



ANNUAL INFORMATION FORM

FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2014

DATED: April 14, 2015

Unless otherwise indicated, all information in this Annual Information Form is presented as at and for the financial year ended December 31, 2014

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INTERPRETATION

Definitions

In this Annual Information Form the following abbreviations and terms have the meanings set out below:

"**AIF**" means this Annual Information Form.

"**ALS**" means ALS Metallurgical (formerly G&T Metallurgical Services).

"**Bigstone Historic Resource**" means an historic resource on the Bigstone property estimated by Cameco in 1990; ***Foran is not treating the historic estimate as current; a Qualified Person within the meaning of National Instrument 43-101 has not completed sufficient work to classify the historic estimate as current; additional work, including re-surveying, re-logging and drill core QA/QC would be required to verify and upgrade the historic estimate to current.***

"**BHP Billiton**" means Billiton Metals Canada Inc.

"**Cameco**" means Cameco Corp.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Company**" or "**Foran**" means Foran Mining Corporation.

"**Copper Reef**" means Copper Reef Mining Corporation (formerly Copper Reef Mines Ltd.)

"**CSZ**" means the Copper Stockwork Zone.

"**Esso**" means Esso Minerals Canada.

"**FFGB**" means Flin Flon Greenstone Belt.

"**FS**" means Feasibility Study.

"**Financial Year Ended December 31, 2014**" means the Company's year ended December 31, 2014.

"**Financial Year Ended December 31, 2013**" means the Company's fifteen-month period ended December 31, 2013.

"**G&A costs**" means general and administrative costs.

"**Golder**" means Golder Associates Ltd.

"**JDS**" means JDS Energy and Mining Inc.

"**JV**" means joint venture.

"**KWM**" means KWM Consulting Inc.

"**L2MS**" or "**Z2MS**" or "**MS**" means the Lens 2 massive sulphide zone.

"**L3MS**" or "**L3**" means Lens 3 massive sulphide zone.

"**MARS database**" means Government of Saskatchewan Mineral Administration Registration Saskatchewan mineral claim on-line database.

"**MD&A**" means the Company's Management's Discussion & Analysis for the year ended December 31, 2014.

"**Mcllvenna Bay Deposit** or **Deposit**" means the Company's 100% owned base metal deposit situated within the Company's Mcllvenna Bay Property and subject of the Technical Report, with a 1.0% NSR that has a \$1 million buyout in favour of the Company and a \$0.75/tonne net tonnage royalty on ore extracted.

"**Mcllvenna Bay Property**", "**Mcllvenna Bay**", or "**the Property**" means the Company's 100% owned property situated in east central Saskatchewan, 65 km west-southwest of Flin Flon Manitoba and covering 20,382 ha in 30 contiguous claims.

"**M'Ore**" means M'Ore Exploration Services.

"**NI 43-101**" means the Canadian Securities Administrators National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

"**NI 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*.

"**PFS**" means Pre-Feasibility Study.

"**Qualified Person**" means an individual who is (a) an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is in good standing with a professional association, as defined in NI 43-101.

"**ROM**" means run of mine.

"**RPA**" means Roscoe Postle Associates Inc.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval, accessible through the internet at www.sedar.com.

"**SERM**" means Saskatchewan Environment and Resource Management.

"**SMDC**" means Saskatchewan Mining Development Corporation (now Cameco Corporation).

“**SRC**” means Saskatchewan Research Council.

“**Technical Report**” means the NI 43-101 technical report with respect to the McIlvenna Bay Property prepared by JDS “Preliminary Economic Assessment Technical Report McIlvenna Bay Project, Saskatchewan, Canada”; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015.

“**Terra**” means Terra Mineralogical Services Inc.

“**Teck**” means Teck Resources Limited.

“**Thundermin**” means Thundermin Resources Inc.

“**TriGold**” means Tri Gold Industries Inc.

“**Trimin**” means Trimin Resources Inc.

“**Troymin**” means Troymin Resources Ltd.

“**TSL**” means TSL Laboratories Inc. in Saskatoon, Canada.

“**TSX-V**” means the TSX Venture Exchange.

“**UW-MS**” or “**UW**” means Main Lens Upper West Zone massive sulphides.

“**VN**” means vein.

“**VP**” means Vice President.

“**Winn Bay**” means Winn Bay Sand Limited Partnership, acquired in December, 2011 by Preferred Sands, LLC.

Glossary of Technical Terms

±	Plus or minus
AA:	Atomic Absorption Spectroscopy
Ag:	Silver
Au:	Gold
Cu:	Copper
CuEq:	Copper equivalent
Cut-off Grade:	The grade below which mineralized material will be considered waste rather than ore

DEEP EM:	Ground-based, deep-penetrating time-domain electromagnetic geophysical survey
Development:	The preparation of a known commercially mineable deposit for mining
dmt:	Dry metric tonnes
dmtpa:	Dry metric tonnes per annum
EM:	Electromagnetic
g:	Gram
FA:	Fire Assay
AA/FA:	Atomic Absorption Spectroscopy with a Fire Assay Finish
Ga:	Billion years
GEMS:	Gemcom software; <i>an off-the-shelf commercial package commonly used within the industry</i>
grams/tonne or g/t:	Grams per metric tonne; 31.103 grams equals one troy ounce
ha:	Hectare; an area of land equivalent to 10,000 square metres
HLEM:	Horizontal Loop Electromagnetic, or Horizontal Loop EM
ICP:	Inductively Coupled Plasma
ID₂:	Inverse distance squared
ID₃:	Inverse distance cubed
Indicated Mineral Resource¹:	That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed

Inferred Mineral Resource⁽¹⁾:

That part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes

IRR: Internal rate of return

Kg: Kilogram

km: Kilometre; 1,000 metres

km²: Square Kilometre

kWh: Kilowatt hour

LOM: Life of mine

lbs: pounds

m: metre

Measured Mineral Resource:⁽¹⁾

That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity

Mineral Resource:

A concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories

Mineralized:	Mineral bearing; the metallic minerals may have been either a part of the original rock unit or injected at a later time
MS:	Massive sulphide
Mt:	Million tonnes
NPI:	Net profit interest
NPV:	Net present value
NPV_{7%}:	Net present value at a seven percent discount rate
NSR or Net Smelter Return:	Gross sales proceeds received from the sale of production obtained from a property, less the costs of insurance, smelting, refining (if applicable) and the cost of transportation of production from the mine or mill to the point of sale
NSV:	No significant values
Ore:	A metal or mineral or a combination of these of sufficient value as to quality and quantity to enable it to be mined and processed at a profit
oz/t:	Troy ounces of metal per Imperial ton of material. One oz/T is equivalent to 31.103 grams per ton
Pb:	Lead
PEA:	Preliminary Economic Assessment
ppm:	Parts per million, one part per million is equivalent to 1 gram/metric tonne
QA/QC:	Quality Assurance/Quality Control
Reserves:	Combined Proven and Probable Mineral Reserves
RQD:	Rock Quality Designation
SD:	Standard Deviation
SMS:	Semi-massive sulphide
T:	Tonne
tpd:	Tonnes per day
US\$/lb:	United States dollars per pound

US\$/oz:	United States dollars per ounce
U/Pb:	Uranium-Lead
VTEM:	Time Domain Electromagnetic, or Time Domain EM
VMS:	Volcanogenic Massive Sulphide
Yr:	year
Zn:	Zinc
ZnEq:	Zinc Equivalent
\$/t:	Dollars Canadian per tonne
%:	Percent

⁽¹⁾The definitions of Proven and Probable Mineral Reserves, and Measured, Indicated and Inferred Mineral Resources are set forth in NI 43-101 which contains the parameters of disclosure for issuers engaged in significant mining operations. A reader in the United States should be aware that the definition standards enunciated in NI 43-101 differ in certain respects from those set forth in SEC Industry Guide 7.

Cautionary Note Regarding Forward-Looking Statements

This AIF contains certain forward-looking information and forward-looking statements, as defined under applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or to the future performance of the Company. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this AIF speak only as of the date of this AIF or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this AIF and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
<p>The Company's properties may contain economic deposits of copper, zinc and/or other metals</p>	<p>Financing will be available for future exploration and development of Foran's properties; the actual results of Foran's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Foran's expectations; Foran will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Foran, and applicable political and economic conditions are favourable to Foran; the price of copper, zinc and/or other applicable metals and applicable interest and exchange rates will be favourable to Foran; no title disputes exist with respect to the Company's properties</p>	<p>Base and precious metal price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Foran's expectations; availability of financing for and actual results of Foran's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; Foran's ability to retain and attract skilled staff</p>
<p>The Company will be able to carry out anticipated business plans, including costs and timing for future exploration on its property interests</p>	<p>The exploration activities of Foran for the year ending December 31, 2015, and the costs associated therewith, will be consistent with Foran's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Foran; financing will be available for Foran's exploration and development activities and the results thereof will be favourable; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Foran; Foran will not be adversely affected by market competition; the price of copper, zinc and/or other applicable metals will be favourable to Foran; no title disputes exist with respect to Foran's properties</p>	<p>Base and precious metal price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Foran's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; Foran may be unable to retain and attract skilled staff; receipt of applicable permits</p>
<p>Management's outlook regarding future trends</p>	<p>Financing will be available for Foran's exploration and operating activities; the price of copper, zinc and/or other applicable metals will be favourable to Foran</p>	<p>Base and precious metal price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions</p>

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this AIF.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Foran's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Mineral Resources: This AIF uses the terms "Measured", "Indicated" and "Inferred" Mineral Resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. **United States investors are cautioned not to assume that all or any part of Measured or Indicated Mineral Resources will ever be converted into mineral reserves. United States investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable.**

Reporting Currency

All currency amounts in this AIF are expressed in Canadian dollars, unless otherwise indicated. References to "\$" are to Canadian dollars and references to "US\$" are to United States dollars.

Scientific and Technical Information

Unless otherwise indicated, scientific or technical information in this AIF relating to mineral resources is based on the following:

- the Technical Report
- "Technical Report on the McIlvenna Bay Project, Saskatchewan, Canada" prepared in 2011, and

- “Technical Report on the McIlvenna Bay Project, Saskatchewan, Canada” prepared in 2006.

The scientific and technical information contained in this AIF relating to the Property is supported by the Technical Report. The Technical Report is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company’s SEDAR profile at www.sedar.com. The Technical Report is not and shall not be deemed to be incorporated by reference in this AIF.

Where appropriate, certain information contained in this AIF updates information derived from the Technical Report. Any updates to the scientific or technical information derived from the Technical Report and any other scientific or technical information contained in this AIF was prepared by or under the supervision of Roger March, VP, Project Exploration of the Company. Mr. March is a “Qualified Person” for the purposes of NI 43-101.

3 CORPORATE STRUCTURE

3.1 Name, Address and Incorporation

The Company was incorporated as 368061 B.C. Ltd. on June 21, 1989 under the Business Corporations Act (British Columbia) and changed its name to Foran Mining Corporation on September 8, 1989. On November 13, 2007, the Company was continued into Saskatchewan and on May 28, 2014 was continued back to British Columbia.

The Company is a reporting issuer in British Columbia, Alberta, Ontario, New Brunswick, Nova Scotia, and Newfoundland and Labrador.

The Company’s head office is located at Suite 904 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

The Company’s registered office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

The Company’s principal business activity is the acquisition, exploration and advancement of mineral resource properties in Saskatchewan and Manitoba, Canada.

The Company is listed on the TSX-V under the stock symbol “FOM”.

4 GENERAL DEVELOPMENT OF THE BUSINESS

4.1 Three Year History

The Company is a junior exploration and development company with its principal business activity being the acquisition, exploration and advancement of mineral resource properties. Throughout this time period, the Company has been involved in the exploration and advancement of its property interests generally located in east-central Saskatchewan, with a

principal focus on the exploration and development of the McIlvenna Bay Deposit which consists of 30 claims totaling 20,382 hectares, centred 65 km southwest of Flin Flon, Manitoba.

The following describes how the Company's business has developed over the last three completed financial years and includes events such as acquisitions, dispositions, or conditions that have influenced the general development of the business. This is followed by a description of business developments subsequent to the Company's December 31, 2014 year-end.

Year Ended December 31, 2014

In February 2014, the Company completed the purchase of a 6% NPI from Thundermin on certain of the Company's non-material properties. In consideration, the Company paid Thundermin \$50,000 in cash and issued 100,000 common shares of the Company to Thundermin.

Also in February 2014, the Company completed a non-brokered private placement of 6,000,000 flow-through units of the Company at a price of \$0.20 per unit for gross proceeds of \$1.2 million. Each unit consisted of one common share in the capital stock of the Company issued on a flow-through basis, and one-half of one common share purchase warrant, with each warrant exercisable into one common share at a price of \$0.30 per share for up to 18 months from the date of issuance. The gross proceeds from the offering was used for exploration on the Company's landholdings in east-central Saskatchewan.

In May, 2014, the Company announced the results of a winter exploration program focused on the McIlvenna Bay property. Exploration activities included initial diamond drilling on Target A, a group of conductors located approximately 2 km southeast of the Deposit, as well as geophysical surveys on both the McIlvenna Bay and Bigstone properties. A total of 1,894 m was drilled in two diamond drill holes. See below for further information on this program.

In July, 2014, Foran conducted a summer surface program on the Company's landholdings surrounding the McIlvenna Bay Deposit; this program included geological mapping and the collection of surface and drill core samples for lithochemical analysis. Key targets included the Thunder Zone, Target A and the Hanson Lake area. The objective of this work, which built on work in 2012 and 2013, is to aid in target generation for the discovery of additional VMS deposits in Foran's landholdings.

In September, 2014, Foran announced that it had engaged JDS to conduct a PEA on the McIlvenna Bay Deposit. Results of a positive PEA were announced by Foran on November 12, 2014. Highlights of the PEA include an estimated pre-tax NPV_{7%} of \$382M (\$263M after-tax) & 22% IRR (19% after-tax). See below for further information on the PEA.

In December, 2014, the Company completed a non-brokered private placement of 6,400,000 flow-through shares of the Company at a price of \$0.25 for gross proceeds of \$1.6 million. The gross proceeds from the offering will be used for exploration on the Company's landholdings in east-central Saskatchewan in 2015.

Also in December, 2014, the Company purchased five quarry leases from the operator of a sand quarry located immediately northeast of the Deposit for US\$140,000.

Financial Year Ended December 31, 2013

In November 2012, the Company engaged RPA to complete an updated mineral resource estimate on the McIlvenna Bay Deposit.

From January to March 2013, the Company conducted a winter drill program consisting of 2,243 m in 4 drill holes on the McIlvenna Bay Deposit and 4,163 m in 11 drill holes on its regional properties.

In February 2013, the Company performed a ground-based, deep-penetrating time-domain electromagnetic geophysical survey on its McIlvenna Bay, Hanson and Balsam properties. The DEEP EM survey was completed in March 2013 and consisted of 1,857 ha.

In March 2013, the Company announced the results of an updated mineral resource estimate prepared by RPA. The new estimate has an indicated resource of 13.9 million tonnes grading 1.96% copper equivalent (13.19% zinc equivalent) and an inferred resource of 11.3 million tonnes grading 2.01% copper equivalent (13.52% zinc equivalent) at a base case NSR cut-off of US\$60/tonne. At the base case, this is a 15% increase in the indicated tonnage and an 18% increase in the inferred tonnage when compared to the 2011 mineral resource estimate.

In April 2013, the Company announced the results of its winter 2013 regional drill program, including the discovery of high-grade copper mineralization in the Thunder Zone (geophysical Target B as described below) on its Balsam property with 4.08% Cu, 0.43 g/t Au and 27.0 g/t Ag over 3.66 m in drill hole BA-13-77.

