



# **ISOENERGY LTD.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Three Months Ended March 31, 2018

Dated: May 8, 2018

## 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 months ended March 31, 2018 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 months ended March 31, 2018 and 2017 and the notes thereto (together, the "**Interim Financial Statements**") and other corporate filings, including the audited financial statements for the period ended December 31, 2017 (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.

## Technical Disclosure

All scientific and technical information in this MD&A has been reviewed and approved by Mr. Steve Blower, P.Geo., Vice President – Exploration for IsoEnergy. Mr. Blower is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). 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.

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).

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 a current mineral resource estimate. 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. There are no more recent estimates available to the Company.

## BACKGROUND

### Overview

IsoEnergy 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. On October 19, 2016, IsoEnergy was listed on the TSXV as a Tier 2 Mining Issuer. 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 holds 60.02% of the outstanding IsoEnergy common shares

The principal business activity of IsoEnergy is the acquisition and exploration of uranium mineral properties, principally in the Athabasca Basin of Saskatchewan. IsoEnergy’s principal assets are: (i) a 100% interest in the Radio Project, Saskatchewan (subject to a 2% net smelter return royalty and 2% gross overriding royalty); (ii) a 100% interest in the Thorburn Lake Project, Saskatchewan (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); (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; (v) a 100% interest in the Geiger property, Saskatchewan; and (vi) a 100% interest in the Fox, East Rim, Full Moon and Whitewater properties, Saskatchewan.

Figure 1 below sets forth the location of the Company’s properties in Saskatchewan.

Figure 1 – Property Location Map



## **OVERALL PERFORMANCE**

### **General**

In the three months ended March 31, 2018, the Company carried out exploration work on some of its properties in the Athabasca Basin, primarily Geiger and increased its property portfolio by way of acquisition and staking, all as more particularly discussed below under "Results of Operations".

As an exploration stage company, IsoEnergy does not have revenues and is expected to generate operating losses. As at March 31, 2018, the Company had cash of \$1,850,161, an accumulated deficit of \$5,561,632 and working capital (defined as current assets less accounts payable and accrued liabilities) of \$1,820,114.

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.

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

The business of mining for minerals involves a high degree of risk. IsoEnergy 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, IsoEnergy 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" included below.

### **SELECTED FINANCIAL INFORMATION**

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.

## Results of Operations

The Company carries out exploration and evaluation activities. The costs of these activities are capitalized to exploration and evaluation assets and are described in the Discussion of Operations section below.

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

	For the three months ended March 31	
	2018	2017
Share-based compensation	\$ 133,602	\$ 317,350
Administrative salaries, contract and director fees	176,879	169,097
Investor relations	66,251	52,831
Office and administrative	43,092	44,503
Professional and consultant fees	35,932	18,064
Travel	36,072	9,139
Public company costs	39,368	19,572
Exploration costs	-	50
Interest income	(6,937)	-
<b>Loss from operations</b>	<b>(524,259)</b>	<b>(630,606)</b>
Deferred income tax expense	(9,032)	(180,622)
<b>Loss and comprehensive loss</b>	<b>\$ (533,291)</b>	<b>\$ (811,228)</b>

During the three months ended March 31, 2018, the Company recorded a loss of \$533,291 compared to \$811,228 in the three months ended March 31, 2017. The loss was lower in the three months ended March 31, 2018 as compared to the three months ended March 2017 due primarily to a lower tax expense and share-based compensation expense in 2018.

Share-based compensation charged to the statement of loss and comprehensive loss was \$133,602 in the three months ended March 31, 2018 compared to \$317,350 in the three months ended March 2017. 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, consultants 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. In October 2016, the Company granted 3,775,000 options with a weighted average fair value per option of \$0.69 with this value being recognized over the vesting period, in 2016 and 2017. During the three months ended March 31, 2017, an additional 300,000 stock options were granted with a weighted average fair value per option of \$0.68 with the value being recognized over the vesting period of the option in 2017 and 2018. In the three months ended March 31, 2018 there were 440,000 options granted with a fair value per option of \$0.38 with the value being recognized over the vesting period of the option in 2018 and 2019. As at the date hereof, there is an aggregate of 4,515,000 options outstanding, of which 2,879,998 have vested.

Administrative salaries and directors' fees at \$176,879 for the three months ended March 31, 2018 were similar to the three months ended March 2017 which were \$169,097.

Investor relations expenses were \$66,251 for the three months ended March 31, 2018 compared to \$52,831 in the three months ended March 31, 2017 and related primarily to costs incurred in dealing with existing and potential shareholders.

