

**APPIA ENERGY CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the three and nine months ended June 30, 2016**

# **APPIA ENERGY CORP.**

## **Management's Discussion and Analysis – June 30, 2016 As of August 26, 2016**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Appia Energy Corp. ("Appia" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended June 30, 2016. The MD&A was prepared as of August 26, 2016 and should be read in conjunction with the unaudited condensed interim financial statements ("Financial Statements") of the Company for the three and nine months ended June 30, 2016, and the audited financial statements for the year ended September 30, 2015, including the notes thereto. Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. These Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as described in Note 2 to the Financial Statements.

### **Executive Summary**

#### ***Corporate***

Appia is a Canadian mineral exploration company listed on the Canadian Securities Exchange under the trading symbol "API" and has a primary focus on Uranium and Rare Earth Elements. At June 30, 2016 the Company held an interest in 83,037 hectares (205,185 acres) in Saskatchewan, primarily in the Athabasca Basin. In August an additional 5,969 hectares, (14,750 acres) were acquired.

In Ontario, Appia controls 13,008 hectares (32,143 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario, including National Instrument 43-101 ("NI 43-101") reported resources at Teasdale Lake and Banana Lake. The Elliot Lake area has produced over 300 M lbs. of U<sub>3</sub>O<sub>8</sub> and is the only mining camp in Canada with significant historical commercial REE production.

As set out in detail in note 2 to the Financial Statements, in 2015 the Company voluntarily changed its accounting policy for exploration and evaluation expenditures and retrospectively applied the change. Previously, the Company capitalized both the mineral property acquisition costs and deferred exploration and evaluation expenditures on the properties.

Under the new policy, only the original acquisition costs of exploration and evaluation properties are capitalized with all exploration and evaluation expenditures incurred prior to the establishment of technical feasibility and commercial viability of extracting mineral resources, and prior to a decision to proceed with mine development charged to operations as incurred.

Appia announced the first closing of a non-brokered private placement with the sale of 1,315,000 working capital units ("WC Units") at \$0.20 per WC Unit for gross proceeds of \$263,000. The WC Unit includes a warrant to purchase one common share at \$0.30 until June 27, 2019, but the exercise could be forced earlier if the share price exceeds at least \$0.50 under certain market conditions. (Please see the news release June 28, 2016.) A second closing is anticipated with WC Units as well as flow-through units ("FT Units") priced at \$0.20 per FT unit, comprising one common share and one-half of one warrant entitling the purchase of one share for \$0.35 per share for one full warrant within eighteen months of the closing, subject to the forced earlier exercise, as for the WC units. The non-brokered offering has been extended to September 10, 2016.

On August 11, 2016 the Company announced the engagement of Palisade Global Investments Inc. for a period of eighteen months to serve as financial advisory consultants in the United States, Canada and Europe. Appia also announced the appointment of Dr. Irvine R. Annesley as an advisor to the Company relating to the prospective uranium-thorium-Rare Earth Elements properties in Saskatchewan.

## **Ontario**

The National Instrument 43-101 (“NI 43-101”) report on the Elliot Lake properties completed in 2013 incorporated a new concept of simultaneously mining a nine metre high underground zone, including the Upper Reef, the Rare Earth Elements (“REEs”) in the Intermediate Quartzite Zone and the Lower Reef. With the REE content by weight being over six times the uranium content, the economic value of the mineralized zone has been greatly enhanced. A significant portion of the previously categorized Inferred Resources was upgraded to Indicated Resources, and additional resources were defined.

More work to expand the Resources at Teasdale and the preparation of a Preliminary Economic Analysis of the project will be contingent on an improved price for uranium and a clearer picture of supply and demand for REEs.

## **Saskatchewan**

In September 2013, the Company discovered a new area of REE mineralization, plus uranium and thorium on claims south of Alces Lake. The zone is designated as the “Ivan Zone” and is located 125 metres northeast of the historical trenches. Outcrop and boulder train samples recorded radioactivity levels in excess of 56,000 cps. Samples from the outcrops and boulder trains have been assayed and reflect moderate to highly anomalous rare earth elements. Total REEs in 12 samples range from 1.1% to 35.7% by weight. Details of the laboratory analyses for individual elements were reported in the Company’s news release on the Ivan Zone on May 22, 2014.