In May 2013, the Company engaged JDS to conduct engineering studies on the McIlvenna Bay Deposit. These studies include high-level engineering and development plans for the McIlvenna Bay Deposit and include the results of initial metallurgical testwork, the 2013 Resource, revised geological interpretation which was incorporated into the updated mineral resource estimate and geotechnical and geochemical studies. Key aspects of the engineering studies include mine planning and scheduling, mineral processing and flow-sheet design, and comparative operating and capital cost analysis of similar scale operations.

In June 2013, the Company announced the results of its winter 2013 drill program on the McIlvenna Bay Deposit. The primary objective of the program was to continue to conduct infill drilling within the inferred portions of the CSZ for future conversion of inferred mineral resources into the indicated category. All four holes were successful in intersecting the inferred portions of the CSZ and returned strong Cu grades over good widths.

In July and August 2013, Foran conducted a surface exploration program on the Company's landholdings surrounding McIlvenna Bay; this program included geological mapping and the collection of surface and drill core samples for lithochemical analysis targeting the Hanson Lake area to the north of the Deposit, as well as the collection of drill core samples south of the

Deposit in the vicinity of the Thunder Zone. The objective of this work is to aid in target generation for the discovery of additional VMS deposits in Foran's landholdings.

In October 2013, the Company received final results of the DEEP EM survey that was completed in March 2013. The DEEP EM survey outlined numerous conductors including two high-priority targets, targets "A" and "B".

Year Ended September 30, 2012

In October 2011, the Company completed a 1,587 line km VTEM helicopter-borne survey over portions of its McIlvenna Bay, Balsam and Hanson properties not previously surveyed by the Company. An additional 1,117 line km VTEM survey was flown on the Company's Bigstone property.

In November 2011, the Company increased its interest in the Balsam property to 100% by purchasing Anthem Resources Incorporated's 50% interest in consideration for 133,333 common shares of the Company at a fair value of \$0.75 per share for total consideration of \$100,000.

In November 2011, the Company released a mineral resource estimate prepared by RPA for the CSZ on its McIlvenna Bay Deposit. This resource was in addition to the then current NI 43-101 compliant resource hosted by the massive sulphide lenses of the deposit and resulted in an increase of >80% in the global tonnage of mineral resources in the indicated category and a 60% increase in the inferred category. This increase represents the first comprehensive, independent, NI 43-101 compliant mineral resource estimate for the CSZ on the McIlvenna Bay Deposit. The Technical Report related to this resource estimate was filed by the Company on SEDAR on December 9, 2011.

From August 2011 to November 2011, the Company successfully conducted a drill program on its McIlvenna Bay Deposit, which totaled 8,158 metres in 18 drill holes.

In January, 2012 the Company announced the results of the drilling conducted on the McIlvenna Bay Deposit between August 2011 and November 2011 and the commencement of metallurgical testwork.

From February to April 2012, the Company conducted a winter drill program on its McIlvenna Bay Deposit which consisted of 3,813 metres in 15 drill holes. Following this drill program, a further 2,387 metres of drilling in 8 holes were completed to test regional VTEM targets on the Company's McIlvenna Bay and Bigstone properties.

In March 2012, the Company increased its interest in the Bigstone property to 100% by purchasing Cameco Corporation's 34.33% interest in consideration for a cash payment of \$50,000.

In April 2012, the Company strengthened its Board of Directors by appointing one independent board member with extensive experience in the mining industry, bringing the total number of Company directors to six.

In June 2012, the Company announced positive results from initial metallurgical testwork from the three main styles of mineralization on the Mcllvenna Bay Deposit.

In August 2012, the Company completed a private placement consisting of 5,719,769 non flow-through units at \$0.58 per unit and 2,648,077 flow-through shares at \$0.65 per share for gross proceeds of \$5.04 million.

Events Subsequent to December 31, 2014

From January to April 2015, the Company conducted a winter exploration program on its Mcllvenna Bay, Balsam, and Bigstone properties in the Hanson Lake Camp. This program included drilling 1,914m in five drill holes on the Balsam property, 2,545m in six drill holes on the Bigstone property, borehole electromagnetic surveys on select drillholes and a 50 line-km DEEP EM survey on the Mcllvenna Bay Property.

On April 1, 2015 the Company announced the results of one of the six holes drilled on the Bigstone property, which intersected high-grade zinc in the Bigstone deposit, with 18.4% Zn over 11.78m in drill hole BS-15-240, as well as 1.4% Cu over 10.59m and 1.3% Cu over 8.47m.

On March 25, 2015 the Company released the results of drilling on the Balsam Property, which confirmed and expanded the Thunder Zone discovery.

In January, 2015, Foran Company filed a revised Technical Report for the PEA on the Mcllvenna Bay Deposit. A copy of the Technical Report is available under the Company's profile on SEDAR at www.sedar.com or on the Company's website at www.foranmining.com.

4.2 Significant Acquisitions

There were no significant acquisitions during the Company's Financial Year Ended December 31, 2014.

5 DESCRIPTION OF THE BUSINESS

5.1 General

(1) The principal business of the Company is the acquisition, exploration and advancement of mineral resource properties. The Company's material mineral property for purposes of NI 43-101 is the Mcllvenna Bay Deposit, located in east central Saskatchewan, Canada.

(a) Summary

For details on the terms of any royalties, back-in rights, payments or other agreements and encumbrances to which the Deposit is subject, please refer to page 5 of the most recent MD&A dated April 14, 2015. A copy of the MD&A is available under the Company's profile on SEDAR at www.sedar.com.

At present, the Company does not have any production and is exploring the advanced-stage McIlvenna Bay Deposit, where the Company has outlined mineral resources that have been classified in the indicated and inferred categories, and has completed a positive PEA, as discussed in greater detail below and in the Technical Report. Commercial production of the McIlvenna Bay Deposit would be achieved through the completion of positive engineering and economic studies, including, PFS, and/or FS, followed by the completion of financing for and construction of a mine and related infrastructure.

(b) Principal Products

The Company is an exploration issuer and is not in production. If it puts the McIlvenna Bay Deposit into production, there is a global market into which the Company could sell any base or precious metals produced and, as a result, the Company would not be dependent on a particular purchaser with regard to the sale of any precious or base metals that it produces.

(c) Specialized Skills and Knowledge

All aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of geology, drilling, mine planning, engineering, construction, regulatory compliance, accounting and finance. The Company has been successful, to date, in identifying and retaining employees and contractors with such skills and knowledge.

(d) Competitive Conditions

As a mineral exploration company, the Company may compete with other entities in the mineral exploration business in various aspects of the business including: (a) seeking out and acquiring mineral exploration properties; (b) obtaining the resources necessary to identify and evaluate mineral properties and to conduct exploration activities on such properties; (c) raising the capital necessary to fund its operations; and (d) seeking out and retaining qualified service providers and employees.

The mining industry is intensely competitive in all its phases, and the Company may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

(e) Cycles

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions.

The Company's properties are located in east central Saskatchewan. Some of the Company's properties are located in swampy areas, and as a result, it may be necessary for exploration activities on these parts of the properties to be conducted during the winter freeze.

(f) Environmental Protection and Policies

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration on the mineral property interests, the potential for production on the properties may be diminished or negated.

(g) Employees

As of December 31, 2014, and as at the date of this AIF, the Company had five (5) employees.

(2) Bankruptcy and Similar Procedures

During the three most recently completed financial years and to the date hereof, the Company has not been the subject of any bankruptcy, receivership or similar proceedings.

(3) Reorganizations

During the three most recently completed financial years and to the date hereof, the Company has not undergone a corporate reorganization.

(4) Social or Environmental Policies

As of the date of this AIF, the Company has in place an Occupational Health and Safety Manual. The Company plans to continue consulting with neighbouring First Nations bands, including the Peter Ballantyne Cree Nation community of Deschambault Lake and Denare Beach before adopting any First Nation Policies.

5.2 Risk Factors

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

Reliance on the McIlvenna Bay Deposit

The Company's exploration and development activities at the McIlvenna Bay Deposit and nearby, non-material properties will account for much of the Company's operations in 2015. Any adverse conditions affecting exploration or development at McIlvenna Bay could be expected to have a material adverse effect on the Company and could materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Company. At this time other project assets are presently not seen as contributing significantly to perceived shareholder value.

No History of Earnings or Dividends

The Company has no history of earnings. The Company's property interests are in the exploration and development stage and there are no known commercial quantities of mineral reserves on the Company's property interests. There is no assurance that any of the Company's property interests will generate earnings, operate profitably or provide a return on investment in the future. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. Any future dividend policy of the Company may be determined by its ability to commercially extract mineral resources from the ground at a profit. Should the Company declare a dividend in the future, the amount and frequency of the dividend will be determined at the sole discretion of its Board of Directors.

Exploration and Development

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return of investment capital.

The properties are in the exploration and advanced stage and are without a known body of commercial ore.

A PEA on the McIlvenna Bay Deposit was favourable, However, development would follow only if the results of pre-feasibility-level and/or feasibility-level engineering studies were favourable. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial ore bodies. The long-term profitability of the Company's operations

will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. For all major programs, the Company generally relies on recognized constructors and contractors, from whom the Company will, in the first instance, seek indemnities. In addition, the Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations.

Mining Titles

There is no guarantee that such title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

The Company is satisfied, based on its due diligence that its rights to the properties are valid and exist. There can be no assurance, however, that the Company's rights will not be challenged by third parties claiming an interest in the properties.

Permits and Licenses and Regulatory Requirements

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and eventually mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company. To the best of the Company's knowledge, the permit conditions to acquire permits in the jurisdiction where it operates are consistent with other similar companies.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material impact on the Company and cause increases in capital expenditures or require abandonment or delays in exploration and development of its properties.

There can be no assurances that the Company may not be negatively affected by potential changes in Canadian federal, provincial or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Fluctuating Metal Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of copper and zinc and possibly other metals. The price of copper and zinc and other commodities has fluctuated widely in recent years and is affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of copper and zinc due to new mine developments, mine closures as well as advances in various production and technological uses for copper and zinc. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical facilities. Competition in the precious metals mining industry is primarily for mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to construct and operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a world-wide basis and

some of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Financial Capability and Additional Financing

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects, giving rise to the possible loss of the Company's interest in such projects.

Dilution

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company's shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares of the Company may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of common shares distributed hereunder will be affected by such volatility.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

The Feasibility of Mining any Property has not been Established and the Company has not Completed the Exploration or Other Work Necessary to Determine if it is Commercially Feasible to Develop any Property

The Company is currently an exploration stage company. It has no proven or probable reserves on its properties. There are no assurances that it will be able to prove that there are reserves on its properties. Substantial expenditures are required to establish reserves through drilling and there is no assurance that reserves will be established. The feasibility of mining on the Company's properties has not been, and may never be, established. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. If the Company is unable to establish some or all of its mineralized material as proven or probable reserves in sufficient quantities to justify commercial operations, it may not be able to raise sufficient capital to develop a mine, even if one is warranted. If the Company is unable to establish such reserves, the market value of its securities may decline.

The Company has Incurred Substantial Losses and may never be Profitable

Since the Company's inception, it has not been profitable. To become profitable, it must identify additional mineralization and establish reserves at its properties, then either develop its properties or locate and enter into agreements with third party operators. It could be years before the Company receives any revenues from production, if ever. It may suffer significant additional losses in the future and may never be profitable. It does not expect to receive revenue from operations in the foreseeable future, if at all. Even if it does achieve profitability, it may not be able to sustain or increase profitability on a quarterly or annual basis.

Future Acquisitions

As part of the Company's business strategy, it may seek to grow by acquiring companies, assets or establishing joint ventures that it believes will complement its current or future business. The Company may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for its business. The Company cannot guarantee that it can complete any acquisition it pursues on favourable terms, or that any acquisitions completed will ultimately benefit its business.

There is no assurance that the TSX-V will approve the acquisitions of any additional properties by the Company, whether by way of option or otherwise.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Neighbouring Quarry Dispositions

A sand quarry is located immediately northeast of the Deposit. A portion of the quarry leases are located in proximity to and overlies a portion of the east-central part of the Deposit. In December 2014, the Company purchased five of these quarry leases from the operator in consideration for US\$140,000.

5.3 Companies with Asset-backed Securities Outstanding

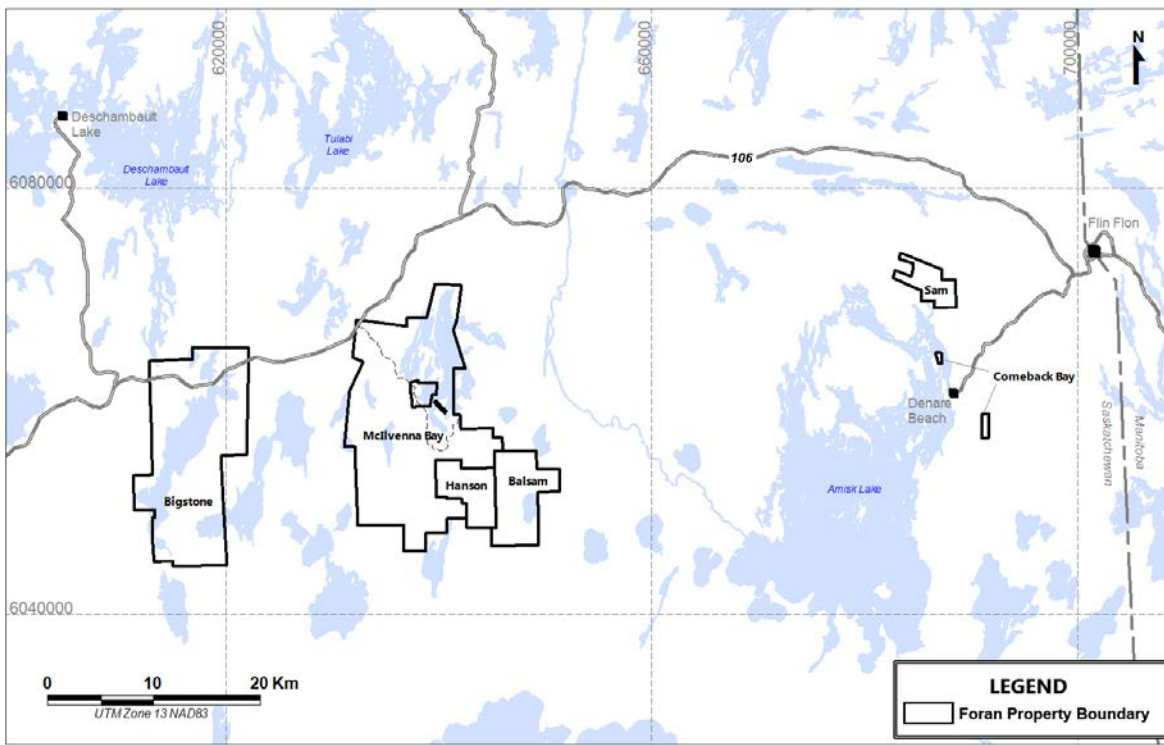
The Company does not have any asset-backed securities outstanding.

5.4 Companies with Mineral Projects

The Company has six mineral properties in Saskatchewan and one in Manitoba. The Company's only material property is the McIlvenna Bay Property, located in east central Saskatchewan (Figure 5.4.1). The McIlvenna Bay Property hosts the McIlvenna Bay Deposit.

Information with respect to Foran's non-material properties can be found in Section 5.4.13 (Other Relevant Data and Information).

Figure 5.4.1 Location map for Foran’s Saskatchewan properties.



