



# **ISOENERGY LTD.**

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

For the Year Ended December 31, 2018

Dated: February 28, 2019

## 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 year ended December 31, 2018 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2018 and 2017 and the notes thereto (together, the "**Annual Financial Statements**") and other corporate filings 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 at 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 53.35% 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 uranium mineral properties are summarized in Table 1 below.

Table 1 – Summary of Uranium Mineral Properties

Area	Project	Hectares	Date Acquired	Acquisition Type	Encumbrances
Saskatchewan	Radio	805	2016	Spun-out from NexGen	2% NSR*
	Thorburn Lake	2,802	2016	Spun-out from NexGen	1% NSR and 10% CI**
	2Z	354	2016	Spun-out from NexGen	2% NSR*
	Carlson Creek	759	2016	Spun-out from NexGen	1% NSR and 10% CI**
	Madison	1,347	2016	Spun-out from NexGen	2% NSR*
	North Thorburn	1,708	2016	Purchased	None
	Geiger	12,593	2017/8	Purchased	NPI applies to some claims***
	Fox	1,374	2017	Staked	None
	East Rim	6,703	2017	Staked	None
	Full Moon	4,872	2017	Staked	None
	Whitewater	27,529	2018	Staked	None
	Larocque East	3,155	2018	Purchased	None
	Whitewater East	1,147	2018	Staked	None
		<i>subtotal</i>	65,148		
Nunavut	Mountain Lake	5,625	2016	Staked	None
		70,773			

\* 2% Net Smelter Royalty (“NSR”) on minerals other than diamonds, plus a 2% Gross Overriding Royalty on diamonds

\*\* 1% NSR plus a 10% Carried Interest (“CI”). The CI can be converted to an additional 1% NSR at the Holder’s option.

\*\*\* Sliding scale Net Profits Interest (“NPI”) ranging between 0% and 20% applies to a 7.5% interest in certain claims.

Figure 1 shows the location of the Company's properties in Saskatchewan.

Figure 1 – Property Location Map



## OVERALL PERFORMANCE

### General

In the year ended December 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 December 31, 2018, the Company had cash of \$6,405,256, an accumulated deficit of \$6,860,622 and working capital (defined as current assets less accounts payable and accrued liabilities) of \$6,293,701.

The Annual 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.

## **DISCUSSION OF OPERATIONS**

### **Corporate Activities in 2017**

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  $U_3O_8$  with an average grade of 0.23%  $U_3O_8$  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 in 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 (which has subsequently been expanded) in the Eastern Athabasca Basin of Saskatchewan 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. Historic drill hole HL-50 intersected 2.74%  $U_3O_8$  over 1.2 metres in the basement on the H11 South conductor. Additionally, historic drill hole HL-48 intersected 0.18%  $U_3O_8$  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 did not have any subsidiaries.

### **Corporate Activities in 2018**

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

On March 29, 2018, the Company acquired a 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. It is treated as an expansion of the Geiger property and the combined set of claims are referred to as Geiger. The total area of the expanded Geiger property is 12,593 hectares.

On April 19, 2018, the Company closed a flow-through and non-flow-through non-brokered private placement. The Company 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.

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 for \$20,000 in cash and 1,000,000 common shares (the "**Transaction**"). The Transaction closed May 9, 2018.

Additional staking was carried out to extend the Whitewater property on May 14, 2018. The total area of the Whitewater property is now 27,529 hectares. On the same day a new property called Whitewater East (1,147 hectares) was also acquired through staking.

On December 20, 2018, the Company issued 9,173,200 flow-through shares of the Company (the "**FT Shares**") at a price of \$0.44 per FT Share for aggregate gross proceeds of approximately \$4,036,208 and 3,999,600 non flow-through common shares at a price of \$0.38 per common share for gross proceeds of approximately \$1,519,848. Share issuance costs were \$396,772, net of \$104,618 of tax. Share issuance costs includes 553,548 brokers' warrants which were valued using a Black-Sholes model.