Geotech Ltd.’s 147 line-kilometre helicopter-borne geophysical and radiometric surveys flown in June over the Alces Lake Property has outlined extensive radioactive anomalous areas similar to those with known areas of uranium and REE mineralization, providing input for geological interpretations of the Property.

Two new groups of mineral claims in the Athabasca Basin were acquired in March 2016 with details as follows:

The “Otherside” and the “Loranger” properties were staked on the basis of similar geological and signatures to known high-grade, high-tonnage uranium deposits in the Basin: Fission Uranium Corp.’s Triple R deposit, NexGenEnergy’s Arrow deposits, and others.

The Otherside property comprises 21,868 ha. (54,307 acres), straddles a 40 km-long corridor hosting multiple discrete conductors with associated magnetic gradients and gravity lows, within the north central Athabasca Basin.

The Loranger property comprises 24,755 ha. (61,171 acres), centred on 4 individual conductors with an aggregate length of 84 km of which 82 km is untested. The property is hosted within the basement rocks of the Wollaston Domain, near the deposit rich eastern margin of the Basin.

Under the direction of recently appointed James Sykes, Director of Saskatchewan Operations, who has extensive experience on exploration projects in the Athabasca Basin, Appia intends to carry out ground geophysical surveys and resistivity surveys over the primary target areas within the Otherside property in order to elevate the property to drill-ready status. Appia also intends to carry out a VTEM survey over the Loranger property, followed by a ground gravity survey over priority areas to bring this property to a drill-ready status.

## **Exploration and Evaluation Assets**

### **Ontario Properties:**

Appia holds over 13,008 hectares (32,143 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario. The zones are called Teasdale, Banana Lake, Canuc, Bouck Lake and Buckles Lake. Since the inception of mining, the Elliot Lake area has produced over 300 M lbs. of U<sub>3</sub>O<sub>8</sub> and is the only mining camp in Canada with significant historical commercial REE production.

### **Teasdale Lake Zone**

The following two tables set out the resources reported in the NI 43-101 report entitled “Update Report on the Appia Energy Corp. Uranium-Rare Earth Property, Elliot Lake District, North-Central Ontario, Canada,” by Watts Griffis and McQuat (“WGM”) dated July 30, 2013 which has been filed on SEDAR ([www.sedar.com](http://www.sedar.com)). It should be noted that the contents for the rare earth components are for rare earth metals, whereas it has become more common to report the contents as equivalent rare earth oxides, which results in an average increase of approximately 46% for the oxides versus the metallic form.

Table 1  
Summary of Teasdale Zone Uranium and Rare Earth Mineral Resource Estimate

Zone	Tonnes ('000)	Tons ('000)	TREE (lbs/ton)	U <sub>3</sub> O <sub>8</sub> (lbs/ton)	Average Thickness (m)	Contained TREE ('000 lbs)	Contained U <sub>3</sub> O <sub>8</sub> ('000 lbs)
INDICATED RESOURCES							
UR	6,733	7,422	4.20	0.484	4.61	31,199	3,593
IQ	3,006	3,314	1.98	0.259	2.27	6,578	0.857
LR	3,355	3,699	2.68	0.958	2.60	9,912	3,544
Total	13,095	14,435	3.30	0.554	9.48	47,689	7,995
INFERRED RESOURCES							
UR	18,326	20,201	3.87	0.421	4.33	78,080	8,498
IQ	10,209	11,254	1.64	0.184	2.78	18,464	2,070
LR	9,972	10,992	3.33	0.869	2.71	36,631	9,564
Total	38,507	42,447	3.14	0.474	9.82	133,175	20,115

- Note:
1. Mineral Resources effective 30 July, 2013
  2. Mineral Resources are estimated at a cut-off value of \$100 per tonne, using a uranium price of US\$70/lb U<sub>3</sub>O<sub>8</sub>, a TREE price of \$78/kg, and a C\$:US\$ exchange rate of 1:0.9. TREE includes all the REE elements from lanthanum to lutetium plus yttrium.
  3. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. There are no known specific problems at this date.
  4. The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
  5. The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005.
  6. Specific Gravity of 2.85 tonnes/m<sup>3</sup> (or 3.14 tons/m<sup>3</sup>) was used.
  7. Indicated amounts may not precisely sum due to rounding.