On November 12, 2014, the Company announced the results of a PEA for the McIlvenna Bay Deposit. The Technical Report in support of the PEA was refiled on www.sedar.com on January 21, 2015. Information on the PEA can be found in Section 5.4.11.

The following disclosure relating to McIlvenna Bay contains information taken from the Technical Report in italics. The authors of the Technical Report are Mr. Michael Makarenko, P.Eng. of JDS, Mr. Darren Kennard, P.Eng., of Golder, Mr. Matt Bender, P.Eng. of Samuel Engineering Inc., Mr. David Rennie, P.Eng., of RPA, Mr. John Hull, P.Eng., of Golder, Mr. Leslie Correia, P.Eng., of Patterson & Cooke Canada Inc., and Mr. Ken Major, P.Eng., of KWM. All the Qualified Persons are independent of the Company. The Technical Report is available on the Company’s website at www.foranmining.com and under the Company’s profile on the SEDAR website at www.sedar.com. The disclosure in this document derived from the Technical Report is shown below in italicized text.

Portions of the Technical Report have been derived from a technical report prepared by R. Barry Cook, P.Eng. and Chester M. Moore, P.Eng. of Scott Wilson Roscoe Postle Associates Inc. (a precursor to RPA and also independent of the Company) entitled “Technical Report on the McIlvenna Bay Project, Saskatchewan, Canada” dated November 27, 2006. This report is available on the Company’s website at www.foranmining.com and under the Company’s profile on the SEDAR website at www.sedar.com.

Mr. Roger March, P.Geo., VP Project Exploration for the Company is a Qualified Person within the meaning of NI 43-101 and has read and approved the technical disclosure in this AIF.

5.4.1 Project Description and Location

Mcllvenna Bay occurs within Foran's Mcllvenna Bay property located approximately 1 km south of Hanson Lake, Saskatchewan. The property is also approximately 375 km northeast of Saskatoon and 65 km west-southwest of Flin Flon, Manitoba. Mcllvenna Bay is located within NTS sheet 63L10 and the plan projection of the deposit is centred on UTM coordinates 640,600 E and 6,056,200 N (NAD 83, Zone 13). The corresponding geographic coordinates are 102°50' W and 54°38" N. Mcllvenna Bay is located well within the property boundaries.

LAND TENURE

The entire Mcllvenna Bay Property comprises 30 claims totalling 20,382 ha. The tabulation of the relevant claim information is listed in Table 5.4.1. The claims are listed in the name of Foran and are kept in good standing at the discretion of Foran. Foran has engaged an independent firm to track and maintain the claims in good standing. The information contained within this report was provided by Foran and/or its designates. RPA has not confirmed the validity of the mineral tenures but has no reason to doubt their validity.

On January 25, 2005, Foran announced that it had entered into a definitive agreement with Cameco and Billiton Metals Canada Inc. (BHP Billiton), collectively the Hanson Lake Joint Venture, which allowed Foran to acquire a 100% interest in the Mcllvenna Bay property (including the Mcllvenna Bay copper-zinc deposit). Foran would acquire 100% of the Mcllvenna Bay property by:

- Paying \$1,500,000 to the Hanson Lake Joint Venture;
- Paying a further \$2,000,000 to the Hanson Lake Joint Venture before May 31, 2006; and
- Providing the Hanson Lake Joint Venture with a 1% NSR, with a buy-out provision in favour of Foran for the purchase of the whole NSR for \$1,000,000 at any time.

Foran agreed to assign its interest in the Property Option Agreement between Foran, Cameco, and BHP Billiton to Copper Reef Mines Ltd., newly named Copper Reef, a private company organized under the laws of Manitoba. Copper Reef had funded the initial \$1.5 million payment and agreed to issue to Foran 5,500,000 common shares of Copper Reef. Subject to regulatory approval, Foran also agreed to subscribe for 2,500,000 units of Copper Reef at a price of \$0.20 per unit, which gave Foran a 48.41% equity interest in Copper Reef. Copper Reef is a public company organized under the laws of the Province of Manitoba that trades on the Canadian Stock Exchange.

In a subsequent event, Foran and Copper Reef were in dispute regarding the assignment agreement concerning the Property Option Agreement for Mcllvenna Bay. This matter

was resolved on May 24, 2006, and under that settlement, Foran made a payment of \$2,000,000 for McIlvenna Bay. Foran's \$1,500,000 payment to the Hanson Lake Joint Venture on behalf of Copper Reef (Foran contributed \$500,000 to Copper Reef for that payment on January 25, 2005) stayed in the Project. Foran gave Copper Reef a 25% interest in the claims, retained 75% for itself, and entered into a joint venture agreement with Copper Reef in which Foran was the operator. Foran retained approximately 25% of shares of Copper Reef, and could maintain that percentage through participation in future Copper Reef fund raising. The original 1% NSR in favour of the original Hanson Lake Joint Venture remained the responsibility of the current Foran-Copper Reef joint venture.

On November 3, 2010, Foran announced the closure of an agreement for acquisition of Copper Reef's 25% interest in the McIlvenna Bay property. The deal included transfer to Foran of 3,000,000 Copper Reef shares, and the nearby North Hanson property. In exchange, Copper Reef received 4,000,000 Foran shares (to hold 8% on a non-diluted basis), \$1,000,000 cash, a Net Tonnage Royalty of C\$0.75/t on future ore produced from the property, and five Manitoba properties selected by Copper Reef from Foran's portfolio.

Table 5.4.1. McIlvenna Bay property claim status (MARS database as at March 10, 2015).

Claim Disposition Number	Work Requirement (\$)	Excess Credits (\$)	Area (ha)	Anniversary Date
CBS 3692	\$8,750.00	\$87,500.00	350	20/06/2015
CBS 3693	\$2,875.00	\$37,864.17	115	22/02/2016
CBS 4909	\$44,325.00	\$354,600.00	1773	14/04/2016
CBS 6130	\$31,975.00	\$434,175.00	1279	01/12/2015
CBS 8460	\$6,250.00	\$78,615.00	250	14/03/2016
CBS 9314	\$14,875.00	\$135,989.89	595	01/12/2015
CBS 9315	\$29,250.00	\$200,311.82	1170	01/12/2015
CBS 9317	\$16,750.00	\$150,750.00	670	01/12/2015
CBS 9318	\$12,500.00	\$112,500.00	500	01/12/2015
S-100669	\$15,200.00	\$152,000.00	608	23/04/2015
S-100671	\$2,500.00	\$31,445.00	100	18/10/2015
S-101727	\$132,900.00	\$1,063,200.00	5316	08/01/2016
S-107931	\$12,885.00	\$176,095.00	859	11/06/2015
S-111933	\$4,785.00	\$55,825.00	319	21/03/2016
S-112150	\$6,510.00	\$75,950.00	434	21/03/2016
S-112151	\$87,300.00	\$873,000.00	5820	21/03/2016
S-95733	\$400.00	\$3,881.36	16	01/05/2015
S-95734	\$400.00	\$4,000.00	16	01/05/2015
S-95735	\$400.00	\$4,000.00	16	01/05/2015
S-95736	\$400.00	\$4,000.00	16	01/05/2015
S-95737	\$400.00	\$4,000.00	16	01/05/2015
S-95740	\$400.00	\$4,000.00	16	01/05/2015
S-95741	\$400.00	\$4,000.00	16	01/05/2015
S-95742	\$400.00	\$4,000.00	16	01/05/2015
S-95743	\$400.00	\$4,000.00	16	01/05/2015
S-95744	\$400.00	\$4,000.00	16	01/05/2015
S-95745	\$400.00	\$4,000.00	16	01/05/2015
S-97903	\$400.00	\$5,030.00	16	12/06/2015
S-98827	\$400.00	\$4,590.99	16	07/04/2016
S-98828	\$400.00	\$4,590.99	16	07/04/2016
30 CLAIMS	435,230.00	4,077,914.22	20,382	

PERMITTING, SURFACE RIGHTS & ENVIRONMENTAL APPROVAL

In September of 1999 Foran submitted a project proposal for an underground exploration program at the McIlvenna Bay Deposit to the Environmental Assessment Branch of SERM. The project proposal consisted of an all-weather road accessing the deposit site; a surface camp and an underground test mine. It was envisaged that the test mine would be developed underground via a decline ramp from surface, followed by extraction of a bulk sample for metallurgical processing and underground diamond drilling of the deposit with the intent of developing measured ore reserves. This test mine was planned to allow an accurate determination of the extent and continuity of grades of the McIlvenna Bay Deposit and would be used to make decisions regarding future development of the deposit.

As announced in the Foran news release dated January 6, 2000, SERM completed an environmental screening of the McIlvenna Bay Deposit proposal in December, 1999 and determined that an Environmental Impact Assessment from Foran for the test mine phase was not required, and did not require Ministerial Approval in order for Foran to proceed. This test mine was not constructed following the 1999 screening and the proposal would need to be updated prior to proceeding with this work.

On March 2, 2000 Foran announced commencement of construction of a permanent access road from the provincial road off Highway 106 to the south end of McIlvenna Bay to allow year-round access to the McIlvenna Bay Deposit. This 8.5 km long access road was constructed in 2000 and Foran annually maintains Miscellaneous Use Permit MUP 602369 related to usage of this road.

In December 2010, Foran submitted and subsequently received an exploration permit for a spring 2011 drill program. This permit expired subsequent to the completion of this program.

In July 2011, Foran permitted and built a new exploration and development camp on the property under a Temporary Camp Permit. A separate permit for the construction of a wastewater lagoon for the camp was received in January 2012 from the Saskatchewan Ministry of Environment.

In August 2011, Foran was granted an exploration permit valid until March 31, 2012 for diamond drilling at the McIlvenna Bay Deposit. Drilling was conducted in two phases under this permit, between August and November 2011 and subsequently between February and March 2012.

In March 2012, Foran was granted a separate exploration permit for regional drilling of targets on other parts of the McIlvenna Bay Property.

In December 2012, Foran was granted an exploration drilling permit for the McIlvenna Bay and Balsam properties which was valid up until March 31, 2014. Exploration drilling

was conducted on the properties during winter programs in both 2013 and 2014 under this permit.

In February 2013, Foran was granted a permit to conduct a ground-based geophysical survey on parts of the McIlvenna Bay, Balsam and Hanson properties.

In January 2014, Foran was granted a permit to conduct additional ground-based geophysical surveys on the McIlvenna Bay and Bigstone properties during the winter of 2014.

In late 2014/early 2015 Foran was granted permits for diamond drilling on the Bigstone and Balsam properties and for a ground-based geophysical survey on the McIlvenna Bay Property.

5.4.2 Accessibility, Climate, Local Resources, Infrastructure and Physiography

ACCESSIBILITY

McIlvenna Bay is located 1 km south of Hanson Lake, Saskatchewan, and approximately 83 km by road west of Flin Flon, Manitoba. The Deposit is located 5 km southeast of the Western Nuclear (or Hanson Lake) Mine, a former producer located on the western shore of Hanson Lake. The McIlvenna [Bay Deposit] is accessible via an 18 km long all weather gravel road which connects to Saskatchewan Provincial Highway #106.

The regional mining towns of Flin Flon, Manitoba/Creighton, Saskatchewan (population 7,100), represents the largest commercial/residential centre in the area. Flin Flon provides a railhead that connects the area to the North American railway system. Electrical power would be available from SaskPower at Creighton, Saskatchewan.

CLIMATE

The climate in the Hanson Lake area is continental, with cold winters and moderate to warm summers. The area is classified as having a subhumid high boreal ecoclimate. The mean temperatures for January and July are -21°C and 18°C, respectively. Temperature ranges from -30°C in the winter to 30°C in the summer can be expected.

Annual precipitation averages about 350 mm of rain and 1,450 mm of snow. There are on average 119 frost-free days per year. Lake ice thaws in April and returns in November.

LOCAL RESOURCES

The Flin Flon-Creighton area has a mining history dating back to the 1920s. Road and rail access is good. General labour, experienced mining professionals and a variety of contractors are available in the area. Local communities are supportive of mining.

INFRASTRUCTURE

In 2011, Foran permitted and built a new exploration and development camp on the property. This new camp includes a 35 bed trailer camp with office, core shack, shop, and core storage facility.

A gravel road has been built through the property to support Foran's exploration programs as well as an adjacent quarrying operation.

Foran's concessions contain enough area for the construction of all necessary tailings facilities, processing plant, waste disposal, etc. The local region, mainly the town of Flin Flon, has sufficient capacity to house mining personnel. Power would be provided from SaskPower via a new transmission line from Creighton. Water for a mining/milling operation could be drawn from one of the local lakes.

PHYSIOGRAPHY

The Property is located within the Boreal Shield Ecozone and is covered with shield-type boreal forest. Topography is flat lying with occasional sharp dolomite cliffs and ridges up to 20 m high. Soil thickness on the limestone ridges is minimal, with occasional rock exposure, and the vegetation is dominated by larger conifer and poplar trees. Below the cliffs are poorly drained muskeg swamps with scattered tamarack and black spruce. Throughout the surrounding area, there are numerous lakes and ponds of various sizes.

Mcllvanna Bay of Hanson Lake is at an elevation of approximately 318 m. The base station on the survey grid over the deposit is at an elevation of 325.13 m.

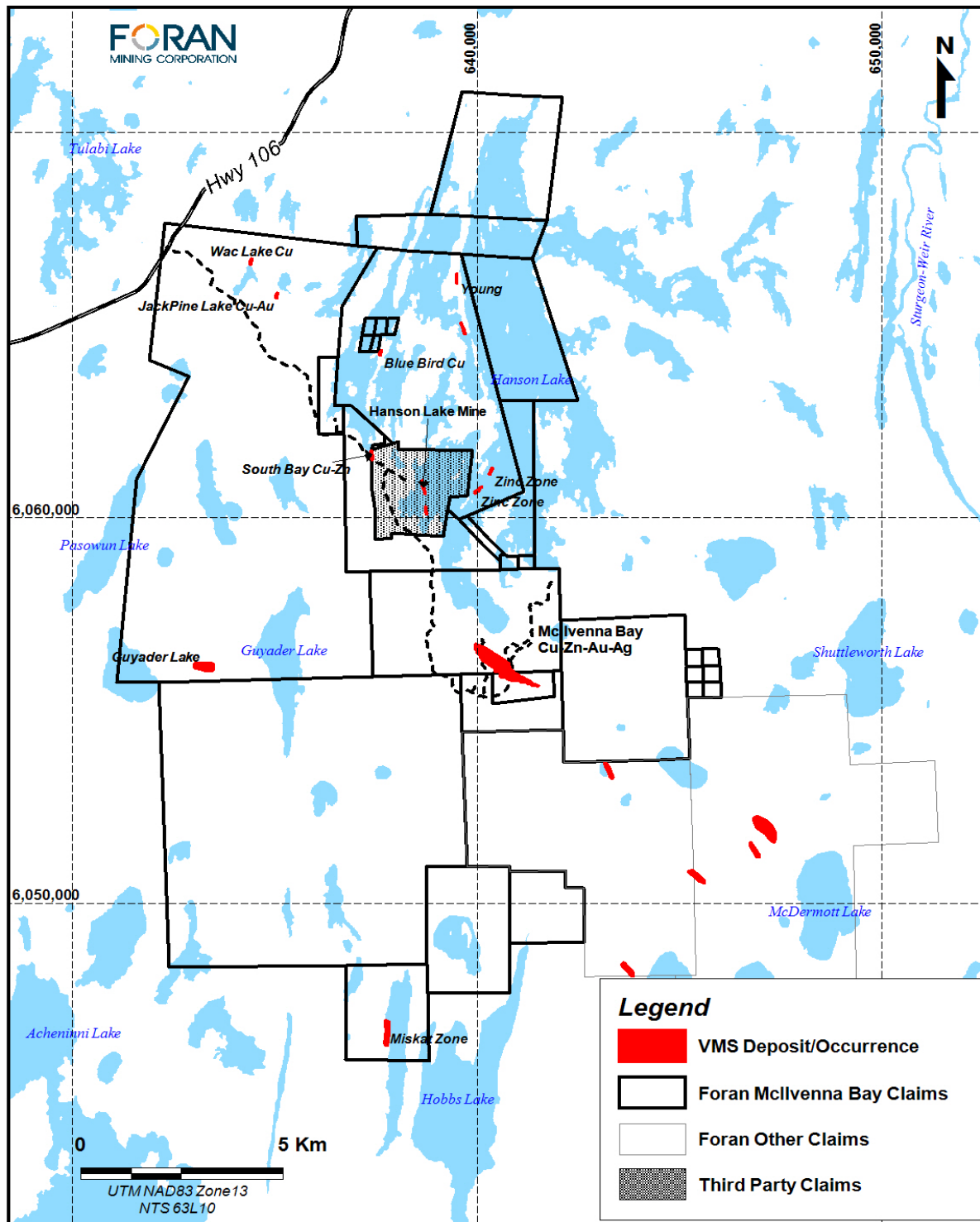
5.4.3 History

In 1957, the Parrex Mining Syndicate tested an electromagnetic ("EM") conductor delineated under a small bay on the western side of Hanson Lake and intersected impressive zinc-lead massive sulphide mineralization which led to the development of the Hanson Lake (Western Nuclear) Mine. The mine operated between 1967 and 1969 and produced 162,200 tons of ore averaging 9.99% Zn, 5.83% Pb, 0.51% Cu, and 4.0 oz/t Ag prior to being shut down. An undisclosed tonnage of unmined resource exists below the workings of the mine.

