



# NORTHERN URANIUM CORP

CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited - prepared by management

Expressed in Canadian dollars

June 30, 2015

**NOTICE TO READER**

These condensed interim financial statements of Northern Uranium Corp. ("the Company", formerly MPVC Inc.) for the six months ended June 30, 2015 have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

# Northern Uranium Corp.

Statements of Financial Position  
(Unaudited - Prepared by Management)  
(Expressed in Canadian Dollars)

	<i>Note</i>	June 30, 2015	December 31, 2014
<b>Assets</b>			
Current assets			
Cash		\$ 932,002	\$ 756,913
Receivables		51,475	37,052
Prepaid expenses		76,052	74,041
		1,059,529	868,006
Non-current assets			
Exploration and evaluation assets	4	937,500	937,500
<b>Total Assets</b>		<b>\$ 1,997,029</b>	<b>\$ 1,805,506</b>
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities	6	\$ 542,731	\$ 703,600
<b>Shareholders' Equity</b>			
Share capital	7	10,324,205	7,306,174
Reserves		1,055,411	1,055,411
Deficit		(9,925,318)	(7,259,679)
		1,454,298	1,101,906
<b>Total Liabilities and Shareholders' Equity</b>		<b>\$ 1,997,029</b>	<b>\$ 1,805,506</b>

Nature and continuance of operations (Note 1)

Commitments (Note 8)

Approved by the Board of Directors:

*"Chad Ulansky"*

Chad Ulansky

*"Lorie Waisberg"*

Lorie Waisberg

*See accompanying notes to condensed interim financial statements.*

## Northern Uranium Corp.

Statements of Loss and Comprehensive Loss  
(Unaudited - Prepared by Management)  
(Expressed in Canadian Dollars)

	Note	Three months ended		Six months ended	
		June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
<b>Expenses</b>					
Consulting		\$ 1,130	\$ 25,000	\$ 2,543	\$ 35,000
Exploration expenditures	5	1,224,683	1,161,417	2,516,938	1,765,124
Management fees	7(d)	3,143	-	17,143	-
Office and administrative		20,859	55,642	71,714	55,675
Professional fees (recovery)	9	13,353	41,801	15,124	(47,677)
Share-based compensation	7(e)	-	323,400	-	323,400
Transfer agent and filings fees		29,620	15,257	45,491	22,486
<b>Loss before other items</b>		<b>1,292,788</b>	<b>1,622,517</b>	<b>2,668,953</b>	<b>2,154,008</b>
<b>Other items</b>					
Interest income		2,419	-	3,310	-
Foreign exchange gain (loss)		-	(13)	4	(13)
		2,419	(13)	3,314	(13)
<b>Loss and comprehensive loss for the year</b>		<b>\$ 1,290,369</b>	<b>\$ 1,622,530</b>	<b>\$ 2,665,639</b>	<b>\$ 2,154,021</b>
<b>Basic and diluted loss per share</b>		<b>\$ 0.01</b>	<b>\$ 0.04</b>	<b>\$ 0.02</b>	<b>\$ 0.04</b>
<b>Weighted average number of shares outstanding</b>					
		131,279,098	43,487,587	113,270,740	56,891,366

See accompanying notes to condensed interim financial statements.

## Northern Uranium Corp.

Statements of Changes in Shareholders' Equity  
(Unaudited - Prepared by Management)  
(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Share capital	Reserves	Deficit	Total
<b>Balance as at December 31, 2013</b>		17,787,016	\$ 2,991,383	\$ 328,536	\$ (3,409,500)	(89,581)
Share issuance	7(b)(i)	22,622,000	2,262,200	-	-	2,262,200
Share issuance costs	7(b)(i)	-	(219,175)	-	-	(219,175)
Shares issued as part of earn-in agreement	7(b)(ii)	4,500,000	517,500	-	-	517,500
Warrants exercised for shares		50,000	5,625	(625)	-	5,000
Share-based compensation	7(e)	-	-	323,400	-	323,400
Loss for the period		-	-	-	(2,154,021)	(2,154,021)
<b>Balance as at June 30, 2014</b>		44,959,016	\$ 5,557,533	\$ 651,311	\$ (5,563,521)	645,323
<b>Balance as at December 31, 2014</b>		69,409,016	\$ 7,306,174	\$ 1,055,411	\$ (7,259,679)	1,101,906
Share issuance	7(b)(i)	45,452,500	3,172,625	-	-	3,172,625
Share issuance costs	7(b)(i)	-	(154,594)	-	-	(154,594)
Loss for the period		-	-	-	(2,665,639)	(2,665,639)
<b>Balance as at June 30, 2015</b>		114,861,516	\$ 10,324,205	\$ 1,055,411	\$ (9,925,318)	1,454,298

See accompanying notes to condensed interim financial statements.