Table 2  
Individual REE Resource Grade Composition Summary

Zone	Light REE (grams/tonne)						Heavy REE (grams/tonne)									
	La	Ce	Pr	Nd	Sm	Eu	Gd	Tb	Dy	Ho	Er	Tm	Yb	Lu	Hf	Y
INDICATED RESOURCES																
UR	540	951	93.9	313	51.7	1.9	32.8	3.9	17.2	2.7	7.0	0.9	5.5	0.8	6.8	72.9
IQ	256	452	44.9	148	24.4	1.0	14.7	1.8	7.7	1.2	3.1	0.4	2.5	0.4	3.6	30.6
LR	332	596	59.4	201	35.1	1.7	23.2	3.0	14.2	2.3	5.9	0.8	4.5	0.6	3.3	58.1

<b>Average</b>	<b>422</b>	<b>745</b>	<b>73.8</b>	<b>247</b>	<b>41.1</b>	<b>1.7</b>	<b>26.2</b>	<b>3.2</b>	<b>14.3</b>	<b>2.3</b>	<b>5.8</b>	<b>0.8</b>	<b>4.6</b>	<b>0.7</b>	<b>5.2</b>	<b>59.4</b>
INFERRED RESOURCES																
UR	498	876	85.9	285	47.2	1.8	29.3	3.5	15.9	2.5	6.5	0.9	5.3	0.8	6.8	67.9
IQ	213	374	37.0	122	20.0	0.8	12.3	1.4	6.4	1.0	2.6	0.4	2.2	0.3	3.3	26.5
LR	417	747	73.9	249	43.4	1.9	28.5	3.6	16.4	2.6	6.6	0.9	5.2	0.7	4.5	66.4
<b>Average</b>	<b>401</b>	<b>709</b>	<b>69.9</b>	<b>232</b>	<b>39.0</b>	<b>1.6</b>	<b>24.6</b>	<b>3.0</b>	<b>13.5</b>	<b>2.1</b>	<b>5.5</b>	<b>0.7</b>	<b>4.4</b>	<b>0.6</b>	<b>5.3</b>	<b>56.5</b>

### Historical Estimates

Table 3

1979 Historical U<sub>3</sub>O<sub>8</sub> Estimates on Appia's Elliot Lake Properties

<u>Zone</u>	<u>Quantity</u> (tons)	<u>Grade</u> (lbs U <sub>3</sub> O <sub>8</sub> /ton)	<u>Contained U<sub>3</sub>O<sub>8</sub></u> (lbs)
Teasdale Lake Zone	17,458,200	1.206	20,787,200
Buckles Zone (Gemico Block #3)	42,800,000	0.38	16,264,000
Bouck Zone (Gemico Block #10)	20,700,000	0.75	15,525,000
Banana Lake Zone	175,800,000	0.76	133,608,000
Canuc Zone	<u>7,000,000</u>	<u>1.86</u>	<u>13,020,000</u>
<b>Total</b>	<b>263,758,200</b>	<b>0.76</b>	<b>199,204,200</b>

The foregoing historical resources were not estimated in accordance with definitions and practices established for the estimation of Mineral Resources and Mineral Reserves by the Canadian Institute of Mining and Metallurgy. As such, the historical resources are not compliant with Canada's security rule NI 43-101, and are unreliable for investment decisions. Neither Appia nor its Qualified Persons have done sufficient work to classify the historical resources as mineral resources under current mineral resource terminology and are not treating the historical resources as current mineral resources. Nevertheless, most of the historical resources were estimated by mining companies active in the Elliot Lake camp using assumptions, methods and practices that were accepted at the time, and based on corroborative mining experience.

### Banana Lake Zone

Based on drilling by Appia during 2007, a subsequent Mineral Resource estimate for the Banana Lake Zone was prepared in 2011 by WGM in accordance with the provisions of NI 43-101. Some of Appia's drilling included holes that were wedged from historical drill holes that Appia re-entered. This resource, first reported in Workman and Breede (2011), is summarized in Table 4. A single hole drilled in 2012 to 1,647 metres did not encounter the typical geological formation with assays returning no significant values of U<sub>3</sub>O<sub>8</sub>, thorium or REEs. WGM, however, is of the belief that this hole did not materially impact the potential for additional resources in the Banana Lake Zone.