In 1976, SMDC, the provincial government exploration vehicle that eventually became Cameco Corporation, acquired a large exploration lease centered on Hanson Lake. The permit area covered much of the exposed portion of the Hanson Lake Block and extended several kilometres south of the present Mcllvanna Bay Property. In 1977, SMDC flew an Aerodat helicopter-borne EM survey across much of the permit area with lines oriented east-west.

From 1978 to 1988, Cameco tested selected Aerodat EM anomalies with ground follow-up exploration programs consisting of grid establishment, geological mapping (in the exposed portions of the belt), and ground geophysical surveys which included Horizontal Loop EM ("HLEM"), Time-Domain EM ("TEM"), and Surface Pulse EM surveys. Diamond drilling led to the discovery of three new showings, the Miskat Zone, the Grid B occurrence, and the Zinc Zone (Figure 5.4.2).

Figure 5.4.2. Location of claim boundaries, mineral deposits and occurrences at McIlvenna Bay.



In 1985, the Granges-Troymin joint venture discovered the Balsam Zone, a VMS deposit located under the Paleozoic cover, approximately eight kilometres southeast of Hanson Lake. This prompted Cameco to re-evaluate their existing airborne EM data between the new discovery and Hanson Lake and resulted in a decision to conduct a Mark VI helicopter INPUT survey (in 1987) over the area south of Hanson Lake, with flight lines oriented northeast-southwest. The survey delineated a 1,200 m long INPUT anomaly, striking east-southeast, one kilometre south of McIlvenna Bay.

In January 1988, a ground magnetometer and HLEM survey defined the anomaly and six holes were subsequently drilled into what is now the McIlvenna Bay Deposit. From 1989 to 1991, an additional 69 drillholes were completed. Fifty-six of the holes were drilled to test the deposit, of which only five failed to intersect economically significant mineralization.

Cameco suspended exploration activities at the McIlvenna Bay property after a corporate decision was made not to explore for base metals. The property remained idle until optioned in 1998 by Foran.

On acquisition of the property in 1998, Foran embarked on a diamond drilling program to test new targets as well as in-fill the existing drill pattern. Phase I of this program commenced in December 1998 and carried out through the winter of 1998-1999. A total of 55 holes were drilled during this program, totalling 27,958 m. Geosight Consulting Canada (Geosight) was retained to prepare a resource estimate using the drill holes completed by previous operators. In 1999, Foran initiated environmental baseline studies and commenced engineering work for construction of a road to access the property.

Drilling continued during the winter of 1999-2000, but was temporarily halted pending financing. Three holes totalling 2,938 m were completed in 2000, and an access road was constructed. R. Lemaitre of M'Ore prepared a resource estimate which was released on June 14, 2000. This block model estimate was based on a total of 63,344 m of diamond drilling from 124 holes, of which 33,350 m of drilling was completed by Foran between December 1998 and May 2000. Cut-off grades of 1.5% Cu or 4.0% Zn were used. The area between L93+00E and L103+50E and above the 580 m vertical depth was deemed to have been drilled at sufficient intersection spacings to be classified as an Indicated resource. The remainder of the mineralization delineated to a maximum depth of 1,230 m vertical was classified as Inferred resources.

As of May 31, 2000, Foran had drilled 59 additional holes totalling 33,350 m into the property, with 57 holes directly testing the deposit. The first 44 holes were drilled with the objective of upgrading the quality of the resource to a depth of 580 m from the inferred resource category to the indicated resource category. The last 15 holes were drilled below the plunge line and down plunge of the deposit and extended the deposit an additional 300 m vertically below the plunge of the previous resource base.

After 2000, exploration work on the property ceased, and the option agreement with the Hanson Lake Joint Venture was allowed to lapse. As described in the Land Tenure section of this report, Foran acquired a new option agreement in 2005, and resumed work. Scott Wilson RPA (a predecessor to RPA Inc.) was retained in 2006 to audit the Mineral Resource estimate and prepare a NI 43-101 Technical Report. The Mineral Resources dropped significantly owing to an increase in the cut-off grade used, which resulted in removal of much of the CSZ (then termed Copper Stringer Zone).

In early 2007, Foran completed an airborne deep-penetrating time-domain electromagnetic (VTEM) survey over the Bigstone, Balsam, and Mcllvenna Bay properties. The program comprised 404.6 line-km on 150 m line spacing over the Mcllvenna Bay/Balsam properties and 321 line-km over the Bigstone property.

In the winter of 2007-2008, Foran conducted a diamond drill hole program based on recommendations from the Technical Report on the Mcllvenna Bay Project prepared by RPA dated November 27, 2006. Seven diamond drill holes were completed for a total of 6,455 m. Drill holes were between 691.5 m and 1298.4 m in length on sections 9400E through 9700E, and the objective of the drilling was to tighten drill hole spacing and upgrade Mineral Resources down plunge on L2MS. A number of drill holes failed to intersect the deposit at depth. Subsequently, Foran determined that the holes that missed their target were drilled at orientations which made it impossible to intersect the deposit at the targeted depths.

Exploration work underwent a hiatus until 2011, when Foran carried out a diamond drilling program consisting of 5,056.0 m in 10 holes conducted during the late winter and spring. Drill core from some of the earlier programs was also relogged and sampled.

In 2011, RPA was retained to update the Mineral Resources estimate for the CSZ. The zone was re-interpreted, using a nominal 0.5% Cu cut-off grade and a minimum apparent thickness of 3 m. The other zones were largely unchanged, with the exception of Lens 4, which was incorporated into the FW. The inclusion of the CSZ resulted in a large increase in the total Mineral Resources for the Project.

5.4.4 Geological Setting

The Hanson Lake Block, the host terrain of Mcllvenna Bay, is one of eight geographically separate juvenile island arc volcanic assemblages within the Paleoproterozoic Flin Flon Greenstone Belt (FFGB). It is bound to the east by the Sturgeon-Weir Shear Zone and to the west by the Tabernor Fault Zone, and extends an unknown distance to the south beneath a nearly flat-lying cover of Ordovician sandstones of the Winnipeg Formation and dolomites of the Red River Formation.

The deposit area is underlain by variably metamorphosed sedimentary and volcanic rocks of Proterozoic age, unconformably capped by Winnipeg Formation sandstones. Outcrops are scarce, and the stratigraphy has been defined over a 2 km strike length by a total of 191 drill holes. From lowermost to uppermost, these units are: the McIlvenna Bay Formation, Cap Tuffite Formation, the Koziol Iron Formation, the Rusk Formation, the HW-A Formation, and the Upper Sequence. Sills and dykes of the Davies Gabbro intrude the Cap Tuffite formation.

The McIlvenna Bay Formation, the principal host of McIlvenna Bay, is known only to the extent it has been drilled below the footwall of the deposit. The formation is at least 200 m thick (true thickness) and comprises massive and semi-massive sulphides, variably altered felsic volcanics, volcanoclastics, and/or volcanic-derived sediments of rhyolitic composition.

Stratigraphy in the deposit area strikes between 275° and 295° and dips to the north at 65° to 70°, although in selected areas it dips vertically. The deposit has the same orientation as the stratigraphy and also plunges at approximately 45° to the northwest. Rocks in the host stratigraphy are massive to strongly foliated, the intensity of which depends on the competency of each individual unit and the degree of alteration.

Two phases of folding of the host stratigraphy have been observed in the drill core and are believed to correspond to the regional F2 and F3 folding events. Evidence of faulting has been documented in drill core, but it is difficult to determine the orientation, scale, or continuity of most faults between drill holes with the present level of information.

McIlvenna Bay is a volcanogenic massive sulphide (VMS) deposit, comprising synvolcanic accumulations of sulphide minerals on or near the seafloor. The deposits consist of structurally modified, stratiform, volcanogenic, polymetallic massive sulphide mineralization and associated stringer zone mineralization. The sulphides contain copper and zinc, with comparatively low lead, silver, and gold values. The deposit has undergone strong deformation and upper greenschist to amphibolite facies metamorphism. The sulphide lenses are now attenuated down the plunge to the northwest.

5.4.5 Exploration

5.4.5.1 Drilling

A summary of all drill campaigns conducted on the McIlvenna Bay Deposit is presented in Table 5.4.5. No drilling was conducted on the Deposit in 2014 and no drilling is currently planned for the Deposit in 2015.

5.4.5.2 Geophysical Surveys

In November 2011, Foran completed a helicopter-borne geophysical survey that

comprised 1,563.4 line km of time domain electromagnetic VTEMplus and horizontal magnetic gradiometer surveys over those areas of the McIlvenna Bay Property not covered by previous surveys completed in 2007.

In February and March 2013, Foran completed a DEEP EM geophysical survey on its McIlvenna Bay, Hanson and Balsam properties. The results of this program were released by the Company on October 31, 2013. Two high-priority anomalies were identified. These consist of Target A and Target B. Target B was tested with the final hole of the winter 2013 drill program and intersected high-grade copper mineralization in the Thunder Zone. An initial drill test of Target A in 2014 was inconclusive.

In conjunction with DEEP EM surveying in 2013, two of the four McIlvenna Bay Deposit drill holes completed in 2013 were surveyed with Borehole EM as well as the two 2013 McIlvenna Bay regional drill holes.

In February and March 2014, Foran conducted a large loop time-domain electromagnetic geophysical survey on the McIlvenna Bay and Bigstone properties as part of its winter 2014 exploration program. A total of 17.1 line km of detailed large loop TDEM surveying at 100 m line spacing was conducted over Target A using an HT Squid B-field sensor. Data from this survey was interpreted on site to refine targets in advance of drilling. Borehole EM surveys were conducted with a DigiAtlantis B-field probe at intermediate to final depths on drill hole MR-14-08 to track the EM response downhole. Borehole EM surveying indicated a strong off-hole EM conductor at a downhole depth of approximately 1,200 m with exceptional late-time decay characteristics. This decay profile suggests a source other than graphitic zones, which give early to mid-time EM responses.

As discussed in the Foran news release dated April 1, 2015, the Company is conducting a 50 line-km large loop DEEP EM survey 4 to 8km north of the Deposit on the McIlvenna Bay Property. The objective of this survey is to explore prospective stratigraphy to identify targets for future drill programs.

5.4.6 Mineralization

McIlvenna Bay comprises five different zones and includes three distinct styles of mineralization. The five different zones identified are the L2MS, the UW-MS, L3, and two separate CSZ. The three different styles of mineralization are massive sulphides, semi-massive sulphides, and stockwork. Each style is mineralogically and texturally distinct.

The L2M) is by far the largest and most significant massive sulphide zone in the McIlvenna Bay deposit. As it is presently interpreted, it has a strike length of 400 m to 550 m, ranges in true thickness from 0.40 m to 16.75 m and has an average thickness of 5.6 m. The zone plunges approximately 45° to the north and strikes at 295° with an average dip of 68°. The L2MS extends between 35 m and 1,200 m below surface, along an overall plunge distance of approximately 1,880 m.

The UW-MS is a relatively copper-gold-enriched semi-massive sulphide unit found as a long strip that lies parallel to and along the top of the plunge line of the L2MS. It is believed to be on the same stratigraphic horizon as, and laterally continuous with, the L2MS, with a 25 m to 50 m wide transition zone between the two. The UW-MS Zone has a strike length of 150 m to 300 m and has been delineated between the vertical depths of 35 m and 1,230 m. It varies from 2.80 m to 10.60 m true thickness and averages 4.8 m true thickness. The zone remains open down plunge below the 1,230 m level.

The L3 is a discontinuous and comparatively thin massive and semi-massive sulphide horizon that is located 10 m to 30 m above the L2MS and UW-MS horizon. The zone has a strike length of up to 350 m and plunges parallel to the underlying mineralized zones. The true thickness of the zone ranges from 0.2 m to 6.7 m and averages 2.4 m. The zone is dominantly massive sulphides although semi-massive sulphides and typical copper stockwork mineralization have been observed in some holes. The zone is occasionally underlain by weak copper stockwork mineralization. The majority of the zone comprises sub-economic massive sulphides over widths of less than 3.0 m. Pods within the zone obtain threshold economic grades that exceed the minimum mining width, the largest of which has a strike length of 250 m and a dip extent of 50 m.

The CSZ underlies and is in contact with the UW-MS and the western half of the L2MS. The zone is wedge-shaped with the blunt edge running parallel to the plunge of, and underlying, the UW Zone. The wedge terminates near the central axis of the L2MS. The zone is thickest where it underlies the UW-MS, and it is considered to be the proximal feeder zone for the hydrothermal system which deposited the massive sulphides. Stockwork mineralization in this area is hosted in chlorite-altered rock. To the east, immediately underlying the L2MS, the stockwork mineralization is hosted in fine fracture networks in silicified and sericitized rock for a horizontal distance of 1,750 m and a down-plunge distance of 1,950 m to an approximate depth of 1,100 m below surface. The interpreted wireframe of the main body measures approximately 460 m at its widest point, ranges up to 52.8 m in apparent thickness, and averages 9.5 m in true thickness. For most of its length, the CSZ extends upwards in elevation above the upper limit of the UW-MS. The zone remains open to the west and down plunge below the 1,100 m level. A small body of stockwork-type mineralization occurs in the footwall of the primary body between eastings 9340 E and 9490 E and elevations 2,790 m and 3,115 m. This zone appears to be stratigraphically distinct from the main CSZ, however, fault repetition or folding has not been entirely ruled out. The drill pattern is too broad to allow for detailed structural interpretations. This zone is referred to as the Footwall Stockwork Zone (FW).

A very small semi-massive sulphide body occurs within the FW and was originally called the L4. It was interpreted to lie approximately 40 m to 50 m below the UW-MS, roughly

in the centre of the deposit. Subsequent re-interpretation of the geology resulted in the L4 being included within the FW and it is no longer considered as a separate body.

