metres) in a clay altered graphitic fault within the broader zone of basement clay alteration. Although the alteration zone was extended along strike to the northeast, it is waning in volume and intensity in that direction. As well, no significant basement alteration was observed in step-outs to the southwest. Additionally, one hole was drilled to complete a 2013 drill fence along the Roughrider trend, and another was completed on a DC-resistivity anomaly in the northern part of the property.

Radio remains a high priority exploration property, as additional drill targets remain to be evaluated, especially in the context of recent nearby exploration successes.

#### Thorburn Lake

In the first quarter of 2017, a total of 4,512 metres of drilling was completed in 10 drill holes at Thorburn Lake. The focus of the program was to evaluate extensions of the weakly mineralized zone drilled in 2016 along-strike to the northeast beneath lake ice, and to evaluate geophysical anomalies generated by a DC-resistivity geophysical program completed in 2016. Depth to the sub-Athabasca unconformity at Thorburn Lake ranges from 290 to 350 metres. Although no significant mineralization was intersected, drill holes TBN17-21 and TBN17-28 extended favourable structure and graphitic units to the northeast. Additionally, coincident structure, alteration and anomalous uranium pathfinder element geochemistry in the sandstone of drill holes TBN-17-23 and TBN-17-27 suggests that they may have over-shot their optimal targets. Additional drilling on this section is warranted.

Future work on the Thorburn Lake property will include follow-up drilling in the area of TBN17-23 and 27, drill evaluations of other geophysical anomalies generated in 2016 and an extension of the geophysical coverage to the southwest half of the property, which is essentially unexplored to date. Also, a DC-Resistivity geophysical survey at Thorburn Lake designed to extend coverage from 2016 is still planned and is scheduled to be completed in the fourth quarter of this year.

#### Madison

A total of 20 line-kilometres of DC-resistivity geophysical surveying was completed at the Madison property during the period from March 28<sup>th</sup> to April 21<sup>st</sup>, 2017. Results have been compiled with an airborne electromagnetic (VTEM) survey flown by NexGen in 2014. A preliminary interpretation of the combined datasets has resulted in several drilling targets, many of which are discrete VTEM anomalies coincident with DC-resistivity lows and/or magnetic lineaments.

### **SUMMARY OF QUARTERLY RESULTS**

The following information is derived from the Company's financial statements, and should be read in conjunction with the Company's Annual Financial Statements as well as the unconsolidated interim financial statements for the period ended September 2016 and subsequent periods.

	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
Revenue	Nil	Nil	Nil	Nil	Nil	Nil
Loss	\$ (616,982)	\$ (657,860)	\$ 811,228)	\$ 1,889,543)	\$ 429,496)	\$ 226,265)
Basic loss per share	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.05)	\$ (0.01)	\$ (0.05)
Diluted loss per share	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.05)	\$ (0.01)	\$ (0.05)

Iso does not derive any revenue from its operations. Its primary focus is the acquisition, exploration and evaluation of resource properties. As a result, the loss per period has fluctuated depending on the Company's activity level and periodic variances in certain items. Quarterly periods are therefore not comparable.

### **LIQUIDITY AND CAPITAL RESOURCES**

Iso has no revenue-producing operations, earns only minimal interest income on cash, and is expected to have recurring operating losses. As at September 30, 2017, the Company had an accumulated deficit of \$4,631,374.

As at the date of this MD&A, the Company has approximately \$3.8 million in cash. The Company's working capital balance as at the date of this MD&A is approximately \$3.6 million, of which \$1,300,000 represents proceeds from the issue of flow-through shares, and as discussed below is allocated to eligible exploration expenditures. As a result, as at the date hereof the Company has sufficient funds to finance its general and administrative costs for at least the next 12 months and complete the planned exploration activities set forth above. The Company's properties are in good standing with the applicable governmental authority until between March 20, 2018 and May 25, 2039 and the Company does not have any contractually imposed expenditure requirements.