Office and administrative expenses were \$43,092 for the three months ended March 31, 2018 compared to \$44,503 in the three months ended March 2017 and consisted of office rent and other general administrative costs. Other general administrative expenses included communication, professional membership dues, bank charges and staff training.

Professional fees were \$35,932 for the three months ended March 31, 2018 and consisted of legal, technical and accounting fees compared to \$18,064 for the three months ended March 31, 2017. Professional fees were higher in the three months ended March 31, 2018 due primarily to legal fees related to the Company's business development activities and property acquisitions, as well as accounting and tax fees related to regulatory filings.

Travel expenses were \$36,072 for the three months ended March 31, 2018 and related to business development and general corporate activities. In the three months ended March 31, 2017 travel expenses were \$9,139.

Public company costs were \$39,368 for the three months ended March 31, 2018 compared to \$19,572 in the three months ended March 31, 2017 and consist primarily of costs associated with the Company's continuous disclosure obligations, listing fees, transfer agent costs, press releases and other shareholder communications. The listing fees were higher in 2018 due to the fees associated with achieving DTC eligibility in the United States.

The Company recorded interest income of \$6,937 in the three months ended March 31, 2018 representing interest earned on cash balances. The funds were invested in interest bearing accounts in the second quarter of 2017.

The Company records a deferred tax recovery or expense which is comprised of a recovery on losses recognized in the period, the release of flow-through share premium liability which is offset by the flow-through share renunciation. In the three months ended March 31, 2018, this resulted in an expense of \$9,032 compared to \$180,622 in the three months ended March 2017 due primarily to a higher spending on flow-through eligible activities in 2017 which resulted in a higher flow-through share renunciation and release of flow-through share premium liability in 2017.

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.

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For the three months ended March 31, 2018 and 2017

Deferred income tax expense (recovery) comprises:

	For the three months ended	
	March 31	
	2018	2017
Deferred income taxes related to operations	\$ (105,477)	\$ (84,074)
Flow-through renunciation	205,876	399,059
Release of flow-through share premium liability	(91,367)	(134,363)
	\$ 9,032	\$ 180,622

In the three months ended March 31, 2018 the Company renounced \$762,504 (three months ended March 31, 2017 - \$1,477,998) of flow-through share expenditures.

### Financial Position

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

	March 31, 2018	December 31, 2017
Exploration and evaluation assets	\$ 41,449,500	\$ 39,065,805
Total assets	\$ 43,438,165	\$ 42,515,778
Total current liabilities	\$ 129,422	\$ 247,061
Total non-current liabilities	\$ 381,139	\$ 280,740
Working capital <sup>(1)</sup>	\$ 1,820,114	\$ 3,254,131
Cash dividends declared per share	Nil	Nil

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

During the three months ended March 31, 2018 the Company capitalized \$877,144 of deferred exploration costs and \$1,506,551 of acquisition costs. See "Discussion of Operations" below.

### DISCUSSION OF OPERATIONS

#### Corporate

In February 2017, the Company 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.

On July 5, 2017, the Company acquired a 100% interest 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 July 26, 2017, IsoEnergy began trading on the OTCQX under the symbol "ISENF".

On August 8, 2017, IsoEnergy 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 the Geiger property 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 to be 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.

In November, 2017, the Company staked three new 100% owned uranium exploration properties called Fox, East Rim and Full Moon in the Eastern Athabasca Basin of Saskatchewan. IsoEnergy has also staked additional claims that have been consolidated into the Geiger property discussed above. The aggregate area of all new claims is 14,554 hectares.

Effective December 21, 2017, the Company sold its interest in IsoOre, for nominal consideration and as of December 31, 2017, the Company does not have any subsidiaries.

### **Recent Developments**

On January 16<sup>th</sup>, 2018 the Company staked the 25,966-hectare Whitewater property along the north rim of the Athabasca basin.

On March 29<sup>th</sup>, 2018, the Company acquired 100% interest in 33 mineral claims in the Dawn Lake property constituting the 6,800 hectare Dawn Lake North Block in the Eastern Athabasca Basin of Saskatchewan, in exchange for \$200,000 in cash and 3,330,000 common shares. Dawn Lake North is contiguous with IsoEnergy's recently acquired Geiger property and is located 10 kilometres northwest of IsoEnergy's Radio property and 15 kilometres northwest of Orano Canada's McClean Lake uranium mine and mill (Figure 1). It will be treated as an expansion of the Geiger property and the combined set of claims will be referred to as Geiger henceforth. The total area of the expanded Geiger property will be 12,594 hectares

On May 3, 2018, the Company entered into an agreement to acquire a 100% interest in 6 mineral claims constituting the 3,200 hectare Larocque East uranium exploration property in the Eastern Athabasca Basin of Saskatchewan, in exchange \$20,000 in cash and 1,000,000 common shares (the "**Transaction**"). The Transaction is expected to close May 9, 2018.