Massive sulphides are typical of the L2MS and L3 horizons. This style of mineralization is composed of 70% to 80% medium-sized and subrounded pyrite grains resembling 'buckshot'. Sphalerite is hosted as fine-grained and sometimes feathery minerals located in the interstices of the pyrite grains ranging from 5% to 25% of the total unit. The sphalerite is generally dark to medium brown in colour. Faint banding of the massive sulphides is occasionally apparent. Up to 10% fine-grained grey quartz, and occasionally fine calcite, is also observed in the interstices. Subangular to subrounded inclusions or fragments of massive black chlorite ranging from 2 to 50 mm in diameter comprise 10% of the unit. Patchy but commonly rounded chert fragments ranging from 1 to 3 cm in diameter can constitute up to 20% of the unit locally. Such chert, when present, is often surrounded by one to three centimetre thick zones of enhanced, pale brown sphalerite.

The semi-massive sulphides are typical of the UW, and selected parts of the L3. The semi-massive sulphides range from 20% to 60% sulphides which are found as veinlets, veins, and pods within strongly chlorite-altered rock. The sulphide portion tends to be either sphalerite or chalcopyrite-dominant, with less than 20% fine-grained pyrite. Sphalerite-dominant portions are generally comprised of reddish or pale brown to blonde sphalerite indicative of zinc-rich and iron-poor sphalerite. Individual veins or pods have been documented to contain up to 56% zinc. Less common are the chalcopyrite-dominant intervals which are composed of 80% chalcopyrite over narrow widths. Veining and replacement textures are common in the semi-massive sulphides.

The CSZ mineralization is generally confined to the area below the UW-MS and L2MS, but has been observed underlying the L3. The nature of the stockwork zone mineralization varies according to the host rock alteration. Chlorite alteration-hosted copper stockwork mineralization comprises chalcopyrite and pyrrhotite, with occasional pyrite, and is found in veinlets and pods cutting the chlorite alteration. Sericite-quartz altered copper stockwork zones tend to comprise exclusively chalcopyrite which lines fine, hairline fractures within the strongly silicified host, and as 5 to 10 cm long semi-massive pods containing angular to rounded host rock fragments. These pods and fractures appear to be late brittle features and suggest that the chalcopyrite was remobilized into fractured rock possibly during deformational events. This latter style of copper stockwork mineralization typically lies as a subordinate unit beneath the L2MS.

The sulphide mineralogy and the size of the alteration footprint suggest the presence of a proximal vent environment along the entire top plunge line of McIlvenna Bay which is represented by the UW Zone. The location of the L3 and L4 zones respectively overlying

and underlying the UW is interpreted by Foran geologists to indicate the occurrences of smaller hydrothermal pulses along different stratigraphic timelines.

The UW-MS, L2MS, and CSZ all remain open down plunge and, likely, both the zones and the plumbing system underlying them will continue at depth. In RPA’s opinion, this is an important exploration target.

5.4.7 Drilling

5.4.7.1 Mcllvenna Bay Deposit

Diamond drilling has spanned a fairly broad period, starting with Cameco in 1988. Cameco (and partners) drilled 68 holes, of which 56 targeted Mcllvenna Bay. All other drilling in and around the project area has been completed by Foran.

A summary of drilling is provided in Table 5.4.2.

Table 5.4.2. *Diamond Drilling Summary to April 2015*

Company	Year	Number of Holes	Meters Drilled
<i>SMDC (with partners Esso, Tri-gold)</i>	<i>1988</i>	<i>26</i>	<i>7,702.00</i>
<i>Cameco (SMDC) (with partner Trimin)</i>	<i>1989</i>	<i>30</i>	<i>14,550.53</i>
<i>Cameco (with partner Billiton)</i>	<i>1990</i>	<i>13</i>	<i>7,693.70</i>
<i>Foran</i>	<i>1998</i>	<i>3</i>	<i>997</i>
<i>Foran</i>	<i>1999</i>	<i>62</i>	<i>28,992.70</i>
<i>Foran</i>	<i>2000</i>	<i>3</i>	<i>2,938.30</i>
<i>Foran</i>	<i>2007</i>	<i>3</i>	<i>3,214.20</i>
<i>Foran</i>	<i>2008</i>	<i>4</i>	<i>3,310.70</i>
<i>Foran</i>	<i>2011 Phase I</i>	<i>10</i>	<i>5,056.00</i>
<i>Foran</i>	<i>2011 Phase II</i>	<i>18</i>	<i>8,158.00</i>
<i>Foran</i>	<i>2012</i>	<i>15</i>	<i>3,825.00</i>
<i>Foran</i>	<i>2013</i>	<i>4</i>	<i>2,243.00</i>
TOTAL		191	88,681.13

Source: Foran 2014

5.4.7.2 Drilling Outside the Mcllvenna Bay Deposit

Prospecting and mapping of the Mcllvenna Bay Property outside the Mcllvenna Bay Deposit has been conducted since at least the 1930’s. Drill campaigns have been conducted by various operators, primarily as follow-up work to surface discoveries and geophysical anomalies.

Table 5.4.3 provides a summary of past drilling by previous operators on potential VMS targets on the Mcllvenna Bay Property outside the Mcllvenna Bay Deposit and Figure

5.4.2 shows their locations relative to the property boundaries and Mcllvenna Bay Deposit. Table 5.4.7 provides a summary of drilling by Foran on potential VMS targets on the Mcllvenna Bay Property outside the Mcllvenna Bay Deposit from 2012 to 2014.

An historic resource has been outlined on the Miskat Zone; however, to date no NI 43-101 Mineral Resources have been outlined on any zones on the Mcllvenna Bay Property outside of the Mcllvenna Bay Deposit.

Table 5.4.3. Summary of historic drilling of VMS targets on the Mcllvenna Bay Property outside the Mcllvenna Bay Deposit.

Mineral Deposit or Occurrence	Year Discovered	Number of Drill Holes	Resource or Best Drill Intersection	Comments
Blue Bird Cu	1934	>50	1.4 m @ 0.39%Cu, 3.50% Zn	chalcopryite, sphalerite, magnetite, pyrite bands in gneiss
Guyader Lake	unknown	>3	unknown	argillite-chert w/ pyrrhotite veins, trace chalcopryite, sphalerite
Jack Pine Lake	unknown	>4	2.31 m @ 0.25% Cu, 3.0 g/t Au	disseminated to stringer chalcopryite
Miskat ¹	1979	>18	500,000 t @ 0.60% Cu, 0.40% Zn ¹	historic resource estimate ¹ ; parameters unknown
South Bay Cu-Zn	1952	>50	2.3 m @ 1.97% Cu, 0.89% Zn	900 m strike length
Wac Lake Cu	1965	unknown	4410 ppm Cu in grab sample	chalcopryite, native Cu in calc-silicate
Young	1967	>10	unknown	5-40% pyrite- pyrrhotite trace chalcopryite
Zinc Zone	1984	10	1.5 m @ 30.7% Zn, 196.8 g/t Ag	zone plunges steeply south

¹ Foran is not treating the historic estimate as current; a Qualified Person has not completed sufficient work to classify the historic estimate as current; additional work would be required to verify and upgrade the historic estimate to current.

Table 5.4.4. Summary of 2012-2014 drill results for the McIlvenna Bay Property outside the McIlvenna Bay Deposit.

Hole ID	From (m)	To (m)	Interval (m)	Zn (%)	Cu (%)	Ag (g/t)	Au (ppb)
MR-12-01	NSV						
MR-12-02	NSV						
MR-12-03	175.00	178.47	3.47	0.30	0.14	2.0	92
&	202.88	211.05	8.17	0.13	0.07	1.5	236
Incl.	202.88	203.81	0.73	0.19	0.06	3.2	870
&	212.67	215.71	3.04	0.23	0.09	1.2	43
MR-12-04	151.04	153.04	2.00	0.20	0.10	1.7	60
MR-13-05	NSV						
MR-13-06	NSV						
MR-14-07	NSV						
MR-14-08	NSV						

5.4.8 Sampling and Analysis

This section describes, to the best of RPA's knowledge, the historical procedures employed initially by Cameco and later by Foran.

CAMECO (1988-1991)

Little information is available for security measures employed, QA/QC procedures, and who actually prepared the samples. The samples of sawn core were initially sent to TSL. Each sample was crushed to a minimum of 60% passing -10 mesh and was split, with the rejects being stored at TSL's laboratory. A split portion, approximately 250 g, was pulverized to 90% passing -150 mesh. The split halves were assayed by standard Atomic Absorption ("AA") techniques for zinc, copper, silver, and lead and by fire assay-atomic absorption ("FA-AA") for gold. When the initial assay samples exceeded 1% Zn, 1% Cu, or 1 g/t Au, the sample was re-analyzed. Samples from HA-01 to HA-06 were assayed at TSL. The remainder of the samples from HA-07 through HA-67 were assayed at Eco-Tech Laboratories in Creighton, Saskatchewan. A total of 152 check assays were performed at TSL, Bondar-Clegg (Ottawa), and Terramin Laboratories (Calgary). Cameco was pleased with the Eco-Tech results and believed that TSL returned somewhat lower values for zinc and, to a lesser extent, copper during check assays (MRDI, 1998).

FORAN (1998-2000)

The bulk of the assaying from the Foran drilling programs was done at TSL. Once sawn, individual samples were packaged in individual plastic sample bags, which were sealed with packing tape, boxed, and taken directly by a Foran representative from the field to Creighton, Saskatchewan. The boxes were shipped via bus to Saskatoon where a representative from TSL collected the boxes and brought them to the lab. At TSL, each sample was crushed to a minimum of 60% passing -10 mesh and then split, with the rejects being stored at TSL. A split portion, approximately 250 g, was pulverized to 90% passing -150 mesh. All samples were analyzed for copper, zinc, lead, gold, and silver,

while samples from holes MB-99-78 through 125 were also analyzed for iron and sulphur. All samples were also analyzed by a 31-element ICAP scan that was completed at the TSL laboratory in Vancouver, British Columbia. Copper, lead, zinc, and silver analyses were done by Atomic Absorption Spectrophotometry, while the gold was determined by standard FA procedures.

One in ten samples assayed by TSL was shipped to the SRC's Geoanalytical Services Laboratory in Saskatoon for check assaying. In the case of a discrepancy between the original and check assay results, the sample was rechecked by XRAL Laboratories in Toronto to determine the most accurate result. In their signed assay reports, TSL included the analytical results of all internal repeat samples (duplicates) and TSL in-house or Certified Reference Material standard samples inserted into the assaying sequence. Foran's experience was that for most elements, TSL assayed very slightly lower (<10% difference) than the corresponding assay done at the SRC. Generally, zinc, lead and silver assays were less than 10% lower at TSL than at SRC, copper assays were less than 5% lower, and gold results were comparable (Lemaitre, 2000).

During the time periods noted, it is not known what the certifications were for the various laboratories mentioned.

The QA/QC procedures used by Foran were not as rigorous as one might expect in a current program. Nonetheless, RPA believes that the work was done in accordance with the best practices of the time and that the results should be reliable.

FORAN (2007-2008)

All core was split using a diamond saw. Sampling was done on a range of intervals up to a maximum of 1.24 m often with breaks at lithological and mineralogical contacts. Assay tags were stapled into the boxes. Samples were analyzed at TSL for gold, silver, copper, lead, and zinc by AA with a four acid digestion. Samples were analyzed for gold, silver, copper, lead, and zinc in all holes except MB-07-135.

Overlimit gold and silver were rerun using fire assay of a 30 g aliquot with a gravimetric finish. All samples were crushed to 70% -10 mesh, riffle split to a 250 g sub-sample, which was then pulverized to 95% -150 mesh.

Samples were in the custody of Foran personnel or their designates until delivered to the lab. The site is fairly remote and, while not fenced, was continually supervised and relatively immune to incursions from unauthorized personnel.

There is no record in the database of any independent assay QA/QC protocols applied for these programs. In RPA's opinion, this is a significant deviation from industry best practices which impacts on the overall perceived reliability of the assay database. It is noted that assay QA/QC protocols have since been adopted by Foran, and this is viewed as a positive step. It is also noted that in 2011, Foran checked the sampling, relogged the core, and did some re-sampling of the 2007-2008 holes. There was good agreement with the sample and logging records, and therefore, there is no reason to suspect that the assay work done in 2007-2008 is sub-standard.

FORAN (2011-2013)

The initial winter 2011 program was managed under contract to Equity Exploration Consultants Ltd. Subsequent to that, all exploration work was managed by Foran personnel.

Up until the latter part of the 2011 program, holes were logged in a dedicated facility established in an old office building. At the time of the last RPA site visit, Foran was in the process of moving to a new building constructed specially for core handling. This facility has been fully configured and is presently in use.

Core was logged for lithology, mineralization, and alteration. Geotechnical measurements included recovery, Rock Quality Designation (RQD), and magnetic susceptibility. All core was photographed prior to sampling. The sampling was done using a diamond saw. The maximum sample length was standardized to one metre with breaks at lithological and mineralogical contacts. Routine bulk density measurements were taken from intact core specimens.

RPA inspected several sampled intervals and considers the sampling to have been done properly, in a manner appropriate for the deposit type and mineralization style. In RPA's opinion, the orientation and distribution of the samples are such that they will be representative of the deposit.

Drill core from early programs were either stored in racks or cross-stacked boxes on site. Foran has collected the cross-stacked core, re-boxed it, and placed it in racks. The older Cameco core, although in racks, is exposed to the elements and has suffered some degradation as a result. Foran personnel have reportedly begun re-boxing and storing this core as well.

Assay QA/QC protocols were introduced which comprised inclusion of a blank, standard, and duplicate into the sample stream at a nominal rate of one for every 20 samples. Duplicates comprised quarter-cores (field duplicates), as well as splits from pulps (preparation duplicates). The duplicates were taken at a rate of one in 20 samples; however, they alternated between field and preparation duplicates.

Material for the blanks consisted of locally obtained barren carbonate rock. The standards material comprised eight different commercially prepared reference standards, listed below in Table 5.4.8.

The samples were analyzed at TSL by multi-element ICP and AA following four-acid digestion, as described above. Over-limits were assayed by fire assay with both AA and gravimetric finish. A 30 g aliquot was used for the FA-AA analyses, and a 58.32 g aliquot

was used for FA-gravimetric assays. As with the 2007-2008 programs, all samples were crushed to 70% -10 mesh, riffle split to a 205 g subsample, which was then pulverized to 95% -150 mesh.

The QA/QC results were gathered and collated to check for failures. Duplicates were plotted on diagrams comparing the absolute relative difference between duplicate pairs with the mean of the pair. Reasonable agreement was obtained for both the field and prep duplicates.

Blanks and standards were plotted in chronological order and compared with the nominated values and acceptable error limits. For blanks, all values returned were very low and there were no failures. Standards failures were reportedly obtained during the 2011 program which resulted in re-assay of partial batches (20 samples ahead and behind in the sample stream).

In three cases, the failure was determined to have resulted from improper labelling of the standards packets. Two standards failures were obtained in 2012, which resulted in the re-run of the affected batches. One batch from the 2013 winter program was re-run owing to a standards failure.

RPA has reviewed the assay QA/QC results for the 2011, 2012, and 2013 programs and concluded that there were no concerns evident.

Equity personnel re-logged five of the seven 2007-2008 drill holes in 2011 and updated the geology, geotechnical data and verified the sample intervals. The core was reported to be completely intact and sample intervals were easily checked with no discrepancies noted. Samples were focused on the mineral zones with one or two shoulder samples from the adjacent rocks. All analytical certificates were available from TSL and corresponded to the sample numbers in the core boxes.