Table 4  
Summary of Banana Lake Zone Mineral Resource Estimate

Category	Tons ( <sup>'000</sup> )	Specific Gravity (tons/m <sup>3</sup> )	lbs. U <sub>3</sub> O <sub>8</sub> /ton	Total lbs U <sub>3</sub> O <sub>8</sub> ( <sup>'000</sup> )
Inferred Resources	30,315	3.14	0.912	27,638

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- Notes:
1. Effective, 1 April, 2011
  2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
  3. The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.
  4. The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council December 11, 2005.
  5. A cut-off grade of 0.6 lb. U<sub>3</sub>O<sub>8</sub> was used
  6. Specific Gravity of 2.85 tonnes/m<sup>3</sup> (or 3.14 tons/m<sup>3</sup>) was used.
  7. Indicated amounts may not precisely sum due to rounding.

### *Summary:*

The Company is considering the next stage of the Teasdale exploration and evaluation. The longer-term outlook for uranium prices is positive and the successful recovery of the REEs, particularly the heavy elements of the total rare earths encountered, is very encouraging. Factors favourable for the project include the following:

- new mine infrastructure development would be in brownfield areas already disturbed by industrial and mining activity;
- water, electrical, transportation and communications infrastructure is in place or close at hand;
- the recovery of uranium from Elliot Lake ore is well known. Based on Teasdale Lake test results, the recovery of REEs appears to face no significant technical uncertainties;
- Appia is not responsible in any manner for potential future environmental impacts arising out of historical mining operations or waste disposal; and,
- The Cameco uranium refinery is located approximately 50 km away, near Blind River.

### ***Saskatchewan Properties:***

Beginning in fiscal 2011, the Company participated in staking properties in Saskatchewan, with a significant addition in March 2016.

At June 30, 2016 the Company held a total of 83,037 hectares (205,185 acres) in Saskatchewan, including a 100% interest in 81,519 hectares (201,360 acres) as well as a 90% interest in 1,518 hectares (3,751 acres). In August an additional 5,969 hectares, (14,750 acres) were acquired.

#### **Alces Lake (90% interest)**

In 2010, the Saskatchewan Geological Survey visited the Alces Lake area where a trenching program had been carried out at an earlier date, with 13 rock sample assays showing a significant presence of REEs, reaching as high as 29.8% total REEs and anomalous levels of uranium and thorium.

In 2011, the Company visited the site and recorded radioactivity levels over 15 boulder and outcrop samples in a range of 5,500 cps to 53,500 cps, with thorium levels off scale for the spectrometer. Assays on five samples reflected favourably on the 2010 REE findings.

In September 2013, the Company discovered a new area of REE mineralization, plus uranium and thorium on claims south of Alces Lake. The zone is designated as the "Ivan Zone" and is located 125 metres northeast of the historical trenches. Outcrop and boulder train samples recorded radioactivity levels in excess of 56,000 cps. Samples from the outcrops and boulder trains have been assayed and reflect moderate to highly anomalous rare earth elements.

Total REEs in 12 samples range from 1.1% to 35.7% by weight. Details of the laboratory analyses for individual elements were reported in the Company's news release on the Ivan Zone on May 22, 2014.

Geotech Ltd.'s 147 line-kilometre helicopter-borne geophysical and radiometric surveys flown in June over the Alces Lake Property has outlined extensive radioactive anomalous areas similar to those with known areas of uranium and REE mineralization, providing input for geological interpretations of the Property. The magnetic survey delineated a large magnetic high area which includes the trenches worked in 2010 and the Ivan Zone outcrops sampled in 2013. A positive correlation between the magnetic data and numerous radiometric anomalies suggest that the uranium and REE mineralization host-rock is widespread beneath the overburden cover. These survey results will prioritize future surface mapping and sampling programs as well as defining the sub-surface extent of the uranium and REE mineralization observed at surface. (Please refer to the July 19 news release for more details and an internet link to geological maps of the interpreted survey results from this program.) Follow up surface work is intended.