# Northern Uranium Corp.

## Statements of Cash Flows

(Unaudited - Prepared by Management)

(Expressed in Canadian Dollars)

	Six months ended	
<i>Note</i>	June 30, 2015	June 30, 2014
<b>Operating activities</b>		
Loss for the period	\$ (2,665,639)	\$ (2,154,021)
Items not affecting cash:		
Share-based compensation	-	323,400
	(2,665,639)	(1,830,621)
Net changes in non-cash working capital items:		
Increase in receivables	(14,423)	(80,071)
Increase in prepaid expenses	(2,011)	(68,208)
(Decrease) Increase in accounts payable and accrued liabilities	(160,869)	85,887
<b>Net cash used for operating activities</b>	<b>(2,842,942)</b>	<b>(1,893,013)</b>
<b>Investing activities</b>		
Acquisition of mineral property interest	-	(49,975)
<b>Net cash used for operating activities</b>	<b>-</b>	<b>(49,975)</b>
<b>Financing activities</b>		
Issuance of share capital	3,172,625	2,267,200
Issuance cost	(154,594)	(219,175)
<b>Net cash used for operating activities</b>	<b>3,018,031</b>	<b>2,048,025</b>
<b>Net decrease in cash</b>	<b>175,089</b>	<b>105,037</b>
<b>Cash, beginning of the quarter</b>	<b>756,913</b>	<b>13,322</b>
<b>Cash, end of the quarter</b>	<b>\$ 932,002</b>	<b>\$ 118,359</b>
<b>Cash paid for interest during the quarter</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Cash paid for taxes during the quarter</b>	<b>\$ -</b>	<b>\$ -</b>

See accompanying notes to condensed interim financial statements.

## **1. Nature and Continuance of Operations**

Northern Uranium Corp. (the “Company”, formerly MPVC Inc.) was incorporated on July 19, 2005 under the Canada Business Corporations Act and is considered to be in the exploration stage with respect to its mineral properties. To date, the Company has not generated significant revenues from operations and has not yet determined whether its mineral properties contain ore reserves that are economically recoverable. The Company’s common shares are listed on the TSX Venture Exchange under the trading symbol “UNO”.

The Company’s head office and location of books and records is 203-1634 Harvey Avenue, Kelowna, British Columbia, Canada, V1Y 6G2.

The recoverability of the amounts comprised in mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These financial statements have been prepared by management on a going concern basis 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. Continued operations of the Company are dependent on its ability to develop its mineral properties, receive continued financial support, complete equity financings, or generate profitable operations in the future. The 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 in existence. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

## **2. Basis of Presentation**

### *a. Statement of Compliance*

These unaudited condensed interim financial statements (the “Financial Statements”), including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). As a result, they do not conform in all respects with the disclosure requirements for annual financial statements under IFRS and should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2014. The accounting policies and methods of application are consistent with those used in the Company’s consolidated financial statements for the year ended December 31, 2014.

These Financial Statements were approved for issue by the Audit Committee on August 24, 2015.

## **2. Basis of Presentation (continued)**

### *b. Basis of Presentation*

These Financial Statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All dollar amounts presented are in Canadian dollars unless otherwise specified.

### *c. Use of Estimates*

The preparation of these financial statements in conformity with IFRS 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 under the circumstances. However, actual outcomes can differ materially and adversely from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The inputs used in calculating the fair value for share-based compensation expense included in profit or loss and share-based share issuance costs included in shareholders' equity. The share-based compensation expense is estimated using the Black-Scholes options-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.
- iii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.