## Exploration and Evaluation Spending

During the year ended December 31, 2018, IsoEnergy completed a winter drill program at the Geiger property and then completed a summer drill program at the Geiger property, which included one drill hole on the newly acquired Larocque East property. Additionally, a program of airborne radiometric/magnetic geophysical surveying was completed at the Whitewater property.

	Geiger	Larocque East	Whitewater	Other	Total
Drilling	\$ 970,350	\$ 112,199	\$ -	\$ 21,412	\$ 1,103,961
Geological and geophysical	1,475	14,640	132,994	2,898	152,007
Labour and wages	305,717	308,065	39,643	40,184	693,609
Geochemistry and assays	92,035	12,181	-	-	104,216
Camp costs	126,829	15,241	-	-	142,070
Travel and other	42,314	15,992	10,907	2,995	72,208
<b>Cash expenditures</b>	<b>1,538,720</b>	<b>478,318</b>	<b>183,544</b>	<b>67,489</b>	<b>2,268,071</b>
Stock-based compensation	110,348	111,195	14,309	-	235,852
Depreciation	11,295	6,322	-	-	17,617
<b>Total expenditures</b>	<b>\$1,660,363</b>	<b>\$595,835</b>	<b>\$197,853</b>	<b>\$67,489</b>	<b>\$2,521,540</b>

During the year ended December 31, 2017, IsoEnergy actively explored three of its nine properties; Radio, Thorburn Lake and Madison, incurring 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 year ended December 31, 2018 and the year ended December 31, 2017 is set forth below.

### Geiger and Larocque East Drilling – Summer 2018

IsoEnergy completed a summer helicopter supported drilling program at the Geiger and Larocque East properties in July, 2018. The program consisted of 2,366 metres of core drilling in seven drill holes at Geiger, followed by 550 metres of core drilling in one drill hole at Larocque East. At the Geiger property there were two main target areas in the general vicinity of the mineralization observed in winter 2018 drill holes GG18-08 and GG18-09, discussed below under *Geiger – Winter 2018*. None of the Geiger property summer 2018 drill holes were significantly mineralized.



One drill hole (the final drill hole of the summer program), LE18-01A, was completed near the western boundary of the Larocque East property and was significantly mineralized. This new discovery has been named the Hurricane Zone. Mineralization within a broad 8.5-metre-long interval of elevated radioactivity straddles the sub-Athabasca unconformity and consists of fracture controlled and disseminated pitchblende with hematite and clay from 338.5-347.0 metres. The mineralized intervals are summarized in Table 2. An off-scale subinterval from 345.0-346.0 metres that includes semi-massive pitchblende averages 6.45% U<sub>3</sub>O<sub>8</sub> over 1.0m. The highest assay was 0.5 metres of 8.20% U<sub>3</sub>O<sub>8</sub> from 345.0-345.5 metres.

**Table 2 – Larocque East Mineralized Intervals**

<b>Hole-ID</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Length (m)</b>	<b>SPP2 cps</b>	<b>U<sub>3</sub>O<sub>8</sub> (%)</b>
LE18-01A	338.5	347.0	8.5	>500	<b>1.26</b>
<i>includes</i>	<i>344.5</i>	<i>347.0</i>	<i>2.5</i>	<i>&gt;2500</i>	<b>3.58</b>
<i>Includes</i>	<i>345.0</i>	<i>346.0</i>	<i>1.0</i>	<i>&gt;15,000</i>	<b>6.45</b>

#### Geiger – Winter 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 weakly elevated radioactivity was intersected in drill hole GG18-09. These are described in more detail below.