### **Athabasca Basin**

In March 2016 the Company staked two groups of contiguous mineral claims in the Athabasca Basin in northern Saskatchewan. The "Otherside" and the "Loranger" properties were staked on the basis of similar geological and signatures to known high-grade, high-tonnage uranium deposits: Fission Uranium Corp.'s Triple R deposit, NexGenEnergy's Arrow deposits and others.

The Otherside property comprises 21,868 ha. (54,307 acres), straddles a 40 km-long corridor hosting multiple discrete conductors with associated magnetic gradients and gravity lows, within the north central Athabasca Basin.

The Loranger property comprises 24,755 ha. (61,171 acres), centred on 4 individual conductors with an aggregate length of 84 km of which 82 km is untested. The property is hosted within the basement rocks of the Wollaston Domain, near the deposit rich eastern margin of the Basin. In August 2016, Appia acquired an additional 5,969 hectares (14,750 acres) contiguous to the Loranger property, covering a 20 km aeromagnetic and electromagnetic trend extending to the southwest.

On April 14, 2016 the Company announced the appointment of Mr. James Sykes as Director of Saskatchewan Operations, (see Appia's news release, April 14, 2016). Mr. Sykes has extensive experience on exploration projects in the Athabasca Basin that resulted in the discovery of significant uranium deposits.

Under the direction of James Sykes, Appia intends to carry out a VTEM survey over the Loranger property, followed by a ground gravity survey over priority areas to bring this property to a drill-ready status. Appia also intends to carry out ground surveys on the primary target areas on the Otherside property.

### **Outlook**

The results from the exploration work carried out at Alces Lake, Saskatchewan suggest that follow-up work is highly desirable, and the newly acquired Otherside and Loranger properties are promising exploration targets.

The drilling at the Teasdale Zone of Elliot Lake and the change in the proposed mine plan resulted in very significant quantities of REEs being reported, with a large increase in the Indicated category and an overall increase in the Indicated and Inferred Resources. The preliminary metallurgical test recovery of 90% for uranium and 80% to 90% for most REEs is very encouraging. There have been significant developments in the separation of individual REEs from the composite ore which suggests that these test results can be improved upon.

More work to expand the Resources at Teasdale and the preparation of a Preliminary Economic Analysis of the project will be contingent on an improved price for uranium and a clearer picture of supply and demand for REEs.

The tsunami in Japan resulted in the shut-down of all of its 48 nuclear reactors, resulting in a severe drop in uranium prices. 36 reactors are expected to be restarted, but progress is slow. There are currently 64 reactors under

construction around the world. A reactor start-up requires twice as much uranium in its first year of operation and industry practice is to build up a stockpile to ensure a seven year supply on start-up.

The Province of Ontario is extending the life of the Bruce and Darlington nuclear facility in order to continue providing 50% of the Province's electricity requirements with nuclear power for the next twenty years. The United Nations climate agreement, as well as severe air pollution issues in China are factors in building 6 to 8 new nuclear power reactors a year in China.

The spot price of uranium is currently around US\$25 per pound, which is below the cost of production. Deliveries of uranium under long-term contracts averaging US\$40.50 are reaching expiry dates. The World Nuclear Association recently stated that uranium supply and demand is expected to be in balance for the next several years. Analysts have projected that uranium prices will test a US\$80 price by 2018.

The US Government Accountability Office, ("GAO") released a report in February indicating that the Department of Defense has not addressed defining which of the REEs are critical regarding supply, although at various times 15 of the REEs have been identified as critical for weapon-related applications by the military. The Department of Defense has agreed with the GAO to identify which rare earths are critical, and work toward a department-wide strategy for securing its REE supply chain.

China controls most of the world supply of REEs, but is expected to be unable to even supply its own requirements in the foreseeable future. Current mine production is less than consumption. Demand is expected to increase by 58% by 2020, with known supplies not being able to meet this demand.

Appia is currently completing financing for the proposed exploration work to be done in the current calendar year, in Saskatchewan and will monitor financial market conditions, and if possible, complete another financing and/or seek a joint venture partner in order to further advance the exploration and development activities on its Saskatchewan and Elliot Lake properties.

## **Results of Operations**

Exploration and evaluation costs for the three months ended June 30, 2016 were \$53,495, up from \$11,861 in the previous year period and \$77,519 for the nine month period (2015 - \$36,530). In addition almost \$28,000 was spent acquiring the two additional groups of claims in Saskatchewan.