Foran has continued with re-logging of portions of holes in order to help resolve complications in the geological interpretations.

During 2012, Foran personnel carried out a thorough verification of the database, going back to the original assay certificates. Typographical errors were found and corrected. Inconsistencies with regard to units, rounding, denoting of detection limits, and recording of duplicate or triplicate assays were resolved and standardized. Several of the holes were re-surveyed and their projected traces modified.

The revised and fully validated database was provided in its entirety to RPA. RPA imported the data and checked it by running the GEMS validation utility. No significant errors were found. RPA also compared the database against the original assay

certificates for 10% of the samples collected in the 2011-1012 drilling and found no errors.

In RPA's opinion, the assay database is relatively free of errors and suitable for use in estimation of Mineral Resources.

5.4.9 Security of Samples

See Section 5.4.8 (Sampling and Analysis).

5.4.10 Mineral Resource and Mineral Reserve Estimates

RPA prepared the most recent Mineral Resource estimates for Mcllvenna Bay. The most current NI 43-101 Technical Report for Mineral Resources on the project was issued in December 2011 (Rennie, 2011). Foran retained RPA in 2013 to carry out an update of the Mineral Resource estimate, and as the difference from the 2011 estimate was not deemed to be material, no Technical Report was triggered. The current, January 2013, estimate is summarized in Table 5.4.5.4.5.

The 2013 estimate was carried out using a block model constrained by 3D wireframes of the mineralized zones. Values for Cu, Zn, Au, Ag, and Pb were interpolated into the blocks using Ordinary Kriging. The models were constructed using GEMS (Gemcom) software, which is an off-the-shelf commercial package commonly used within the industry.

The work was conducted by David Rennie, P. Eng., Principal Geologist for RPA. Both RPA and Mr. Rennie are independent of Foran as defined by NI 43-101.

Table 5.4.5: Mcllvenna Bay Mineral Resources - January 2013

Indicated											
Zone	Tonnes (kt)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)	CuEq (%)	ZnEq (%)	Cu (Mlb)	Zn (Mlb)	Au (Koz)	Ag (Koz)
L2MS	3,390	0.31	7.15	0.24	23.7	1.51	10.19	23.0	534	25.7	2,580.0
UW-MS	2,150	1.66	4.10	0.88	30.7	2.79	18.75	78.7	194	61.0	2,120.0
L3 MS	760	1.23	2.55	0.30	14.5	1.79	12.03	20.5	42.4	7.3	353.0
CSZ	7,610	1.60	0.28	0.51	10.6	1.94	13.07	269.0	46.5	126.0	2,600.0
Total	13,900	1.28	2.67	0.49	17.1	1.96	13.20	391	817	220.0	7,650.0
Inferred											
L2MS	2,800	0.50	7.13	0.38	26.1	1.79	12.04	31.1	439	33.8	2,350.0
UW-MS	2,910	1.62	3.68	0.51	19.0	2.47	16.62	104.3	236	47.8	1,780.0
L3 MS	124	1.61	2.67	0.51	17.7	2.31	15.52	4.4	7	2.04	70.3
CSZ	5,480	1.56	0.47	0.42	12.1	1.87	12.59	188.0	57	73.1	2,140.0
Total	11,300	1.32	2.97	0.43	17.5	2.01	13.54	328	740	157.0	6,340.0

Source: RPA 2014

Notes:

1. CIM definitions were followed for Mineral Resources
2. Mineral Resources are estimated at a cut-off of US\$60/t.
3. CuEq and ZnEq grades, were calculated as per the description in this report and include provisions for metallurgical recovery.
4. Metal prices used for this estimate were US\$3.25/lb Cu, US\$1.10/lb Zn, US\$1,400/oz Au, and US\$25/oz Ag.
5. High-grade caps were applied as per the text of this report.
6. Specific gravity was estimated for each block based on measurements taken from core specimens.
7. CSZ includes the Copper Stockwork Footwall Zone.

5.4.10.1 Database

The database comprised diamond drilling results collected over the entire history of the project. The database contained records for 178 diamond drill holes, with a total of 6,220 assay intervals. Of these assay intervals, 2,833 were eventually captured within the wireframe models used to constrain the estimate.

Surveys for the project work are based on the local UTM grid. This is a change from the earlier 2011 database, which was based on a local property grid. The change-over was carried out by Foran personnel, during the 2012 database review work.

5.4.10.2 Mineral Reserves

There are no mineral reserves estimated for the McIlvenna Bay Deposit. Mineral resources are not mineral reserves and have not demonstrated economic viability. There is no certainty that all or any part of the mineral resources would be converted into mineral reserves. Mineral reserves can only be estimated as a result of an economic evaluation as part of a PFS or a FS of a mineral project. Accordingly, at the present level of development, there are no mineral reserves at McIlvenna Bay.

Indicated and Inferred resources were used in the LOM plan and Inferred material represents 45% of the material planned for processing.

5.4.11 Mining Operations

5.4.11.1 Metallurgical Testwork

KWM was contracted by Foran in 2011 to define a scoping level metallurgical test program based on historical metallurgical testwork completed by Cominco and on 2011/2012 mineralogical analysis completed by Terra.

ALS located in Kamloops were contracted to complete the metallurgical testwork. The metallurgical program was identified as KM3125.

A review of the metallurgical testwork indicates that the McIlvenna deposit has three distinct mineralization types. These have been identified as:

- **CSZ:** The analysis of the testwork results indicated that the CSZ is copper rich generating a copper concentrate product. The main sulphide minerals in the CSZ composite consisted of pyrite and copper sulphides. With a pyrite to copper sulphide ratio of about 1:1, a favorable flotation response was expected and observed;
- **L2MS or MS:** The L2MS Composite contained about 50% pyrite by mass. The next dominant sulphide mineral, at about 11%, was sphalerite. The sample also contained about 1% Cu sulphide and 0.5% Galena. The flotation testwork resulted in the generation of a low grade combined Cu/Pb bulk concentrate and a high grade, high recovery Zinc concentrate; and
- **UW-MS or UW:** The UW-MS Composite contained about 26% pyrite by mass. Copper sulphide and sphalerite were present in near equal masses of 5.3% and 5.8% respectively. The UW-MS flotation testwork indicated that it was possible to generate marketable copper concentrate at 24% Cu and marketable zinc concentrate at 54% Zn.

The testwork showed that the metallurgical properties of the three zones are very different providing a preliminary indication that the three zones will need to be processed independently in the process facility.

An initial group of drill core samples from McIlvenna Bay were collected for a mineralogical evaluation by Terra. The scope of the Terra work was to carry out a characterization and predictive metallurgy study of a series of stacked sulphide zones occurring at McIlvenna Bay. The mineralogical evaluation was used to define the preliminary metallurgical testwork program.

A single locked cycle test was completed for the CSZ composite. The locked cycle test indicated that about 94% of the copper was recovered into a copper concentrate grading 29% Cu. The silver and gold recoveries were also high at 77% and 85% respectively.

Two locked cycle tests were completed on the L2MS composite. The locked cycle tests indicated that a zinc concentrate ranging from 53% Zn to 55% Zn was achievable with recoveries in excess of 80% to the zinc concentrate. Approximately 55% of the Cu and Pb in the feed were recovered to a bulk concentrate.

A single locked cycle test was completed on the UW-MS composite. The locked cycle test results indicated that approximately 83% of the feed copper was recovered to a final copper concentrate grading 24% Cu. About 10% of the zinc in the feed was recovered to

the copper concentrate. Approximately 76% of the zinc in the feed was recovered in the zinc flotation circuit to a concentrate grading 54% Zn. The Au and Ag recoveries to the copper concentrate were 60% and 50% respectively.

A summary of the recovery and concentrate grade assumptions used in the economic analysis is shown in Table 5.4.6.

Table 5.4.6. Recovery and Concentrate Grade Estimates

Parameter	Unit	Concentrates				
		CSZ Cu 1	UW-MS Cu 2	MS Zn 1	UW-MS Zn 2	L2-MS Bulk
<i>Cu Recovery</i>	%	94	83	0		56
<i>Zn Recovery</i>	%	34		85	76	2
<i>Pb Recovery</i>	%					58
<i>Au Recovery</i>	%	85	60	15	7	38
<i>Ag Recovery</i>	%	77	50	27	14	34
Concentrate Grade						
<i>Cu</i>	%	29	24	0	Variable	12
<i>Zn</i>	%	Variable	Variable	55	54	Variable
<i>Pb</i>	%	0	0	0	0	14
<i>Au</i>	g/t	Variable	Variable	Variable	Variable	Variable
<i>Ag</i>	g/t	Variable	Variable	Variable	Variable	Variable

Source: KWM 2014

A number of key design parameters have been identified in the test program. From the testwork it was determined that each mineralization type has different grinding parameters including work index, primary grind size and rougher regrind size. The flotation circuit design is also mineralization specific for reagents and flotation time. No tests were done for the ancillary processes (concentrates and tailing thickening, concentrates filtering, etc.).

A single flowsheet is recommended that can be used for all of the mineralization types. Not all of the components will be used for all of the mineralization types and the plant layout will need to consider the various operating conditions. The test work indicated that saleable concentrates can be generated for the three main mineralization types with the operating results shown in Table 1.1 above.

5.4.11.2 Mining

McIlvenna Bay is proposed to be mined as an underground operation using longhole stoping and cemented paste backfill. Mine access is planned to be from both a shaft and ramp. The mine is scheduled to operate at 5,000 tpd day and extract 23.7 million tonnes (Mt) of mineralized material and 4.1 Mt of waste over the mine life.

Stopes are designed with 25 m sub-level spacing with major shaft levels every 100 vertical metres. Mineralized material is planned to be hauled from the face to passes and fed through the underground crusher before being loaded into skips and hoisted to surface for processing. Waste would be stored in secondary stopes where possible, and/or hauled to waste passes and also crushed and skipped to surface for storage.

The mine is envisioned to operate 365 days per year, running two 10-hour shifts per day. The shaft is projected to be driven in two stages to defer upfront capital spending. While the first 750 m shaft is sunk, a ramp would also be driven to access near surface material and provide early production. Once the shaft is complete, material would be hoisted through the shaft and the ramp would be reserved for man and material access. The shaft is planned to be extended another 500 m in depth in year six of operations to access the remainder of the resource.

Structural backfill in the form of cemented paste fill is proposed to be pumped underground from a surface paste facility to fill 73% of the opened stope voids. The remaining 27% would be filled with ROM waste as it is produced from development headings. Approximately 6.1M m³ of paste fill would be pumped back underground, while 6.6 M m³ of development waste would be sent to a surface waste facility located approximately 2.5 km north-west of the processing plant.

5.4.11.3 Recovery Methods

The metallurgical processing selected for the different mineralized material types, CSZ, L2MS and UW-MS, are designed to produce copper concentrate, zinc concentrate or a bulk concentrate as final products depending on the material type fed to the plant.

The 5,000 tpd process plant flowsheet design follows conventional crushing, a semi-autogenous mill with a pebble crushing circuit, a ball mill grinding circuit using cyclones for classification followed by a talc pre-flotation step to remove detrimental talc prior to copper/zinc/bulk flotation. Conventional sequential flotation for the recovery of copper, zinc and bulk concentrates is utilized in this flowsheet. Rougher and scavenger flotation cells are planned for zinc, while the copper and bulk circuits would have only rougher cells. Regrinding prior to cleaning is required for all mineralization types. Each of the three mineralization types would require three stages of cleaning following regrind to produce final concentrates grades.

Concentrates are planned to be shipped via bulk trucks. Tailings from talc pre-float and the zinc flotation circuit would be sent to a common paste backfill system followed by tailings thickening. The thickener underflow is designed to be sent for disposal in the tailings management facility.

5.4.11.4 Project Infrastructure

Project infrastructure at the McIlvenna Bay mine site is planned to commence with upgrades to the existing 18 km access road. Eight kilometres of new light-vehicle roads would be constructed to allow easy accessibility to all project areas. One of the major infrastructure upgrades would be a new 72kV overhead line that would supply site with the required power. Accompanying the new power line would be an onsite substation fed from the SaskPower grid and capable of handling the increased power demand of 25 kVA. During construction a temporary 200 person camp is envisioned to be constructed.

Major building installations are designed to include a 3,500 m² process plant, a 700 m² maintenance shop and warehouse, a bulk explosives storage facility and a 60,000 litre bulk fuel tank (capable of supplying 190 litres/minute). A 400,000 litre firewater tank would supply sufficient fire protection. Potable water and waste water treatment systems would be included in the temporary construction camp. These two facilities would remain in service after the construction camp is demobilized

5.4.11.5 Environmental Studies

McIlvenna Bay lies in the Boreal Plain Ecozone on the boundary of the Mid-Boreal Lowland and Churchill River Upland ecoregions. Extensive mining and exploration activities associated with other metal and silica sand mining projects have occurred in the project area, therefore, the area does not represent undisturbed baseline conditions.

Terrestrial resources in the Project area include a number of vegetation species considered rare in the Province of Saskatchewan as well as 15 wildlife species of provincial and federal conservation priority. As such, additional mitigation and/or management consideration for species of provincial and federal conservation concern may be required for the Project. Of particular note, woodland caribou occur in and near the Project area. The boreal population of woodland caribou is listed as threatened under the federal Species at Risk Act. Adverse effect of a project on a listed wildlife species and its critical habitat must be identified, mitigated for, and monitored. In addition, a wetland habitat compensation plan will be required should any wetland habitat be lost as a result of the project.

The aquatic environment in the Project area consists of a number of lakes and streams, all of which ultimately flow into Hanson Lake, which then drains into the Sturgeon-Weir River, several large, lakes, the Saskatchewan River, and ultimately discharges into Hudson Bay through the Nelson River system. At least 15 species of fish are known to occur in the area including lake whitefish, northern pike, walleye, white sucker, and yellow perch. The tailings disposal site has the potential to have an effect on the aquatic environment in the area. Golder completed a Tailings Management study which identified 12 potential sites within a 10 km radius of McIlvenna Bay which would be suitable to store the estimated volume of tailings produced from McIlvenna Bay. The currently preferred option utilizes the natural basin of Guyader Lake. Should this location be selected as the

preferred tailings disposal area, the aquatic habitat provided by Guyader Lake would be lost. Guyader Lake is a medium-sized headwater lake known to contain lake whitefish, northern pike, spottail shiner, white sucker, and yellow perch similar to many lakes in the area. As part of the EA, Foran would be required to prepare an assessment of alternatives for mine waste disposal for consideration, a fish habitat compensation plan, and participate in public and aboriginal consultations on the EA, including on possible amendments to the MMER.

From an environmental perspective, the next step for the project is to complete follow-up environmental studies in support of the Environmental Assessment process. This may include a quantitative aquatic habitat assessment of the preferred tailings location option in support of a fish habitat compensation plan, a quantitative wetland assessment in support of a wetland habitat compensation plan, and additional species at risk assessments.

5.4.11.6 Capital Cost Estimate

The initial capital cost estimate for the proposed 5,000 tpd mine and processing facility is \$248.8M including a 20% contingency as summarized in Table 5.4.7. Sustaining capital cost estimates are mainly driven by mine development costs and total \$150.3M over the life of mine including 20% contingency. Costs are expressed in Canadian dollars with no escalation (Q4 2014 dollars). The estimate accuracy is +/-25%.