### Exploration and Evaluation Spending

During the three months ended March 31, 2018, IsoEnergy completed a winter drill program at the Geiger property.

	Geiger	Other	Total
Drilling	\$ 527,523	\$ 384	\$ 527,907
Geological and geophysical	-	2,898	2,898
Labour and wages	105,531	21,740	127,271
Geochemistry and assays	55,981	-	55,981
Camp costs	67,384	-	67,384
Travel and other	17,361	3,824	21,185
Deficiency deposit	-	13,487	13,487
<b>Cash expenditures</b>	<b>773,780</b>	<b>42,333</b>	<b>816,113</b>
Stock-based compensation	50,542	6,724	57,266
Depreciation	3,765	-	3,765
<b>Total expenditures</b>	<b>\$ 828,087</b>	<b>\$ 49,057</b>	<b>\$ 877,144</b>

During the year ended December 31, 2017, IsoEnergy actively explored three of its nine properties, Radio, Thorburn Lake and Madison, and prepared for a winter drill program in the first quarter of 2018 at the Geiger property.

During the year ended December 31, 2017, IsoEnergy incurred an aggregate of \$2,775,049 of deferred exploration expenditures on its properties as set forth below.

	Radio	Thorburn Lake	Madison	Other	Total
Drilling	\$ 554,119	\$ 595,549	\$ 383	\$ 18,045	\$ 1,168,096
Geological and geophysical	-	274,683	103,994	(180)	378,497
Labour and wages	114,222	141,320	31,179	223,677	510,398
Geochemistry and assays	74,410	68,725	-	-	143,135
Camp costs	45,678	58,314	22	6,589	110,603
Travel and other	11,168	17,612	2,189	41,429	72,398
<b>Cash expenditures</b>	<b>799,597</b>	<b>1,156,203</b>	<b>137,767</b>	<b>289,560</b>	<b>2,383,127</b>
Stock-based compensation	85,007	105,788	19,920	146,760	357,475
Depreciation	14,526	19,921	-	-	34,447
<b>Total expenditures</b>	<b>\$ 899,130</b>	<b>\$ 1,281,912</b>	<b>\$ 157,687</b>	<b>\$ 436,320</b>	<b>\$ 2,775,049</b>

A description of these exploration activities during the three months ended March 31, 2018 and the year ended December 31, 2017 is set forth below.

#### Geiger – 2018

During the period January to March, 2018, IsoEnergy completed a program of core drilling at the Geiger property. Drilling totalled 3,411 metres in nine drill holes. A narrow zone of elevated radioactivity was intersected in drill hole GG18-08 and a thicker zone of elevated radioactivity was intersected in drill hole GG18-09.

*Drill Hole GG18-08*

Elevated radioactivity in drill hole GG18-08 was intersected within basement pelitic gneiss, approximately 15 metres beneath the base of the Athabasca sandstone. Radioactivity measured with a 2PGA-1000 total gamma down-hole probe averages 4,500 counts per second (CPS) over 2.1 metres. The maximum probe value within the interval is just over 14,000 CPS. Analysis of the drill core with a hand-held spectrometer indicates the radioactivity is due to uranium, but geochemical analysis is needed for final confirmation. The drill core has been sampled and geochemical results are pending. Drill hole GG18-08 is a 50 metre step-out (along strike to the northeast) from historic mineralized drill hole HL-76. HL-76 intersected 0.65% U<sub>3</sub>O<sub>8</sub> over 0.1 metres in basement gneiss approximately 43 metres beneath the base of the Athabasca sandstone. GG18-08 is the furthest hole to the northeast along the northeast trending HL11S conductor. Therefore, the mineralized zone is wide open to the northeast and at depth. According to historical geophysical surveys, the HL11S conductor might extend up to 2.5 kilometres to the northeast beyond GG18-08.