#### *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. The radioactive interval returned 2.0 metres (271.2-273.2 metres) of 0.11% U<sub>3</sub>O<sub>8</sub>, 2,227 ppm V, 580 ppm Ni, 407 ppm Co, and 1.5 g/t Ag. The interval includes 0.2 metres (271.2-271.4 metres) of 0.35% U<sub>3</sub>O<sub>8</sub>, 9,320 ppm V, 2,060 ppm Ni, 1,560 ppm Co, and 5.9 g/t Ag. 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. 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. Within the 19.3 metre interval of elevated radioactivity, a 15.0 metre interval (207.0 to 222.0 metres) averages 0.03% U<sub>3</sub>O<sub>8</sub>, 2,600 ppm Cu, 998 ppm Ni, 943 ppm Zn and 2.4 g/t Ag. This broad interval includes individual samples with up to 14,700 ppm Cu, 3,130 ppm Ni, 407 ppm Co, 3,670 ppm Zn and 6.4 g/t Ag. The zone of elevated radioactivity is associated with well developed and locally massive clay alteration and significant core loss. 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.



### 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 to April 21, 2017. Results have been compiled and combined with the results of an airborne electromagnetic (VTEM) survey flown by NexGen in 2014. An 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 Larocque East, Geiger, Thorburn Lake and Radio properties.

At the Larocque East property, a 10-hole follow-up drilling program is currently underway to extend the Hurricane zone mineralization intersected in the Summer 2018 drill campaign. Initial results have been encouraging, with expansion of the mineralized zone on section to a total width of at least 38 metres. Results include 3.5 metres @ 10.4% U<sub>3</sub>O<sub>8</sub> in drill hole LE19-02. Additionally, the first attempt to expand the mineralization along-strike to the east was successful, with a substantial radioactive interval intersected in drill hole LE19-06. Assays for drill hole LE19-06 are pending. It is expected that additional drilling will be done at the Hurricane zone in 2019 following the completion of the current program.

Additional exploration drilling is also planned for several target areas 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 its newly staked properties to aid in the development of drilling targets.

## SELECTED FINANCIAL INFORMATION

Management is responsible for the Annual 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 the Annual Financial Statements and MD&A and make recommendations to the Company's Board. It is the Board which has final approval of the Annual Financial Statements and MD&A.

The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Based on the nature of the Company's activities, both presentation and functional currency is Canadian dollars.

The Company's Annual 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

During the year ended December 31, 2018, the Company capitalized \$2,521,540 of exploration costs to exploration and evaluation assets compared to \$2,775,049 in the year ended December 31, 2017. The costs of these activities are capitalized to exploration and evaluation assets and are described in the Discussion of Operations section above.

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

	2018	2017
Share-based compensation	\$ 418,347	\$ 977,641
Administrative salaries, contract and director fees	732,123	690,995
Investor relations	445,402	172,640
Office and administrative	150,307	148,412
Professional and consultant fees	163,154	331,515
Travel	151,447	153,927
Public company costs	107,312	66,610
Interest income	(26,513)	(25,391)
<b>Loss from operations</b>	<b>(2,141,579)</b>	<b>(2,516,349)</b>
Deferred income tax recovery	309,298	33,312
<b>Loss and comprehensive loss</b>	<b>\$(1,832,281)</b>	<b>\$(2,483,037)</b>
<b>Loss per common share – basic and diluted</b>	<b>\$ (0.03)</b>	<b>\$ (0.06)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>53,017,262</b>	<b>43,541,318</b>

During the year ended December 31, 2018, the Company recorded a loss of \$1,832,281 compared to \$2,483,037 in the year ended December 31, 2017. The loss was lower in the year ended December 31, 2018 as compared to the year ended December 31, 2017 due primarily to a decrease in share-based compensation expense, taxes and professional expenses in 2018, partially offset by an increase in investor relations costs.

Share-based compensation charged to the statement of loss and comprehensive loss was \$418,347 in the year ended December 31, 2018 compared to \$977,641 in the year ended December 31, 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 year ended December 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 options in 2017 and 2018. In the year ended December 31, 2018 there were 2,860,000 options granted with a fair value per option of \$0.28 with the value being recognized over the vesting period of the options in 2018 and 2019. In the year ended December 31, 2018, 615,000 options were forfeited resulting in a reversal of \$96,202 of charges recorded in prior periods.