## 2. Basis of Presentation (continued)

### c. Use of Estimates

- iv) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

## 3. Significant Accounting Policies

### *New Standards Not Yet Adopted*

IFRS 9 “Financial Instruments” is a new standard that is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. Its commencement date is currently unknown.

## 4. Exploration and Evaluation Assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

The carrying values of the Company’s exploration and evaluation assets are as follows:

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	Northern Manitoba
Balances as at December 31, 2013	35,025
Additions - cash payments	49,975
Additions - share issuance (note 7(b))	617,500
Additions - warrants issuance (note 7(b))	235,000
<b>Balance, December 31, 2014 and June 30, 2015</b>	<b>\$ 937,500</b>

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#### **4. Exploration and Evaluation Assets (continued)**

##### ***Northern Manitoba Project***

The Company has entered into an agreement with CanAlaska Uranium Ltd (“CanAlaska”) to acquire up to 80% of its Northwest Manitoba Property.

Under the terms of the option agreement, the Company can earn up to an 80% interest in the Property by carrying out a three-stage \$11.6 million exploration program. The first stage allows the Company to obtain a 50% interest by making a non-refundable cash deposit of \$35,000 (paid) and by issuing 2,250,000 common shares (issued) valued at \$0.12 per share, 1,000,000 common share purchase warrants with an exercise price of \$0.10 for a term of two years (granted) and 1,250,000 common share purchase warrants with an exercise price of \$0.15 for a term of two years (granted), on or before March 21, 2014. An additional \$50,000 payment was incurred to extend the terms of the initial agreement. The Company incurred \$600,000 in exploration expenditures on or before March 31, 2014 and issued an additional 2,250,000 common shares, valued at \$0.11 per share, on or before June 1, 2014. A further \$2,600,000 in exploration expenditures was incurred by the Company before December 31, 2014.

As at December 31, 2014, the Company has spent the required funds on the Northern Manitoba project and has met the 50% earn-in agreement milestone.

Upon the Company having earned the 50% interest, it has the right to a 70% option. In order to exercise the 70% option, the Company must incur a further \$2.8 million in expenditures on the property within a two year period and issue an additional 2,500,000 common shares (issued at a value of \$0.04 per share) and 1,250,000 purchase warrants (granted), which shall be exercisable into common shares for a period of two years from the date of issue of the warrants at an exercise price per common share that is equal to the market price of the Company’s shares on the date immediately preceding the date of issuance of such warrants. The Company may elect, prior to the end of the two year period, to pay CanAlaska a cash fee of \$50,000 for each incremental year of such extension.

Upon the Company having earned the 70% interest, it has the right to an 80% option. In order to exercise the 80% option, the Company must incur a further \$5.6 million in expenditures on the property within a two year period and issue an additional 5,000,000 common shares and 2,500,000 purchase warrants, which shall be exercisable into one common shares for a period of three years from the date of issue of the warrants at an exercise price per common share that is equal to the market price of the Company’s shares on the date immediately preceding the date of issuance of such warrants. The Company may elect, prior to the end of the two year period, to pay CanAlaska a cash fee of \$50,000 for each incremental year of such extension.

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**5. Exploration Expenditures**

	Northern Manitoba	
<b>Cumulative expenditures, December 31, 2013</b>	\$	350,340
Additions		
Aircraft field transport		104,224
Camp and field supplies		241,337
Drill supplies and repairs		2,476
Equipment rental		103,214
Fuel		62,652
Labour		1,060,359
Shipping and freight		95,214
Telephone and communication		3,612
Travel and accomodation		92,035
Net exploration expenditures during the period		1,765,123
<b>Cumulative expenditures, June 30, 2014</b>		2,115,463
Net exploration expenditures during the remainder of 2014		1,327,852
<b>Cumulative expenditures, December 31, 2014</b>		3,443,315
Additions		
Aircraft field transport		485,385
Camp and field supplies		282,906
Drill supplies and repairs		618,984
Equipment rental		105,381
Licenses, rent and other		67
Labour		812,192
Sample laboratory analysis		3,337
Shipping and freight		235,586
Telephone and communication		9,356
Travel and accomodation		138,851
Total additions		2,692,045
Cost recoveries		(175,107)
Net exploration expenditures during the year		2,516,938
<b>Cumulative expenditures, June 30, 2015</b>	\$	5,960,253