*Drill Hole GG18-09*

Drill hole GG18-09 is located 1.7 kilometres southwest of drill hole GG18-08. The elevated radioactivity in GG18-09 is relatively thick and straddles the sub-Athabasca unconformity. Radioactivity measured with a 2PGA-1000 total gamma down-hole probe averages 1,370 counts per second (CPS) over 19.3 metres from 203.1-222.4 metres. The maximum probe value within the interval is just over 7,300 CPS. The zone of elevated radioactivity is associated with well developed and locally massive clay alteration and significant core loss. As with GG18-08, analysis of the recovered drill core with a hand-held spectrometer indicates the radioactivity is due to uranium, but geochemical analysis is needed for final confirmation. Drill hole GG18-09 is a 50 metre step-out (along strike to the southwest) from historic mineralized drill hole HL-50. HL-50 intersected 2.7% U<sub>3</sub>O<sub>8</sub> over 1.2 metres in basement gneiss just beneath the base of the Athabasca sandstone. The closest drill hole along-strike to the southwest is located 150 metres to the southwest, and likely missed the target horizon given the reported basement geology. Therefore, the mineralized zone is wide open to the southwest and at depth.

Geiger - 2017

Targeting and drill program planning activities were completed at Geiger during the fourth quarter of the year ended December 31, 2017 in preparation for a 2018 drill program. The objective of the program is to evaluate two areas with historic intersections of basement hosted uranium mineralization. The results will be used to determine the orientation and morphology of the mineralization and alteration, allowing the Company's technical team to vector into the core of the systems.

Radio - 2017

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.

### Thorburn Lake - 2017

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 also 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.

In the fourth quarter of 2017, a program of ground geophysics was completed. The program consisted of 49.5 line-kilometres of DC-Resistivity surveying on grid lines spaced 200 metres apart. This work extended coverage to the southwest of the area surveyed with DC-Resistivity in 2016 and was designed to initiate exploration on the western half of the property. Compilation and interpretation of the data with prior geophysical surveys has resulted in the identification of target areas that warrant drilling. The target areas are discrete resistivity low anomalies in the basement that coincide with magnetic lineaments. These features may represent areas of hydrothermal alteration along major structures that could be related to basement hosted uranium mineralization.

### Madison - 2017

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 and combined with the results of an airborne electromagnetic (VTEM) survey flown by NexGen in 2014. A preliminary interpretation of the combined datasets has resulted in the identification of several drilling targets, many of which are discrete VTEM anomalies coincident with DC-resistivity lows and/or magnetic lineaments.

### **Outlook**

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.

As of the date hereof, the Company's exploration priorities are the Geiger, Thorburn Lake and Radio properties. Follow-up drilling is planned to extend the mineralization intersected in the recently completed drill program at the Geiger property. 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 geophysical anomalies generated by the survey recently completed in 2017. At Radio, additional drilling is required to continue to evaluate high priority geophysical targets on the property. Finally, airborne geophysical surveying is planned on some of the newly staked properties to aid in the development of drilling targets.

### **SUMMARY OF QUARTERLY RESULTS**

The following information is derived from the Company's financial statements prepared in accordance with IFRS applicable to interim financial reporting including IAS 34. For all quarterly periods other than

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For the three months ended March 31, 2018 and 2017

those ended December 31, the information below should be read in conjunction with the Company's interim financial statements for each of the past seven quarters.

Consistent with the preparation and presentation of the Annual Financial Statements, these unaudited quarterly results are presented in Canadian dollars.

	March 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	March 31, 2017	Dec. 31, 2016	Sept. 30, 2016	June 30, 2016
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Loss	\$ (533,291)	\$ (396,968)	\$ (616,982)	\$ (657,860)	\$ (811,228)	\$ (1,889,543)	\$ (429,496)	\$ (226,265)
Basic loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.05)	\$ (0.01)	\$ (0.05)
Diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.05)	\$ (0.01)	\$ (0.05)

IsoEnergy does not derive any revenue from its operations. Its primary focus is the acquisition, exploration and evaluation of mineral 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

IsoEnergy has no revenue-producing operations, earns only minimal interest income on cash, and is expected to have recurring operating losses. As at March 31, 2018, the Company had an accumulated deficit of \$5,561,632.

On April 19, 2018, the Company closed a flow-through and non-flow-through non-brokered private placements. The Company has issued 1,675,000 flow-through units (the "**FT Units**") at \$0.54 per FT Unit and 3,095,520 non-flow-through units (the "**Units**") at \$0.40 per Unit raising aggregate gross proceeds of \$2,154,708. Each FT Unit consists of one flow-through common share and one-half of a share purchase warrant (each whole warrant, a "**Warrant**"), with each Warrant entitling the holder to purchase an additional common share for a period of three years at an exercise price of \$0.60. Each Unit consists of one non-flow-through common share and one-half of a Warrant.