Administrative salaries and directors' fees at \$732,123 for the year ended December 31, 2018 were higher than the year ended December 31, 2017 which were \$690,995 due to higher annual bonuses and increased administration activities, partially offset by a reduction in the number of directors and employees early in the second quarter of 2018.

Investor relations expenses were \$445,402 for the year ended December 31, 2018 compared to \$172,640 in the year ended December 31, 2017, and related primarily to costs incurred in communicating with existing

and potential shareholders. The costs were higher in 2018 due to increased investor relations activity in an improving uranium market.

Office and administrative expenses were \$150,307 for the year ended December 31, 2018 compared to \$148,412 in the year ended December 31, 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 \$163,154 for the year ended December 31, 2018 compared to \$331,515 for the year ended December 31, 2017. Professional fees consisted of legal fees related to the Company's business development activities, as well as accounting and tax fees related to regulatory filings. The amounts vary depending on the business development activities.

Travel expenses were \$151,447 for the year ended December 31, 2018 compared to \$153,927 in the year ended December 31, 2017. Travel expenses relate to business development and general corporate activities and amounts vary depending on projects and activities being undertaken.

Public company costs were \$107,312 for the year ended December 31, 2018 compared to \$66,610 in the year ended December 31, 2017 and consisted primarily of costs associated with the Company's continuous disclosure obligations, listing fees, transfer agent costs, press releases and other shareholder communications. The public company costs were higher in 2018 compared to 2017 due to an increase in press releases and increased listing fee. The listing fees were higher in the year ended December 31, 2018 due to a full year of OTC listing fees (listed in July 2017). In addition in 2018 the Company incurred the initial fees associated with allowing IsoEnergy's shares to trade through the Depository Trust Company in the United States which improves liquidity for investors in the United States.

The Company recorded interest income of \$26,513 in the year ended December 31, 2018 compared to \$25,391 in the year ended December 31, 2017 which represents interest earned on cash balances.

A reconciliation of income taxes based on statutory rates and reported taxes is set forth below:

	2018	2017
Loss from operations	\$ (2,141,579)	\$ (2,516,349)
Statutory rate	27%	26.75%
Expected tax recovery	\$ (578,226)	\$ (673,123)
Permanent differences		
Share-based compensation	112,954	261,519
Other	3,262	(1,408)
Release of flow-through share premium liability	(343,751)	(199,961)
Flow-through renunciation	496,463	579,661
Income tax recovery	\$ (309,298)	\$ (33,312)

The Company records a deferred tax recovery or expense which is comprised of a recovery on losses recognized in the period and the release of flow-through share premium liability which is offset by the renunciation of flow-through share expenditures. In the year ended December 31, 2018, this resulted in a recovery of \$309,298 compared to \$33,312 in the year ended December 31, 2017 due primarily to the issue of more flow-through shares in the year ended December 31, 2018 and a lower flow-through share renunciation. The Company issued flow-through shares late in the year which, for the purpose of the tax provision will be renounced in 2019.

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. As of December 31, 2018, the Company is obligated to spend \$4,036,208 on eligible exploration expenditures by the end of 2019.

### 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.

	December 31, 2018	December 31, 2017
Exploration and evaluation assets	\$ 43,473,242	\$ 39,065,805
Total assets	\$ 50,070,779	\$ 42,515,778
Total current liabilities	\$ 816,756	\$ 247,061
Total non-current liabilities	\$ 199,366	\$ 280,740
Working capital <sup>(1)</sup>	\$ 6,293,701	\$ 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 year ended December 31, 2018 the Company capitalized \$2,521,540 of exploration costs and \$1,885,897 of acquisition costs. See "Discussion of Operations" above.

### SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's financial statements prepared in accordance with IFRS applicable to Annual financial reporting including IAS 34. For all quarterly periods other than those ended December 31, the information below should be read in conjunction with the Company's Annual 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.