## 6. Accounts Payable and Accrued Liabilities

The Company's accounts payable and accrued liabilities are as follows:

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Trade payables	\$ 88,194	\$ 89,188
Accrued liabilities	49,143	25,000
Related party payables	405,394	589,412
<b>Total</b>	<b>\$ 542,731</b>	<b>\$ 703,600</b>

## 7. Share Capital and Reserves

### a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares are fully paid.

The holders of the common shares are entitled to one vote per share. The holders of the common shares are entitled to dividends, when and if declared by the directors of the Company, and to the distribution of the residual assets of the Company in the event of the liquidation, dissolution or winding-up of the Company. No dividends have ever been declared or paid as at June 30, 2015.

### b) Issued share capital

#### i.) Shares issued through private placements

On March 21, 2014, the Company completed a non-brokered private placement for gross proceeds of \$2,262,200 through the issuance of 10,900,000 flow through shares at a price of \$0.10 per share and 11,722,000 non-flow through units at a price of \$0.10 per unit. The Company incurred share issuance costs related to the private placement of \$219,175 and granted 496,000 broker warrants exercisable at \$0.10 for a period of two years. For each of the 11,722,000 non-flow through units, a warrant was issued that allows the holder to acquire an additional common share by paying \$0.15 anytime during the 24 months following closing.

## **7. Share Capital and Reserves (continued)**

### *b) Issued share capital (continued)*

#### *i) Shares issued through private placements (continued)*

In August and September, 2014, the Company completed the first and second tranches of a non-brokered private placement. On August 6, 2014, the Company issued 5,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$500,000, and 1,000,000 non-flow through units at \$0.10 per share for gross proceeds of \$100,000. Each unit is comprised of a share and one half of a two year warrant with an exercise price of \$0.15. In connection with the issuance of the units, the Company paid finder's fees of \$8,000 and issued 80,000 finder's warrants; the finder's warrants have the same terms as the warrants forming part of the units. On September 9, 2014, the Company closed the second and final tranche of the private placement and issued 5,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$500,000; the Company also received gross proceeds of \$20,000 through the issuance of 200,000 non-flow through units at a price of \$0.10 per unit. Each unit is comprised of a share and one half of a two year warrant with an exercise price of \$0.15. In connection with the issuance of the flow through shares, the Company paid finder's fees of \$40,000 and issued 400,000 finder's warrants; the finder's warrants have the same terms as the warrants forming part of the units. The Company incurred additional share issuance costs related to the private placement of \$14,736.

In December, 2014, the Company completed the first tranche of a non-brokered private placement. On December 30, 2014, the Company issued 10,750,000 flow-through shares at a price of \$0.05 per share for gross proceeds of \$537,500. In connection with this issuance, the Company paid finder's fees of \$3,000 and issued 60,000 finder's warrants with an exercise price of \$0.10 and an expiration of one year following the issuance. The Company incurred additional share issuance costs related to the private placement of \$5,123.

The above 1,036,000 broker warrants were valued at \$68,000 using the Black Scholes option pricing model with volatility ranging from 150% to 161%, 0% dividends, an expected life of 1 to 2 years, and a risk free rate ranging from 1.07% to 1.43%.

In January 2015, the Company closed the second tranche of this private placement and issued 10,000,000 flow-through shares at a price of \$0.05 per share for gross proceeds of \$500,000, and 400,000 non-flow through units at \$0.05 per share for gross proceeds of \$20,000. Each unit is comprised of a share and one half of a two year warrant with an exercise price of \$0.10. In connection with the issuance of the flow through shares, the Company paid finder's fees of \$40,000 and issued 800,000 finder's warrants with an exercise price of \$0.10 and an expiration of one year following the issuance. These broker warrants were valued at \$17,000 using the Black Scholes option pricing model with volatility of 159%, 0% dividends, an expected life of 1 year, and a risk free rate of 1.07%. The Company incurred additional share issuance costs related to this private placement of \$12,158.