In 2016, the Company issued 10,299,086 common shares for net proceeds of approximately \$10,300,000 of which, \$4,328,100 represents proceeds for the issuance and sale of flow-through shares. In the nine months ended September 30, 2017, the Company issued 999,999 flow-through common shares for aggregate net proceeds of \$1,017,000. The Company does not have capital expenditure commitments however, as of September 30, 2017, the Company must incur approximately \$1,300,000 of eligible exploration expenditures of which \$200,000 must be incurred by December 31, 2017 and the balance by December 31, 2018.

On an ongoing basis, and particularly in light of current market conditions for mineral exploration, management evaluates and adjusts its planned level of activities, including planned exploration and committed administrative costs, to maintain adequate levels of working capital. As a result, because the Company is dependent on external financing to fund its activities, the Company has reduced its exploration activities at this time pending an improvement in the capital markets.

Management will determine whether to accept any offer to finance weighing such things as the financing terms, the results of exploration, the Company's share price at the time and current market conditions, among others. Circumstances that could impair the Company's ability to raise additional funds include general economic conditions, the price of uranium and the other factors set forth under "Risk Factors" in the MD&A for the period ended December 31, 2016 and above under "Industry and Economic Factors that May Affect the Business". A failure to obtain financing as and when required could require the Company to further reduce its exploration and corporate activity levels.

The Company has not paid any dividends and management does not expect that this will change in the near future.

Working capital is held almost entirely in cash, significantly reducing any liquidity risk of financial instruments held by Iso.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company had no off-balance sheet arrangements as at September 30, 2017 or as at the date hereof.

#### **TRANSACTIONS WITH RELATED PARTIES**

Except as noted below, the only transactions between the Company and related parties are transactions between the Company and its key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel as a group for the nine months ended September

30, 2017 is summarized as follows:

	Short term compensation	Share-based compensation	Total
Expensed in the statement of loss and comprehensive loss	\$ 426,825	\$ 691,862	\$ 1,118,687
Capitalized to exploration and evaluation assets	245,012	266,497	511,509
	\$ 671,837	\$ 958,359	\$ 1,630,196

As of September 30, 2017, \$nil (December 31, 2016 – \$70,012) was included in accounts payable and accrued liabilities owing to directors and officers for compensation.

In the nine months ended September 30, 2016 short-term compensation to key management personnel was \$316,377, of which \$213,509 was expensed and included in salaries and benefits on the statement of loss and comprehensive loss and \$102,868 was capitalized to exploration and evaluation assets. As of September 30, 2016, no stock options had been issued.

#### OUTSTANDING SHARE DATA

The authorized capital of Iso consists of an unlimited number of common shares. As of November 6, 2017, there were 46,060,548 common shares outstanding and 4,075,000 stock options outstanding, each entitling the holder to purchase one common share of Iso at the prices set forth below.

Stock options outstanding at November 6, 2017 are as follows:

Number of options	Exercise price per option	Number of options exercisable	Exercise price per option	Expiry date
3,675,000	\$ 1.00	2,450,000	\$ 1.00	October 25, 2021
100,000	\$ 1.00	100,000	\$ 1.00	October 24, 2021
250,000	\$ 1.00	83,333	\$ 1.00	January 4, 2022
50,000	\$ 1.00	16,666	\$ 1.00	May 25, 2022
4,075,000	\$ 1.00	2,649,999	\$ 1.00	

#### CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in a material adjustment to the carrying amount of the asset or liability affected in future periods.

Information about significant areas of estimation uncertainty considered by management in preparing the Interim Financial Statements is as follows:

*i. Impairment*

At the end of each financial reporting period the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an



impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about the future events and circumstances and whether the carrying amount of intangible exploration assets exceeds its recoverable amount. Recoverability depends on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or its ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

*ii. Share-based payments*

The Company uses the Black-Scholes option pricing model to determine the fair value of options in order to calculate share-based payment expenses. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based payment expenses.

## **CHANGES IN ACCOUNTING POLICIES**

The accounting policies followed by the Company are set out in Note 4 to the Annual Financial Statements.