Total general and administrative expenses for the three months ended June 30, 2016 were \$47,238 compared to \$43,633 in the same period in 2015. The increases in professional fees to \$9,226 (2015 - \$8,567), investor relations to \$4,330 (2015 - \$3,136) and non-cash share-based compensation to \$999 (2015 - \$nil) account for most of the difference. The Company continues to cut administrative costs where possible.

Interest income decreased to \$1,011 for the three months ended June 30, 2016, compared to \$1,766 for 2015, due to lower cash balances held during the year.

Total general and administrative expenses for the nine months ended June 30, 2016 were \$136,873 compared to \$154,306 in the same period in 2015. The decreases in professional fees to \$17,501 (2015 - \$25,653), management fees and salaries to \$79,513 (2015 - \$83,250) and non-cash share-based compensation to \$999 (2015 - \$9,105) account for most of the difference.

Interest income decreased to \$3,330 for the nine months ended June 30, 2016, compared to \$6,236 for 2015 due to lower cash balances held during the year.

The Company's net loss and comprehensive loss for the three and nine months ended June 30, 2016 was \$99,722 and \$189,853 compared with \$53,728 and \$184,600 in 2015.



## Selected Quarterly Information – Restated as outlined in Note 2 to the Financial Statements

<b>2015 - 2016</b>	<b>Jun 30, 2016</b>	<b>Mar 31, 2016</b>	<b>Dec 31, 2015</b>	<b>Sep 30, 2015</b>
	\$	\$	\$	\$
Net loss and comprehensive loss	(99,722)	(58,452)	(31,680)	(45,941)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	1,574,725	1,406,464	1,451,420	1,450,813
<b>2014 - 2015</b>	<b>Jun 30, 2015</b>	<b>Mar 31, 2015</b>	<b>Dec 31, 2014</b>	<b>Sep 30, 2014</b>
	\$	\$	\$	\$
Net loss and comprehensive loss	(49,328)	(68,721)	(62,151)	(49,443)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	1,478,181	1,505,667	1,545,476	1,600,839

### Capital Resources and Liquidity

At June 30, 2016, the Company had a working capital of \$156,468 (after providing for \$593,964 owing to related parties) compared to working capital of \$112,867 as at September 30, 2015. The Company has no operating revenue and has historically been funded with equity based private placements. The Company's exploration plans are contingent on raising capital resources. The Company has sufficient financial resources to continue operation through the next twelve months. Cash operating costs, not including exploration costs, are currently approximately \$8,000 per month.

The Company's ability to meet its obligations and continue as a going concern continues to be dependent on the ability to identify and complete future financings. While the Company has been successful in raising financings to date, there can be no assurance that it will be able to do so in the future.

### Common Share Data

The Company is authorized to issue an unlimited number of no par value common shares. The number of common shares issued as at June 30, 2016 was 42,966,078 and September 30, 2015 was 41,616,078.

On June 28, 2016, the Company completed a first tranche of a non-brokered private placement with the sale of 1,315,000 working capital units ("WC Units") at \$0.20 per WC Unit for gross proceeds of \$263,000. Each WC Unit consists of one common share and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.30 per WC Warrant Share until the earlier of: three years from closing date; and in the event that the closing price of the Common Shares on the Canadian Securities Exchange is at least \$0.50 for twenty consecutive trading days, and the 20<sup>th</sup> trading day is at least four months from the closing date, the date which is thirty days from the final trading day.

The non-brokered private placement of WC Units as well as flow-through units ("FT Units") of the Company at a price of \$0.20 per FT Unit will remain open until the earlier of the sale of the WC Units and the remaining FT Units or September 10, 2016.

### Common share purchase stock options

The Company has a stock option plan for the benefit of directors, officers and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares.

As at June 30, 2016, 1,700,000 common shares were reserved for the exercise of stock options granted under the Company's stock option plan (the "Plan") and exercisable at June 30.

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
400,000	400,000	7.0 months	\$1.25	February 1, 2017
400,000	400,000	21.3 months	\$1.25	April 9, 2018
400,000	400,000	32.8 months	\$1.25	March 25, 2019
500,000	250,000	57.5 months	\$0.10	April 14, 2021
<b>1,700,000</b>	<b>1,450,000</b>			

### (c) Warrants

On certain issuances of common shares, the Company grants warrants entitling the holder to acquire additional common shares of the Company, and the Company grants warrants as consideration for services associated with the placement of such common share issues.