Table 5.4.7 Summary of Capital Costs

Capital Costs	Pre-Production \$M	Sustaining/ Closure \$M	Total \$M
Site Development	0.9	0.0	0.9
Mining	72.9	119.6	192.5
Prim. Crushing & Storage	5.8	0.0	5.8
Concentrator	53.8	0.0	53.8
Tailings & Waste Rock Management	3.1	4.9	7.9
On-Site Infrastructure	18.3	0.0	18.3
Off-Site Infrastructure	14.9	0.0	14.9
Project Indirects	18.8	0.0	18.8
Engineering & EPCM	15.8	0.0	15.8
Owner's Costs	3.0	0.0	3.0
Closure	0.0	10.0	10.0
Salvage	0.0	-9.3	-9.3
Subtotal	207.3	125.2	332.5
Contingency (20%)	41.5	25.0	66.5
Total Capital Costs	248.8	150.3	399.1

Source: JDS 2014

5.4.11.7 Operating Cost Estimate

Total operating cost estimated over the life of mine amount to \$1,211.3M. This translates to an average estimated unit cost of \$51.03/tonne processed over the life of mine. These costs are outlined in Table 5.4.8.

Table 5.4.8: Summary of Operating Costs

Operating Costs	\$/t milled	LOM \$M
Mining	33.54	796.2
Processing - CSZ	12.91	174.9
Processing - UW	14.08	71.2
Processing - MS	13.94	71.6
G&A	4.1	97.4
Total	51.03	1,211.3

Source: JDS 2014

5.4.11.8 PEA

An engineering economic model was developed to estimate annual cash flows and sensitivities. Pre-tax estimates of project values were prepared for comparative purposes, while after-tax estimates were developed to be more indicative of true investment value. Sensitivity analyses were performed for variations in metal price, head grades, operating costs, capital costs, and foreign exchange rate to determine their relative importance as project value drivers.

This technical report contains forward-looking information regarding projected mine production rates and forecast of resulting cash flows as part of this study. Factors such as the ability to obtain permits to construct and operate a mine, or to obtain major equipment or skilled labour on a timely basis, to achieve the assumed mine production rates at the assumed grades, may cause actual results to differ materially from those presented in this economic analysis.

The metal prices and foreign exchange rate used in the economic analysis are spot metal prices and foreign exchange rate as at October 15, 2014. Table 5.4.9 summarizes the metal prices and exchange rate used in the economic analysis.

Table 5.4.9: Metal Prices and Exchange Rate used in the Economic Analysis

Commodity	Unit	Spot as at October 15, 2014
Copper Price	US\$/lb	3.08
Lead Price	US\$/lb	0.93
Zinc Price	US\$/lb	1.06
Gold Price	US\$/oz	1,238
Silver Price	US\$/oz	17.00
Exchange Rate	US\$:C\$	0.89

Source: JDS 2014

Recovered metals and concentrate production used in the economic analysis are provided in Table 5.4.10.

Table 5.4.10: Life of Mine Plan Summary

Parameter	Unit	Value
Mine Life	Years	13.7
Total Mined	M tonnes	23.7
Throughput Rate	tpd	4,761
Average Head Grade		
Cu	%	1.17
Zn	%	2.36
Pb	%	0.15
Au	g/t	0.42
Ag	g/t	14.82
Metal Production		
Cu Concentrate No. 1 (CSZ)	LOM dmt	611,000
	Average dmt/tpa	45,000
Cu Concentrate No. 2 (UW-MS)	LOM dmt	254,000
	Average dmt/tpa	19,000
Zn Concentrate No. 1 (MS)	LOM dmt	533,000
	Average dmt/tpa	39,000
Zn Concentrate No. 2 (UW-MS)	LOM dmt	245,000
	Average dmt/tpa	18,000
Bulk Concentrate (MS)	LOM dmt	65,000
	Average dmt/tpa	5,000
Cu Payable	LOM M lbs	514
	Average M lbs /yr	37.6
Pb Payable	LOM M lbs	16
	Average M lbs /yr	1.2
Zn Payable	LOM M lbs	805
	Average M lbs /yr	58.9
Au Payable	LOM k oz	218
	Average k oz/yr	16.0
Ag Payable	LOM k oz	5,437
	Average k oz/yr	398.0

Source: JDS 2014

The reader is cautioned that this PEA is preliminary in nature and includes the use of inferred mineral resources (43% of mine plan tonnages) that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and, as such, there is no certainty that the PEA economics will be realized.

Pre-tax and after-tax financial performance are summarized in Table 5.4.11. Pre-tax results provide a point of comparison with similar projects and are not intended to represent a measure of absolute economic value.

Table 5.4.11: Summary of Economic Results

Category	Unit	Value
LOM Pre-Tax Free Cash Flow	\$M	895
Average Annual Pre-Tax Free Cash Flow	\$M	66
LOM Taxes	\$M	248
LOM After-Tax Free Cash Flow	\$M	646
Average Annual After-Tax Free Cash Flow	\$M	47
Discount Rate	%	7.0
Pre-Tax NPV	\$M	382
Pre-Tax IRR	%	22
Pre-Tax Payback	Years	4
After-Tax NPV	\$M	263
After-Tax IRR	%	19
After-Tax Payback	Years	4

Source: JDS 2014

A sensitivity analysis was conducted on after-tax net present values (NPV_{7%}) for individual parameters including metal prices, grades, operating costs, capital costs, and foreign exchange rate. The results are shown in Table 5.4.12. The project proved to be most sensitive to foreign exchange fluctuations and metal prices and showed least sensitive to change in capital costs.

Table 5.4.12: After-Tax NPV_{7%} Sensitivity Results

Factor	-10% (M\$)	100% (M\$)	+10% (M\$)
Metal Price	129	263	395
Head Grade	156	263	368
OPEX	314	263	211
CAPEX	298	263	228
F/X Rate	379	263	167

Source: JDS 2014

The project was also evaluated using various discount rates to determine the effect on project NPV. Project NPV declined as the discount rate increase. Table 5.4.13 demonstrates the summary of the discount rate sensitivity test.

Table 5.4.13: Discount Rates Sensitivity Test

Discount Rate	Pre-Tax NPV_{7%} (M\$)	After-Tax NPV_{7%} (M\$)
0%	895	646
5%	490	344
7%	382	263
8%	336	228
10%	256	167
12%	191	117

Source: JDS 2014

5.4.12 Exploration and Development

The Technical Report recommended that McIlvenna Bay proceed to a FS. It is also recommended that environmental and permitting continue as needed to support Foran’s project development plans.

It is estimated that a FS and supporting field work would cost approximately \$13.0 million. Management is currently evaluating its options to advance the McIlvenna Bay Deposit through a FS.

From January to April, 2015, the Company conducted an exploration program to evaluate exploration targets primarily on the Balsam and Bigstone properties, with the objective of ultimately delineating satellite deposits around McIlvenna Bay.

5.4.13 Other Relevant Data and Information

5.4.13.1 Non-Material Properties

Foran’s non-material properties include the Balsam, Hanson, Bigstone, Sam and Comeback Bay properties in Saskatchewan, and the Reed Lake property in Manitoba.

On April 8, 2013 Foran announced the results of a winter 2013 regional drill program on the McIlvenna Bay and Balsam properties, including the discovery of high-grade copper mineralization in the Thunder Zone on the Balsam property.

On January 15, 2015, Foran announced the commencement of a winter exploration program which included drilling on the Balsam and Hanson properties. On March 25, 2015 Foran

announced the results of follow up drilling on the Thunder Zone and on April 1, 2015 announced the results of the first of six drill holes from the Bigstone property; those results are discussed below.

Thunder Zone, Balsam Property

In the final drill hole completed during the winter 2013 program (BA-13-77), an initial test of a new, high-priority conductor (Target B) identified by the DEEP EM survey was achieved by reorienting a previously planned hole at the Thunder Zone. Six holes drilled by Cameco in 1990-1991 in this area intersected several narrow intervals of low-grade mineralization. The re-oriented hole BA-13-77 intersected 1.10 m of copper-rich massive sulphide mineralization starting at 356.96 m downhole at the top of a broader interval of semi-massive sulphide. Assays for the hole returned 4.08% Cu, 0.43 g/t Au and 27.0 g/t Ag over 3.66 m, including 10.60% Cu, 0.70 g/t Au and 62.5 g/t Ag over 1.10 m (Table 5.4.14).

Drilling in the winter 2015 program stepped out from BA-13-77 and cut thick intercepts of copper- and zinc-rich VMS mineralization in four of the five holes drilled, confirming a significant new blind discovery close to McIlvanna Bay. Drill highlights included 5.0% Cu, 2.1% Zn, 0.84g/t Au and 41g/t Ag over 2.62m in an ~12m thick sulphide-rich interval in BA-15-80 & 2.0% Cu, 3.5% Zn, 0.37g/t Au and 12g/t Ag over 3.46m, followed downhole by 0.7% Cu, 7.2% Zn, 0.29g/t Au and 43 g/t Ag over 3.70m within an ~15m thick sulphide-rich interval in BA-15-83. The Thunder Zone is open along strike, where drilling to date has only begun to test the extent of this deposit. Management are evaluating next steps for follow-up work.

Table 5.4.14. Thunder Zone 2013-2015 Drill Results, Balsam Property.

Hole ID	From (m)	To (m)	Interval ⁽¹⁾ (m)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)
BA-13-77	356.96	360.62	3.66	4.08	0.71	0.43	27.0
<i>Incl.</i>	356.96	358.06	1.10	10.60	1.06	0.70	62.5
BA-13-79	NSV ³						
BA-13-80	311.57	323.30	11.73	1.63	0.81	0.49	19.6
<i>Incl.</i>	315.94	318.56	2.62	5.01	2.10	0.84	41.3
BA-13-81	337.70	341.74	4.04	0.45	7.29	0.03	4.4
<i>Incl.</i>	339.63	341.32	1.69	0.28	10.91	0.03	2.2
BA-13-82	263.20	266.34	3.14	0.04	1.67	0.07	1.9
<i>Incl.</i>	265.00	265.53	0.53	0.12	4.23	0.26	4.4
	282.89	286.24	3.35	0.73	1.41	0.09	6.2
BA-13-83	370.04	373.50	3.46	2.04	3.47	0.37	11.6
	377.40	385.79	8.39	0.62	3.41	0.36	27.2
<i>Incl.</i>	381.80	385.50	3.70	0.67	7.16	0.29	42.8

⁽¹⁾ Downhole distance, true thickness interpreted to be ~85% of downhole distance.

Bigstone Deposit, Bigstone Property

Foran's Bigstone property contains the Bigstone deposit, with an historic mineral resource that includes a copper zone with an estimated 3.75Mt grading 2.03% Cu and 0.33 g/t Au at a 1% Cu

cutoff, and a zinc zone with an estimated 0.53Mt grading 9.62% Zn and 15.9 g/t Ag at a 5% Zn cutoff. The copper zone represents a vertically oriented, flattened, cylindrical-shaped body. The upper extent of the copper zone is modelled to lie within 100-150 m of surface and is open beyond 700 m depth; the zinc zone intersections begin directly below the Phanerozoic cover.

In the winter of 2015 the Company drilled 2,545m in six drill holes on the Bigstone deposit. On April 1, 2015 the Company released the results of the first hole, which intersected 18.4% Zn over 11.78m in drill hole BS-15-240, as well as 1.4% Cu over 10.59m and 1.3% Cu over 8.47m. The objective of this work is to convert a portion of the Bigstone Historic Resource to current. Drilling was conducted with HQ diameter drill core to obtain sufficient material for initial metallurgical testwork.

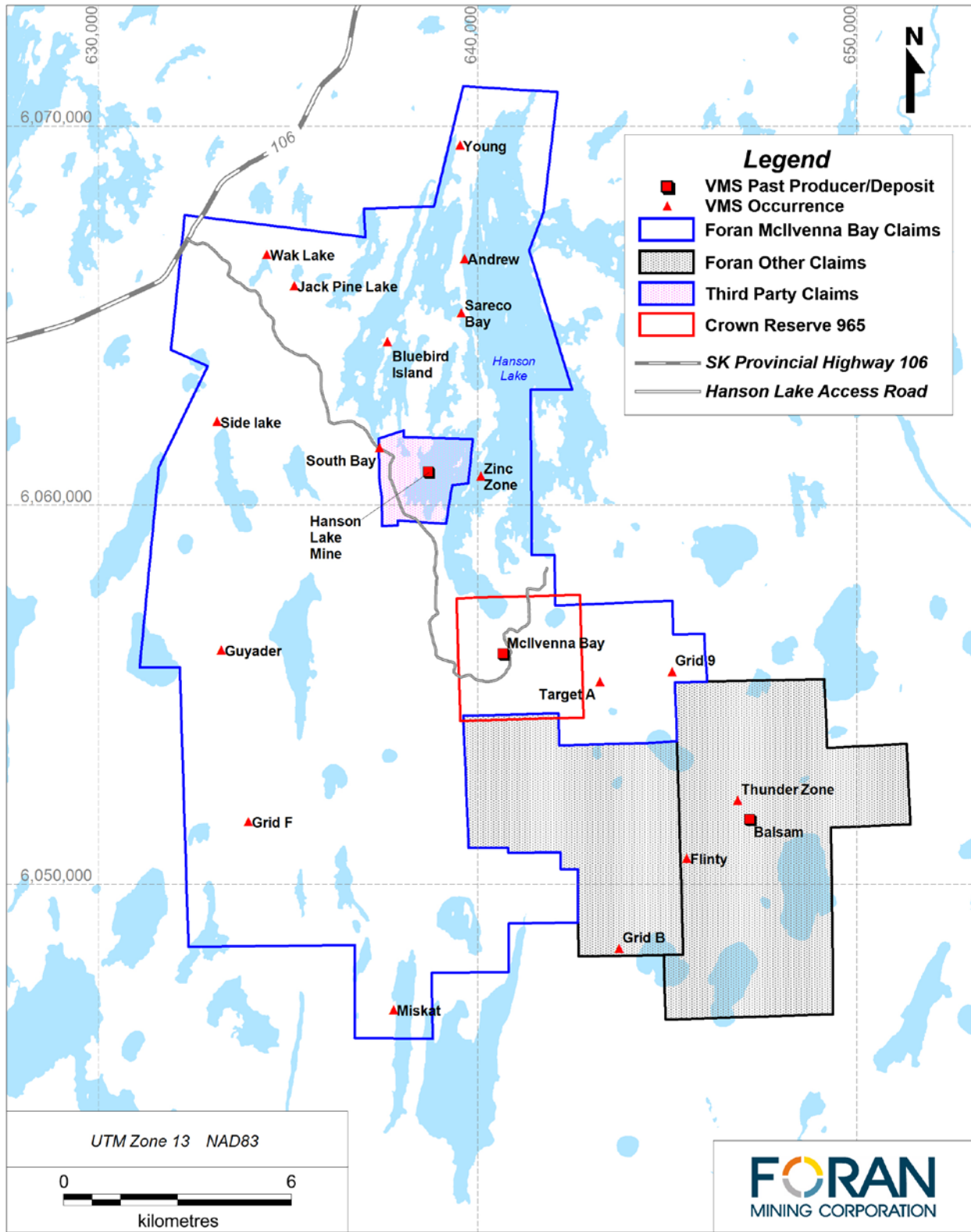
** The Bigstone Historic Resource was estimated by Cameco in 1990; Foran is not treating the historic estimate as current; a Qualified Person within the meaning of National Instrument 43-101 has not completed sufficient work to classify the historic estimate as current; additional work, including re-surveying, re-logging and drill core QA/QC would be required to verify and upgrade the historic estimate to current.*

5.4.13.2 Sand Quarry

A sand quarry is located immediately northeast of the Deposit. A portion of the quarry leases are located in proximity to and overlie a portion of the east-central part of the Deposit. In December 2014, the Company purchased five of these quarry leases from the operator in consideration for US\$140,000.