	Dec. 31, 2018	Sept. 30, 2018	June 30, 2018	March 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	March 31, 2017
<b>Revenue</b>	Nil	Nil	Nil	Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
<b>Loss Basic and diluted loss per share</b>	\$ (525,160)	\$ (518,694)	\$ (255,136)	\$ (533,291)	\$ (396,968)	\$ (616,982)	\$ (657,860)	\$ (811,228)
	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)

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.

## FOURTH QUARTER

During the fourth quarter of 2018, the Company capitalized \$341,269 of exploration and evaluation costs. The fourth quarter is generally a time of low exploration activity as the larger programs are scheduled in the winter when the ice is on and the summer when the ice is off.

During the three months ended December 31, 2018 the Company had a loss of \$525,160 compared to \$396,968 in the three months ended December 31, 2017. The loss was higher in the three months ended December 31, 2018 primarily due to increased corporate activity partially offset by taxes.

Share-based compensation charged to the statement of loss and comprehensive loss was \$142,588 in the three months ended December 31, 2018 compared to \$136,883 in the three months ended December 31, 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 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.

Administrative salaries and directors' fees totalling \$253,092 for the three months ended December 31, 2018 were higher than the \$154,622 for the three months ended December 31, 2017 due to higher annual bonuses.

Investor relations expenses were \$91,993 for the three months ended December 31, 2018 compared to \$21,906 for the three months ended December 31, 2017 and relate primarily to costs incurred in dealing with existing and potential shareholders. The costs were higher in 2018 due to increased investor relations activity in an improving uranium market.

Office and administrative expenses were \$39,558 for the three months ended December 31, 2018 compared to \$36,005 in the three months ended December 31, 2017 and consisted of office rent and other general administrative costs.

Professional fees were \$36,501 for the three months ended December 31, 2018 and consisted of legal, technical and accounting fees compared to \$43,663 for the three months ended December 31, 2017. Professional fees include technical and legal fees related to the Company's business development activities, accounting and tax fees related to regulatory filings and legal fees for general corporate matters.

Travel expenses were \$69,793 for the three months ended December 31, 2018 compared to \$17,738 in the three months ended December 31, 2017 and related to business development and general corporate activities. The costs were higher in the three months ended December 31, 2018 due to a roadshow undertaken by management in the fourth quarter of 2017 combined with a European conference.

Public company costs were \$23,767 for the three months ended December 31, 2018 compared to \$5,914 for the three months ended December 31, 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. There was an increase in three months ended December 31, 2018 due to an increase in press releases and timing of payments of listing fees.

The Company recorded interest income of \$5,263 in the three months ended December 31, 2018 compared to \$10,762 in the three months ended December 31, 2017 earned on cash balances. Cash balances were higher in 2017 due to funds raised late in 2016 and early 2017. In 2018 funds were raised December 20, 2018 and therefore interest income of these funds were minimal.

In the three months ended December 31, 2018, the Company recorded a deferred tax recovery of \$126,869 compared to a deferred tax recovery of \$8,071 in the three months ended December 31, 2017 due to higher spending on eligible flow-through expenditure which results in a higher flow-through share renunciation in 2017 which offsets the expected tax recovery on operations.

### **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 December 31, 2018, the Company had an accumulated deficit of \$6,860,622.

As discussed above the the Discussion of Operations, in the year ended December 31, 2018 the Company issued 17,973,320 common shares for net proceeds of \$7,281,777. The Company has raised 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 year in which the shares were issued. As of December 31, 2018, the Company is obligated to spend \$4,036,208 on eligible exploration expenditures by the end of 2019

As at the date of this MD&A, the Company has approximately \$5.5 million in cash and \$5.3 million in working capital.

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, 2019 and May 24, 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 Annual Information Form 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 December 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.