## **7. Share Capital and Reserves (continued)**

### *b) Issued share capital (continued)*

#### *i) Shares issued through private placements (continued)*

In March 2015, the Company closed the first tranche of a non-brokered private placement and issued 23,200,000 flow-through shares at a price of \$0.05 per share for gross proceeds of \$1,160,000, and 11,852,500 non-flow through units at \$0.05 per share for gross proceeds of \$592,625. Each unit is comprised of a share and one half of a two year warrant with an exercise price of \$0.10. In connection with the issuance of the shares, the Company paid total finder's fees of \$12,000 and issued 240,000 finder's warrants with an exercise price of \$0.10 and an expiration of one year following the issuance. These broker warrants were valued at \$9,000 using the Black Scholes option pricing model with volatility of 161%, 0% dividends, an expected life of 1 year, and a risk free rate of 1.07%.

In April 2015, the Company closed the second tranche of this private placement and issued 16,000,000 flow-through shares at a price of \$0.05 per share for gross proceeds of \$800,000, and 2,000,000 non-flow through units at \$0.05 per share for gross proceeds of \$100,000. Each unit is comprised of a share and one half of a two year warrant with an exercise price of \$0.10. In connection with the issuance of the shares, the Company paid total finder's fees of \$72,000 and issued 1,440,000 finder's warrants with an exercise price of \$0.10 and an expiration of one year following the issuance. These broker warrants were valued at \$49,000 using the Black Scholes option pricing model with volatility of 156%, 0% dividends, an expected life of 1 year, and a risk free rate of 1.07%. The Company incurred additional share issuance costs related to this private placement of \$18,436.

Subsequent to quarter end, the Company announced its intention to proceed with a private placement of its securities to raise up to \$600,000 through the issuance of 12,000,000 flow through shares.

#### *ii) Shares issued as part of earn-in agreement*

As part of the earn-in agreement with CanAlaska for the Northern Manitoba project (Note 4), 4,500,000 shares were issued in two tranches, along with 2,250,000 warrants. The first tranche of 2,250,000 shares was issued at \$0.12 per share, and included 2,250,000 warrants. Of these warrants, 1,000,000 warrants have an exercise price of \$0.10 for a term of two years and 1,250,000 warrants have an exercise price of \$0.15 for a term of two years. In May 2014, the Company issued the second tranche of 2,250,000 shares to CanAlaska at \$0.11 per share.

Once the Company had reached the 50% earn-in mark (Note 4), CanAlaska was issued 2,500,000 shares and 1,250,000 warrants. The shares were issued at \$0.04 per share, and the warrants have an exercise price of \$0.05 with a term of two years.

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**7. Share Capital and Reserves (continued)**

c) *Stock options and warrants*

The Company, in accordance with its shareholder approved stock option plan, is authorized to grant options to directors, officers, employees and consultants, to acquire up to 10% of the issued and outstanding common shares. The exercise price of the options issued under the plan is determined by the Board of Directors at the time the options are granted. The options vest immediately upon grant, unless otherwise determined by the Board of Directors, and are exercisable for up to a period of ten years from the date of grant.

Stock options and share purchase warrant transactions are summarized as follows:

	Stock Options		Warrants	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, December 31, 2013	-	\$ -	10,450,000	\$ 0.10
Granted	4,300,000	0.15	16,858,000	0.14
Expired	-	-	(10,400,000)	0.10
Exercised	-	-	(50,000)	0.10
Outstanding, December 31, 2014	4,300,000	\$ 0.15	16,858,000	\$ 0.14
Granted	-	-	2,480,000	0.10
Outstanding, June 30, 2015	4,300,000	\$ 0.15	19,338,000	\$ 0.14
Number currently exercisable	4,300,000	\$ 0.15	17,898,000	\$ 0.14

The following stock options and warrants were outstanding at June 30, 2015:

	Number	Exercise	Expiry Date
<b>Options</b>	300,000	\$ 0.15	May 12, 2024
	3,250,000	0.15	May 13, 2024
	750,000	0.15	September 17, 2024
	<u>4,300,000</u>		