The following table provides the details of changes in the number of outstanding common share purchase warrants:

	<b>Number #</b>	<b>Price range \$</b>
Balance September 30, 2015	-	-
Private placement warrants issued	1,315,000	\$0.30
Brokers warrants issued	35,000	\$0.20
<b>Balance June 30, 2016</b>	<b>1,350,000</b>	<b>\$0.20-\$0.30</b>

As at June 30, 2016 the Company had 42,966,078 common shares, 1,350,000 purchase share warrants and 1,700,000 stock options outstanding for a fully diluted number of common shares that could have been outstanding of 46,016,078.

### Related Party Transactions

During the three and nine months ended June 30, 2016, the Company incurred related party expenses of \$24,713 and \$80,511 (2015 – \$23,600 and \$79,300). These expenses related to management fees paid or payable to key management personnel; Tom Drivas, Chief Executive Officer, Frank van de Water, Secretary and Chief Financial Officer, Michael D'Amico, Chief Financial Officer until December 31, 2015, and office administration services paid to Romios Gold Resources Inc., a company with a number of common directors and officers. The amount charged for office administration services is included under office and general expenses.

At June 30, 2016, \$523,306 (2015 - \$463,306) of accumulated related party expenditures was payable to Tom Drivas. Canada Enerco Corp., a company controlled by Tom Drivas is owed \$26,753.

During the three months ended June 30, 2016, the Company incurred expenses of \$4,000 (2015 – \$4,000) and \$14,000 for the nine months ended June 30, 2016 (2015 - \$13,500) related to directors' fees to independent directors. At June 30, 2016, \$41,000 (2015 - \$23,000) was outstanding.

During the three and nine months ended June 30, 2016, the Company incurred expenses of \$3,753 and \$6,438 and (2015 - \$363 and \$2,225) for legal fees to a law firm related to a director of the Company, William R. Johnstone. At June 30, 2016 \$2,905 (2015 – \$410) was payable to this related party.

Share-based compensation to key management and directors for the three and nine months ended June 30, 2016 was \$ 999 (2015 - \$nil and \$9,105).

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the nine months ended June 30, 2016 and 2015.

As disclosed in Note 6 of the Financial Statements, the Company's major exploration property was acquired from a related party.

### **Carrying value of exploration and evaluation assets**

The Company regularly reviews the carrying value of its exploration and evaluation assets for impairment to determine whether the acquisition cost of these properties will be recoverable from future cash flows or from their disposition. Assumptions underlying the cash flow estimates include the forecasted prices for uranium and rare earth elements, production levels, and operating, capital, exploration and reclamation costs, which are subject to risks and uncertainties. Management has determined that as at June 30 and August 26, 2016, there is no impairment of the carrying value of its Ontario and Saskatchewan properties.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

### **Financial Instruments and Other Instruments**

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The Company's financial instruments recognized in the balance sheet consist of cash, and cash equivalents, HST/GST receivable and current liabilities. The fair value of these financial instruments approximate their carrying value due to the short maturity or current market rate associated with these instruments.

### **Risk Factors**

An investment in the Company's securities is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Company and its financial position. Please refer to the "Risk Factors" section the Company's MD&A for the fiscal year ended September 30, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Special Note Regarding Forward-Looking Statements**

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the statements made. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", and "will", are intended to identify forward-looking statements, and reflect the current expectations of the management of the Company with respect to future events, and are subject to risks and uncertainties, such as reduced funding and general economic and market factors. New risk factors may arise from time to time and it is not possible for management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company does not undertake or assume any obligation to update these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

## **Additional Information**

- (1) Additional information may be found on the Company's website at [www.appiaenergy.ca](http://www.appiaenergy.ca).
- (2) The technical information included in this MD&A regarding the Elliot Lake and Athabasca properties has been reviewed and approved by Al Workman, P.Geol. Senior Geologist, Watts, Griffis and McOuat Ltd., a Qualified Person in accordance with the Canadian regulatory requirements as set out in NI 43-101.