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 is summarized as follows:

<b>Year ended December 31, 2018</b>	<b>Short-term compensation</b>	<b>Share-based compensation</b>	<b>Total</b>
Expensed in the statement of loss and comprehensive loss	\$ 653,306	\$ 452,725	\$ 1,106,031
Capitalized to exploration and evaluation assets	482,347	166,384	648,731
	\$ 1,135,653	\$ 619,109	\$ 1,754,762

  

<b>Year ended December 31, 2017</b>	<b>Short-term compensation</b>	<b>Share-based compensation</b>	<b>Total</b>
Expensed in the statement of loss and comprehensive loss	\$ 547,595	\$ 812,190	\$ 1,359,785
Capitalized to exploration and evaluation assets	378,189	313,075	691,264
	\$ 925,784	\$ 1,125,265	\$ 2,051,049

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

On April 19, 2018 NexGen acquired 3,075,520 common shares at \$0.40 per share. On December 20, 2018, NexGen acquired 3,947,000 common shares at \$0.38 per share.

During the year ended December 31, 2018, the Company leased equipment from NexGen for \$6,267 (2017 – \$6,443).

The Company charges office lease and administrative expenditures to NxGold Ltd. ("NxGold"), a company with officers and directors in common. During the year ended December 31, 2018, office lease and administrative expenditures charged to NxGold amounted to \$60,623 (2017 - nil). As at December 31, 2018, the Company was due nil from NxGold (December 31, 2017 - nil).

## **OUTSTANDING SHARE DATA**

The authorized capital of IsoEnergy consists of an unlimited number of common shares. As of February 28, 2019, there were 68,363,868 common shares outstanding and 6,320,000 stock options outstanding, each entitling the holder to purchase one common share of IsoEnergy at the prices set forth below.

Stock options outstanding at February 28, 2019 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
3,100,000	\$ 1.00	3,100,000	\$ 1.00	October 25, 2021
100,000	\$ 1.00	100,000	\$ 1.00	October 24, 2021
250,000	\$ 1.00	250,000	\$ 1.00	January 4, 2022
50,000	\$ 1.00	33,333	\$ 1.00	May 25, 2022
400,000	\$ 0.57	266,680	\$ 0.57	January 8, 2023
1,120,000	\$ 0.36	369,996	\$ 0.36	July 30, 2023
1,250,000	\$ 0.42	416,661	\$ 0.42	December 28, 2023
50,000	\$ 0.42	-	\$ 0.42	December 28, 2023
6,320,000	\$ 0.74	4,536,670	\$ 0.87	

Warrants outstanding at February 28, 2019 together with the expiry date and exercise price thereof are set forth below:

Expiry Date	Number of warrants	Weighted average exercise price per share
April 19, 2021	2,400,260	\$ 0.60
December 20, 2020	553,548	\$ 0.38
	2,953,808	\$ 0.56

## 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, 2018 and have been consistently followed in preparation of these condensed consolidated Annual 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* ("IFRS 16") is a new standard that will replace IAS 17 – *Leases*, effective for annual periods beginning on or after January 1, 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

On January 1, 2019 the Company plans to adopt IFRS 16 retrospectively with the cumulative effect on initially applying the standard recognized at the date of initial application. The Company will also elect to account for leases with lease terms that end within 12 months of the date of initial application as short term leases whereby the Company will recognize the lease payments as an expense over the lease term.

Upon the adoption of IFRS 16, the Company anticipates it will record a balance of right-of-use asset of \$260,000 and associated lease liability related to its only lease with a term of 12 months or more on the statement of financial position at January 1, 2019. The lease is related to office space and extends to May

31, 2023. Due to the recognition of the lease asset and liability, a higher amount of depreciation expense and interest on lease liability will be recognized under IFRS 16 as compared to the current standard. Lastly, the Company expects a reduction in cash flows from operating activities with a corresponding increase in cash outflows from financing activities under IFRS 16.

IsoEnergy has a Facilities and Shared Services Agreement (“NxGold Agreement”) with NxGold, a related company. IsoEnergy effectively sub-leases approximately 50% of its office space to the NxGold in exchange for \$2,589 per month. The NxGold Agreement can be terminated with 30-days’ notice but is expected to be renewed for the term of the lease. The amounts received from NxGold will be recognized as other income. Previously they were netted against the rental expense.