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**7. Share Capital and Reserves (continued)**

c) *Stock options and warrants (continued)*

	Number	Exercise	Expiry Date
<b>Warrants</b>	1,000,000	\$ 0.10	March 21, 2016
	1,250,000	0.15	March 21, 2016
	11,722,000	0.15	March 21, 2016
	496,000	0.10	March 21, 2016
	580,000	0.15	August 6, 2016
	500,000	0.15	September 9, 2016
	1,250,000	0.05	December 22, 2016
	60,000	0.10	December 30, 2015
	800,000	0.10	February 9, 2016
	240,000	0.10	March 24, 2016
	<u>1,440,000</u>	0.10	April 10, 2016
	<u>19,338,000</u>		

d) *Deferred share unit plan*

The Company has a deferred share unit plan whereby directors can receive compensation in the form of a deferred share unit. Under the plan, directors will earn compensation quarterly (\$5,000 initial value per quarter per director) at which time the number of deferred share units will be determined based on the Company's share price at the end of the quarter. Upon leaving the Board, directors, at their discretion, will receive cash or shares for the deferred compensation. Under the deferred share plan, directors are entitled to receive the cash value equal to the fair value of the deferred shares outstanding. Accordingly, the value of the deferred liability is equal to the fair value of the shares. As of June 30, 2015, \$27,143 of deferred compensation (December 31, 2014 – \$10,000) has been accrued in accounts payable which equates to 542,856 shares (December 31, 2014 – 200,000 shares) if the directors left the Company.



**7. Share Capital and Reserves (continued)**

e) *Options – share-based compensation*

During the year ended December 31, 2014, the Company recognized share-based compensation of \$554,500 (2013 - \$nil) in the statement of loss and comprehensive loss as a result of the granting and vesting of incentive stock options. The weighted average fair value of options granted was \$0.13 per option (2013 – N/A). The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the noted periods:

	<b>2014</b>
Risk-free interest rate	2.28%
Expected option life	10 years
Expected stock price volatility	163.7%
Expected dividend yield	0%

No such share-based compensation was recorded in the current quarter end.

**8. Commitments**

The Company is currently committed to two lease agreements. The Company shares lease premises with related parties and its share of the office premises is \$823 per month. The current lease expires May 2016. The Company has also committed to an equipment lease for its Manitoba project with a related party. The monthly lease amount is \$27,200 and the lease expired April 2015. Total minimum future lease payments for office premises and equipment are as follows:

	Office premises	Equipment lease	Total
Fiscal year ending December 31, 2015	\$ 9,876	\$108,800	\$118,676
Fiscal year ending December 31, 2016	\$ 4,115	Nil	\$ 4,115

## Northern Uranium Corp. (formerly MPVC Inc.)

Notes to the Condensed Interim Financial Statements

June 30, 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

### 9. Related Party Disclosures

During the six months ended June 30, 2015 and 2014, the Company had related party transactions with the following companies related by way of common directors or shareholders:

- Element 29 Ventures Ltd. (“Element 29”) – a private company owned by the Company’s CEO. Element 29 provides geological consulting services to the Company.
- Kel-Ex Development Ltd. (“Kel-Ex”) – a private company owned by a significant shareholder. A director of the Company is the CFO of Kel-Ex. Kel-Ex provides administration, payroll and office services to the Company.
- Metalex Ventures Ltd. (“Metalex”) – a publicly listed company with common directors and management. Metalex shares office space with the Company and thus have certain shared expenditures which get re-billed on a cost-recovery basis.
- Cantex Mine Development Corp. (“Cantex”) – a publicly listed company with common directors and management. Cantex shares office space with the Company and thus have certain shared expenditures which get re-billed on a cost-recovery basis.

The Company’s related party expenses consist of the following:

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Geological consulting fees	\$ 124,360	\$ 105,982	\$ 285,159	\$ 141,226
Management and consulting fees	-	10,508	-	13,700
Shared field expenditures	710,063	598,238	1,334,401	1,162,586
Shared office and administrative costs	17,385	26,391	35,227	26,391
Property acquisitions costs	-	-	-	50,000
Licencing costs	-	-	-	100,000
	<b>\$ 851,808</b>	<b>\$ 741,119</b>	<b>\$ 1,654,787</b>	<b>\$ 1,493,903</b>

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Cantex Mine Development Corp.	\$ 1,733	\$ 100	\$ 1,802	\$ 100
Element 29 Ventures Ltd.	112,184	145,300	265,131	570,547
Kel-Ex Development Ltd.	548,207	280,030	1,172,975	602,900
Metalex Ventures Ltd.	189,684	303,906	214,879	303,906
Chad Ulansky	-	1,275	-	2,750
W.G. McDowall	-	10,508	-	13,700
	<b>\$ 851,808</b>	<b>\$ 741,119</b>	<b>\$ 1,654,787</b>	<b>\$ 1,493,903</b>