As at the date of this MD&A, the Company has approximately \$3.8 million in cash and \$3.8 in working capital of which \$0.1 million represents proceeds from the issue of flow-through shares, and is allocated to eligible exploration expenditures which must be incurred by December 31, 2018, and \$0.9 million by December 31, 2019.

As at the date hereof the Company has sufficient funds to finance its general and administrative costs for at least the next 12 months.

The Company's properties are in good standing with the applicable governmental authority until between November 3, 2018 and May 25, 2039 and the Company does not have any contractually imposed expenditure requirements.

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 Company's AIF 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 IsoEnergy.

#### OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at March 31, 2018 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.

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Remuneration attributed to key management personnel for the three months ended March 31, 2018 is summarized as follows:

	Short term compensation	Share-based compensation	Total
Expensed in the statement of loss and comprehensive loss	\$ 134,578	\$ 122,651	\$ 257,229
Capitalized to exploration and evaluation assets	92,158	41,761	133,919
	\$ 226,736	\$ 164,412	\$ 391,148

Remuneration attributed to key management personnel for the three months ended March 31, 2017 is summarized as follows:

	Short term compensation	Share-based compensation	Total
Expensed in the statement of loss and comprehensive loss	\$ 132,215	\$ 246,956	\$ 379,171
Capitalized to exploration and evaluation assets	91,434	106,725	198,159
	\$ 223,649	\$ 353,681	\$ 577,330

As of March 31, 2018, \$12,500 (December 31, 2017 – \$nil) was included in accounts payable and accrued liabilities owing to directors and officers for compensation.

During the three months ended March 31, 2018 the company leased some equipment from NexGen for \$6,267.

The Company charges office lease and administrative expenditures to NxGold Ltd.. ("NxGold"), a Company with officers and directors in common. During the three ended March 31, 2018, office lease and administrative expenditures billed to NxGold amounted to \$9,200 (2017:nil). As at March 31, 2018, the

Company was due \$9,200 from NxGold (December 31, 2017:nil).

### OUTSTANDING SHARE DATA

The authorized capital of IsoEnergy consists of an unlimited number of common shares. As of May 8, 2018, there were 54,191,068 common shares outstanding and 4,515,000 stock options outstanding, each entitling the holder to purchase one common share of IsoEnergy at the prices set forth below.

Stock options outstanding at May 8, 2018 together with the expiry date and exercise price thereof are set forth below:

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	166,666	\$1.00	January 4, 2022
50,000	\$ 1.00	16,666	\$1.00	May 25, 2022
440,000	\$ 0.57	146,666	\$0.57	January 8, 2023
4,515,000	\$ 0.96	2,879,998	\$0.98	

### CRITICAL ACCOUNTING ESTIMATES

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 Annual 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 audited financial statements for the year ended December 31, 2017 and have been consistently followed in preparation of these condensed consolidated interim financial statements except as noted below.

### **New standards adopted:**

The Company reviewed certain new standards were issued by IAS board that are mandatory for accounting periods beginning on or after January 1, 2018. These standards are listed below and had no impact on the Company.

IFRS 9 – *Financial Instruments* is a new standard that replaced IAS 39 – *Financial Instruments: recognition and Measurement* for classification and measurement of financial instruments.

IFRS 2 – *Share-based payments* is an amended standard to clarify how to account for certain types of share-based payment transactions. 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.

### **Future accounting pronouncements:**

The following standard has not been adopted by the Company and is being evaluated:

IFRS 16 – *Leases* is a new standard that will replace IAS 17 - *Leases* 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.

## **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. 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.

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.

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 March 31, 2018, 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 March 31, 2018, 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 March 31, 2018, the Company had a working capital balance of \$1,820,114, including cash of \$1,850,161.

#### **(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 March 31, 2018.

(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 March 31, 2018, 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 Annual Information Form for the period ended December 31, 2017 and the "Industry and Economic Factors that May Affect the Business" included above the Overall Performance section of this MD&A. 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 IsoEnergy'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 months ended March 31, 2018 and 2017, which is available on IsoEnergy'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 IsoEnergy’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 IsoEnergy 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 IsoEnergy’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 IsoEnergy 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 IsoEnergy ; 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 IsoEnergy 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 IsoEnergy 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 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.