### **Future Accounting Pronouncements:**

The following standards have not been adopted by the Company and are being evaluated to determine their impact:

- IFRS 9 is a new standard that replaced IAS 39 for classification and measurement of financial instruments, effective for annual periods beginning on or after January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.
- IFRS 16 is a new standard that will replace IAS 17 for the accounting and measurement of leases with a term of more than 12 months, effective for annual periods beginning on or after January 1, 2019. The Company does not expect the standard to have a material impact on its financial statements.
- IFRS 2 is an amended standard to clarify how to account for certain types of share-based payment transactions, effective for annual periods beginning on or after January 1, 2018. The amendments provide for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations, and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The extent of the impact of adoption of the amended standard has not yet been determined.

## **CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board does not impose quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all types of equity and is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company.

The properties in which the Company currently has an interest are in the exploration stage. As such the Company, has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities.

The fair values of the Company's financial instruments approximate their carrying value, due to their short-term maturities or liquidity. The Company's cash and amounts receivable are classified as loans and receivables and are initially recorded at fair value and subsequently at amortized cost with accrued interest recorded in accounts receivable.

### **Financial instrument risk exposure**

As at September 30, 2017, the Company's financial instrument risk exposure and impact thereof on the Company's financial instruments is summarized below:

#### **(a) Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. As at September 30, 2017, the Company has cash on deposit with a large Canadian bank. Credit risk is concentrated as a significant amount of the Company's cash and cash equivalents is held at one financial institution. Management believes the risk of loss to be remote. The Company's amounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash equivalents. Accordingly, the Company does not believe it is subject to significant credit risk.

#### **(b) Liquidity Risk**

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. As at September 30, 2017, the Company had a working capital balance of \$3,966,605, including cash of \$4,158,496.

### **(c) Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

#### **(i) Interest Rate Risk**

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balances as of September 30, 2017.

#### **(ii) Foreign Currency Risk**

The functional currency of the Company is the Canadian dollar. Currency transaction risk and currency translation risk is the risk that fluctuations of the Canadian dollar in relation to other currencies may impact the fair value of financial assets, liabilities and operating results. As of September 30, 2017, the Company had no financial assets and liabilities that were subject to currency translation risk. The Company maintains a Canadian dollar bank account in Canada.

#### **(iii) Price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact of movements in individual equity prices or general movements in the level of the stock market on the Company's financial performance. Commodity price risk is defined as the potential adverse impact of commodity price movements and volatilities on financial performance and economic value. Future declines in commodity prices may impact the valuation of long-lived assets. The Company closely monitors the commodity prices of uranium, individual equity movements, and the stock market.

### **RISK FACTORS**

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mineral properties. For a comprehensive list of the risks and uncertainties facing the Company, please see "Risk Factors" in the Company's MD&A for the period ended December 31, 2016. These are not the only risks and uncertainties that Iso faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

### **SEGMENT INFORMATION**

The Company operates in one reportable segment, being the acquisition, exploration and development of uranium properties. All of the Company's non-current assets are located in Canada.

### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning Iso's general and administrative expenses and exploration and evaluation expenses and assets is set forth above under "*Results of Operations*" and in the Company's

statement of loss and comprehensive loss contained in its Interim Financial Statements for the three and months ended September 30, 2017, which is available on Iso's website or on its profile at [www.sedar.com](http://www.sedar.com).

#### **NOTE REGARDING FORWARD-LOOKING INFORMATION**

*This MD&A contains "forward-looking statements" (also referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that IsoEnergy expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements.*

*Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Iso's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances or achievements of Iso to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, that the results of planned exploration activities are as anticipated, the price of uranium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Iso's planned exploration activities will be available on reasonable terms and in a timely manner.*

*Forward-looking information and statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Iso to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; the limited operating history of Iso; the lack of known mineral resources or reserves; the influence of a large shareholder; alternate sources of energy and uranium prices; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licences; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "Risk Factors" above.*

*Although Iso has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.*

#### **APPROVAL**

The Audit Committee and the Board of Iso have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional

ISOENERGY LTD.

For the three and nine months ended September 30, 2017 and 2016

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information, on the Company's profile SEDAR website at [www.sedar.com](http://www.sedar.com) or by contacting the corporate office, located at 970-1055 West Hasting Street Vancouver, BC, V6E 2E9.