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**9. Related Party Disclosures (continued)**

Included in accounts payable and accrued liabilities of the Company are the following amounts due to related parties:

	<b>June 30, 2015</b>	December 31, 2014
Cantex Mine Development Corp.	\$ 27	\$ 261
Element 29 Ventures Ltd.	29,286	56,130
Kel-Ex Development Ltd.	371,179	521,137
Metalex Ventures Ltd.	4,902	11,884
	<b>\$ 405,394</b>	<b>\$ 589,412</b>

The Company's related party recoveries consists shared office and administrative costs as follows:

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
Cantex Mine Development Corp.	\$ 667	\$ -	\$ 667	\$ -
Kel-Ex Development Ltd.	11,179	-	16,098	-
Metalex Ventures Ltd.	801	-	801	-
	<b>\$ 12,647</b>	<b>\$ -</b>	<b>\$ 17,566</b>	<b>\$ -</b>

Included in receivable of the Company are the following amounts due from related parties:

	<b>June 30, 2015</b>	December 31, 2014
Cantex Mine Development Corp.	\$ 701	\$ -
Kel-Ex Development Ltd.	4,897	5,040
Metalex Ventures Ltd.	841	150
	<b>\$ 6,439</b>	<b>\$ 5,190</b>

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**9. Related Party Disclosures (continued)**

The remuneration of directors and officers is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Director fees <sup>(1)</sup>	\$ 3,143	\$ -	\$ 17,143	\$ -
Share-based compensation <sup>(2)</sup>	-	260,770	-	260,700
Wages and benefits <sup>(3)</sup>	115,597	33,744	276,689	144,610
	<b>\$ 118,740</b>	<b>\$ 294,514</b>	<b>\$ 293,832</b>	<b>\$ 405,310</b>

- (1) Director fees are amounts accrued under the Company's deferred share unit plan as described in Note 7(d).  
(2) Share-based compensation is the fair value of options granted to directors and management personnel.  
(3) Wages and benefits includes amounts paid or accrued for geological consulting fees, management consulting fees and payroll costs to related parties and former related parties.

**10. Financial Instruments and Risk Management**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, interest rate, liquidity and commodity price risk.

*Credit risk* - Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is in large Canadian financial institutions and it does not have any asset-backed commercial paper. The Company's receivables consist mainly of GST receivable due from the Federal Government of Canada, as well as some related party receivables (Note 9).

The Company considers the risk associated with these receivables to be remote.

*Interest rate risk* - Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is a very limited interest rate risk as the Company holds no material interest bearing financial obligations.

## **10. Financial Instruments and Risk Management (continued)**

*Liquidity risk* - Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company manages its liquidity risk through the management of its capital structure and financial leverage as outlined in Note 12.

*Price risk* - The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of uranium and other minerals. The Company's input costs are also affected by the price of fuel. Management monitors uranium and fuel prices to determine the appropriate course of action to be taken by the Company.

## **11. Capital Risk Management**

The Company includes equity (comprised of issued common shares, reserves, deficit) in the definition of capital.

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company expects its current capital resources will be sufficient to complete its currently budgeted exploration programs and operations through its current operating period. The Company is currently not subject to externally imposed capital requirements. The Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in secure deposits in large Canadian financial institutions.

The Company's primary objective with respect to capital management is to ensure adequate liquid capital resources are in place to fund the exploration and development of its mineral properties while maintaining its ongoing operations. To secure the additional capital to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt and or equity.

## **12. Supplemental Disclosure with Respect to Cash Flows**

Significant non-cash transactions for the six months ended June 30, 2015 included granting 2,480,000 broker warrants valued at \$75,000 as share issuance costs on private placements.

Significant non-cash transactions for the six months ended June 30, 2014 included:

- a) Granting 496,000 broker warrants valued at \$37,000 as share issuance costs on private placements and
- b) Issuing 2,250,000 common shares and 2,250,000 warrants to CanAlaska pursuant to the mineral property option agreement valued at \$270,000 and \$201,000 respectively.