## **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 initially recorded at fair value and subsequently at amortized cost with accrued interest recorded in accounts receivable.

## **Financial instrument risk exposure**

As at December 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 December 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 December 31, 2018, the Company had a working capital balance of \$6,293,701, including cash of \$6,405,256.

### **(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 December 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 December 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 mining properties. The primary risk factors affecting the Company are set forth below. For a comprehensive list of the risks and uncertainties facing the Company, please see “Risk Factors” in the Company’s most recent annual information form and above under “Industry and Economic Factors that May Affect the Business”.

### **Negative Operating Cash Flow and Dependence on Third Party Financing**

The Company has no source of operating cash flow and there can be no assurance that the Company will ever achieve profitability. Accordingly, the Company is dependent on third party financing to continue exploration activities on the Company’s properties, maintain capacity and satisfy contractual obligations. Accordingly, the amount and timing of expenditures depends on the Company’s cash reserves and access to third party financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company’s properties or require the Company to sell one or more of its properties (or an interest therein).

### **Uncertainty of Additional Financing**

As stated above, the Company 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 Company’s access to third party financing depends on a number of factors including the price of uranium, the results of ongoing exploration, a claim against the Company, a significant event disrupting the Company’s business or the uranium industry generally, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all. As previously stated, failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company’s properties or require the Company to sell one or more of its properties (or an interest therein).

### **The Price of Uranium Price and Alternate Sources of Energy**

The price of uranium is at historically low levels and the price of the Company’s securities is highly sensitive to fluctuations in the price of uranium. Historically, the fluctuations in these prices have been, and are expected to continue to be, affected by numerous factors beyond the Company’s control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; public and political response to a nuclear accident; improvements in nuclear reactor efficiencies; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess inventories by governments and industry participants; and production levels and production costs in key uranium producing countries.

In addition, nuclear energy competes with other sources of energy like oil, natural gas, coal and hydro-electricity. These sources are somewhat interchangeable with nuclear energy, particularly over the longer term. If lower prices of oil, natural gas, coal and hydro-electricity are sustained over time, it may result in lower demand for uranium concentrates and uranium conversion services, which, among other things, could lead to lower uranium prices. Growth of the uranium and nuclear power industry will also depend on continuing and growing public support for nuclear technology to generate electricity. Unique political, technological and environmental factors affect the nuclear industry, exposing it to the risk of public opinion, which could have a negative effect on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident at a nuclear reactor anywhere in the world could affect acceptance of nuclear energy and the future prospects for nuclear generation.

All of the above factors could have a material and adverse effect on the Company's ability to obtain the required financing in the future or to obtain such financing on terms acceptable to the Company, resulting in material and adverse effects on its exploration and development programs, cash flow and financial condition.

### **Loss of Entire Investment**

An investment in the Common Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

### **Mineral Exploration is Speculative**

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities, as major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities. Whether income will result from projects undergoing exploration programs depends on the successful establishment of mining operations. Factors including, but not limited to, government regulations (such as those governing prices, taxes, royalties, land tenure, land use and environmental protection), costs, actual mineralization, size and grade of mineral deposits, consistency and reliability of ore grades and commodity prices may affect successful project development. Few properties that are explored are ultimately developed into producing mines.

### **Additional Exploration Risks**

The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. Discovery of mineral deposits is also dependent upon a number of factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting exploration programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of any bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that it will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, most of which are beyond the control of the Company and may result in the Company not receiving adequate return on investment capital.

### **No Known Mineral Resources or Reserves**

There are no known bodies of commercial minerals on the Company's mineral exploration properties. The exploration programs undertaken and proposed constitute an exploratory search for mineral resources and mineral reserves or programs to qualify identified mineralization as mineral reserves. There is no assurance that the Company will be successful in its search for mineral resources and mineral reserves.

These are not the only risks and uncertainties that IsoEnergy 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 Annual Financial Statements for the years ended December 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.