In December 2011, the Saskatchewan Ministry of Energy and Resources placed a 1,024 ha Crown Reserve (CR-965) over a portion of the Property above and around the McIlvenna Bay Deposit (Figure 5.4.3). A Crown Reserve is an area of Crown minerals or Crown mineral lands that has been withdrawn from mineral dispositioning for purposes other than Land Claim Selections. Crown Reserve CR-965 was created to limit further disposition and does not affect the existing mineral claims or quarry leases.

Figure 5.4.3. McIlvenna Bay Property claims and location of Crown Reserve CR-965.



6 DIVIDENDS

Dividends are declared at the discretion of the Company's Board of Directors. No dividends have been declared and paid for as at the date of this Annual Information Form.

7 DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of common shares without par value, of which 90,773,922 common shares were issued and outstanding as at the date of this AIF. None of the issued and outstanding common shares are subject to escrow as at the date of this AIF (see "Escrowed Securities" below).

The rights of the holders of common shares are equal in all respects and include the rights to vote at any meeting of shareholders of the Company, to receive any dividend declared by the Company, and to receive the remaining property of the Company on dissolution (after payment of all the Company's liabilities). A holder of a common share is entitled to one vote for each share held on all matters to be voted on by such shareholders. The common shares carry no pre-emptive or conversion rights.

The Company also has the following stock options and common share purchase warrants outstanding, as at the date of this AIF:

Table 7.1. Outstanding stock options and common share purchase warrants as at April 14, 2015

Number and Description of Securities	Expiry Date	Exercise Price (\$/sh)
200,000 stock options	September 23, 2015	\$0.40
1,600,000 stock options	February 2, 2016	\$1.25
400,000 stock options	February 27, 2016	\$1.25
500,000 stock options	April 13, 2016	\$0.90
900,000 stock options	January 24, 2017	\$0.80
200,000 stock options	April 19, 2017	\$0.67
1,150,000 stock options	January 24, 2018	\$0.59
2,000,000 stock options	January 24, 2019	\$0.20
100,000 stock options	May 28, 2019	\$0.17
975,000 stock options	January 20, 2020	\$0.20
3,037,500 common share purchase warrants ⁽¹⁾	August 11, 2015	\$0.30
1,000,000 common share purchase warrants ⁽¹⁾	December 22, 2015	\$0.70
1,000,000 common share purchase warrants ⁽¹⁾	October 20, 2016	\$0.24

⁽¹⁾One share purchase warrant entitles the holder to purchase one common share of the Company.

The stock options have been granted pursuant to the Company's incentive stock option plan (the "Plan"), which was most recently approved by the shareholders of the Company on May 28, 2014. Pursuant to the Plan, the board of directors of the Company is authorized to grant options that may be exercised to purchase up to 10% of the issued Shares as at the time of the grant.

8 MARKET FOR SECURITIES

The Company's common shares are listed and called for trading on the TSX-V under the symbol FOM.

8.1 Trading Price and Volume

The following table sets out the high and low trading prices, and volume of the common shares of Foran traded on the TSX-V, for the Financial Year Ended December 31, 2014 and up to March 31, 2015:

Table 8.1.1. Trading price and volume of FOM common shares on the TSX-V from January 1, 2014 to March 31, 2015.

Month	High (\$/sh)	Low (\$/sh)	Close (\$/sh)	Volume (sh)
January 2014	0.235	0.175	0.19	671,799
February 2014	0.28	0.18	0.20	690,166
March 2014	0.315	0.22	0.27	352,928
April 2014	0.27	0.20	0.20	501,215
May 2014	0.20	0.155	0.17	703,165
June 2014	0.19	0.17	0.18	248,926
July 2014	0.18	0.165	0.18	2,433,315
August 2014	0.20	0.175	0.19	718,207
September 2014	0.21	0.175	0.20	1,822,999
October 2014	0.24	0.195	0.18	985,467
November 2014	0.245	0.175	0.21	687,100
December 2014	0.25	0.205	0.245	535,200
January 2015	0.25	0.19	0.19	558,018
February 2015	0.195	0.18	0.18	348,225
March 2015	0.27	0.18	0.25	3,724,160

8.2 Prior Sales

Other than common shares, the Company issued the following securities during the Financial Year Ended December 31, 2014 and up to the date of this AIF:

Table 8.2.1. Securities issued January 1, 2014 to April 14, 2015

Number and Description of Securities	Date of Issuance	Exercise Price(\$/sh)
Incentive Stock Options		
2,025,000	January 24, 2014	\$0.20
100,000	May 28, 2014	\$0.17
975,000	January 20, 2015	\$0.20
Common share purchase warrants		
3,037,500	February 11, 2014	\$0.30
1,000,000	October 20, 2014	\$0.24

9 ESCROWED SECURITIES

The Company has no securities held in escrow or subject to contracted restrictions on transfer.

10 DIRECTORS AND OFFICERS

10.1 Name, Occupation and Security Holding

The Board of Directors of the Company currently consists of six members, five of whom are not included in the day-to-day management of the Company. Directors hold office until the close of the next annual meeting of shareholders or until the director's earlier death, resignation or removal. Each executive officer serves at the discretion of the Board of Directors and holds office until his or her successor is appointed or until such officer's earlier death, resignation or removal.

The following table sets out information as to residence, position with the Company and principal occupation during the last five years from the date of this AIF for the executive officers and directors of the Company, as well as information with respect to the period of time they have served as directors or officers and their shareholdings of the Company:

Table 10.1.1. Foran Directors and Officers Information

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since	Common Shares Beneficially Owned or Controlled
DARREN MORCOMBE Executive Chairman Lugano, Switzerland	Executive Chairman; Principal of Springtide Capital Pty. Ltd.	June, 2010	10,569,500 common shares 297,833 warrants 1,025,000 stock options
BRAD SUMMACH ⁽¹⁾⁽²⁾⁽³⁾ Director Saskatchewan, Canada	CFO of BBS Aircraft, Inc., President of Summach Ventures.	February, 2005	174,750 common shares 625,000 stock options
PATRICK SOARES ⁽⁴⁾ President, CEO and Director British Columbia, Canada	President and CEO of the Company (Nov. 2010 to present); President and CEO of Skyline Gold Corporation (Sept. 2010 to April 2011).	November, 2010	2,907,000 common shares 1,017,500 warrants 1,250,000 stock options
SHARON DOWDALL ⁽¹⁾⁽²⁾ Director Ontario, Canada	Consultant, Franco-Nevada Corporation (December 2011 to present), VP Special Projects, Franco-Nevada Corporation (May 2010 to December 2011); Chief Legal Officer and Corporate Secretary, Franco-Nevada Corporation (Dec. 2007 to May 2010).	February, 2011	100,000 common shares 625,000 stock options

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since	Common Shares Beneficially Owned or Controlled
MAURICE TAGAMI ⁽²⁾⁽³⁾ Director British Columbia, Canada	VP Mining Operations, Silver Wheaton Corp. (July 2012 to present); President and CEO of Keegan Resources Inc. (July 2009 to January 2012).	February, 2011	256,500 common shares 59,000 warrants 625,000 stock options
DAVID PETROFF ⁽¹⁾⁽³⁾ Director Ontario, Canada	President and CEO, Jaguar Mining Inc. (Sept 2012 to April 2014); President and CEO, Breakwater Resources Ltd. (November 2009 to August 2011).	April, 2012	525,000 stock options
TIM THIESSEN ⁽⁴⁾ CFO British Columbia, Canada	CFO of the Company (April 2011 to present); CFO, SnipGold Corp. (June 2014 to present); CFO, Aurcana Corporation (May 2010 to January 2011).	April, 2011	121,000 common shares 16,000 warrants 805,000 stock options
FIONA CHILDE ⁽⁴⁾ VP, Corporate Development Ontario, Canada	VP Corporate Development of the Company (May 2011 to present); VP Investor Relations, Ivernia Inc. (November 2010 to May 2011); VP Exploration, Torex Gold Resources Inc. (January 2010 to September 2010).	May, 2011	245,500 common shares 38,000 warrants 795,000 stock options
ROGER MARCH VP, Project Exploration British Columbia, Canada	VP, Project Exploration of the Company (September 2011 to present); Manager, Advanced Projects of the Company (February 2011 to September 2011); Managing Director, Operations – Riverside Geoscience Inc. (April 2008 to February 2011); Director, South Arm Resources Ltd. (July 2007 to February 2011).	September, 2011	185,000 common shares 32,500 warrants 775,000 stock options
DAVE FLEMING VP, Exploration British Columbia, Canada	VP, Exploration of the Company (September 2011 to present); Exploration Manager of the Company (March 2011 to September 2011); Director, South Arm Resources Ltd. (June 2007 to March 2011).	September, 2011	40,000 common shares 775,000 stock options

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since	Common Shares Beneficially Owned or Controlled
CONSTANCE (CONNIE) NORMAN Corporate Secretary British Columbia, Canada	Corporate Secretarial Consultant since 2003. Currently Corporate Secretary of: SnipGold Corp. since 2010; Northern Freegold Resources since May 2011; Big North Graphite Corp. since March 2012; Dolly Varden Silver Corporation since November 2012; and Kapuskasing Gold Corp. since April 2014.	May, 2014	100,000 stock options

⁽¹⁾Member of the Audit & Risk Committee.

⁽²⁾Member of the Governance & Corporate Compensation Committee.

⁽³⁾Member of the Environmental, Health & Safety Committee.

⁽⁴⁾Member of the Disclosure Committee.

As at the date of this AIF, the Directors and Executive Officers of the Company held an aggregate of 14,599,250 common shares of the Company representing approximately 16% of the Company's issued and outstanding common shares on a non-diluted basis.

10.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the above table is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a director, CEO or CFO of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, CEO or CFO; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, CEO or CFO and which resulted from an event that occurred while such individual was acting in the capacity as director, CEO or CFO.

Other than as disclosed below, no individual set forth in the above table, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, as of the date of this AIF, or has been within ten (10) years before the date of this AIF, a director or executive officer of any company (including the Company) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or

was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

David Petroff was a director of Jaguar Mining Inc. ("**Jaguar**"). On December 23, 2013, Jaguar commenced proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**") in Ontario to complete a recapitalization and financing transaction in order to refinance and restructure its capital structure and related obligations. On April 23, 2014, Jaguar announced that it had successfully implemented its amended and restated plan of compromise and arrangement pursuant to the CCAA dated February 5, 2014 (as amended, the "Plan") with an implementation date of April 22, 2014. The Plan was approved by 100% of the Affected Unsecured Creditors that voted, in person or by proxy, at the meeting of Affected Unsecured Creditors held on January 31, 2014. The Ontario Superior Court of Justice (Commercial List) granted an order approving the Plan on February 6, 2014.

No individual set forth in the above table (or any personal holding company of any such individual) has, within the ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No individual set forth in the above table, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

10.3 Conflicts of Interest

There are no existing or potential material conflicts of interest between the Company or a subsidiary of the Company and an officer or director of the Company or a subsidiary of the Company.

10.4 Audit & Risk Committee

Charter

The Charter of the Audit & Risk Committee is attached as Schedule A to this AIF.

Composition of the Audit & Risk Committee

The members of the Audit & Risk Committee are David Petroff (Chair), Brad Summach and Sharon Dowdall, of whom Messrs. Petroff and Summach and Ms. Dowdall are independent (as

defined in National Instrument 52-110 – *Audit Committees* (“NI 52-110”) adopted by the Canadian Securities Administrators).

Table 10.4.1. Foran Audit & Risk Committee Members

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
David Petroff (Chair)	Yes	Yes
Sharon Dowdall	Yes	Yes
Brad Summach	Yes	Yes

⁽¹⁾To be considered independent, a member of the Audit & Risk Committee must not have any direct or indirect “material relationship” with the Company. A “material relationship” is a relationship which could, in the view of the board of directors of the Company, be reasonably expected to interfere with the exercise of a member’s independent judgment.

⁽²⁾To be considered financially literate, a member of the Audit & Risk Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Education and Experience

David Petroff

Mr. Petroff has over 30 years of experience in the mining and investment industry, including holding senior management and financial positions with several prominent, publicly-traded mining companies and working in Investment Banking with a major Canadian investment dealer.

Mr. Petroff was President, CEO and Director of formerly TSX-listed Jaguar Mining Inc. from September 2012 to April 2014. From 2009 until its acquisition by Nyrstar NV in mid-2011, he held the role of President, CEO and Director of zinc producer Breakwater Resources Ltd. Mr. Petroff, who holds a B. Math from the University of Waterloo and an MBA from the Schulich School of Business, also sits on the Boards of Pancontinental Uranium Corporation and St Andrew Goldfields Ltd.

Sharon Dowdall, B.A. (Hons.), LL.B.

Ms. Dowdall has over 30 years of experience in the legal field, including experience as a practicing lawyer and as a senior executive in the resource sector. Ms. Dowdall is a consultant to Franco-Nevada Corporation, previously serving in various capacities with Franco-Nevada Corporation including VP Special Projects, Chief Legal Officer and Corporate Secretary. Prior to the IPO of Franco-Nevada Corporation, Ms. Dowdall had a 20 year association with the royalty portfolio assets of Franco-Nevada Corporation, including serving as an Officer of Newmont Capital from 2002 to 2007, a wholly-owned subsidiary of Newmont Mining Corp. Ms. Dowdall holds a B.A. (Hons.) from the University of Calgary and an LL.B. from Osgoode Hall at York University and currently sits on the Boards of Olivut Resources Ltd. and NovaGold Resources Inc.

Brad Summach

Mr. Summach joined the Company’s Board of Directors in 2005 and previously held the position of President of the Company from November 2008 to November 2010. Mr. Summach is the

Chief Financial Officer of BBS Aircraft Inc. and President of Summach Ventures and holds a Bachelor of Science in Mechanical Engineering from the University of Saskatchewan.

Audit & Risk Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Board of Directors has adopted all recommendations of the Audit & Risk Committee regarding nomination or compensation of the external auditors.

Pre-Approval Policies and Procedures

The Audit & Risk Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two completed financial years:

Table 10.4.2. External Auditor Fees for fiscal 2013 and 2014

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees
December 31, 2014	\$30,000	\$2,142	\$2,300	\$Nil
December 31, 2013	\$35,000	\$8,400	\$4,000	\$Nil

⁽¹⁾ *Audit Fees were paid for professional services rendered by the auditor for the audit of the Corporation’s annual financial statements as well as services provided in connection with statutory and regulatory filings.*

⁽²⁾ *Audit-Related Fees were paid for professional services rendered by the auditor and consisted primarily of file quality review fees and fees for the review of quarterly financial statements and related documents.*

⁽³⁾ *Tax fees are paid for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.*

11 PROMOTER

No person or company has been a promoter of Foran within the two most recently completed financial years or during the current fiscal year.

12 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings or regulatory actions to which the Company is or was a party to, or to which any of the Company’s property is or was the subject of, during the Financial Year ended December 31, 2014, and the Company does not know of any such legal proceeding or regulatory actions to be contemplated.

13 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the following persons or companies has any material interest in any transaction within the three most recently completed financial years of the Company or during the current fiscal year that has materially affected or is reasonably expected to materially affect the Company: (a)

a director or executive officer of the Company; (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding common shares; and (c) any known associate or affiliate of any of the persons or companies referred to in (a) or (b).

14 TRANSFER AGENTS AND REGISTRARS

The registrar and transfer agent for the Company's common shares is TMX Equity Transfer Services at its office in Vancouver, British Columbia.

15 MATERIAL CONTRACTS

Other than in the normal course of the Company's business, there are no material contracts that have been entered into within the last financial year (or before the last financial year) and up to the date of this AIF that are still in effect.

16 INTERESTS OF EXPERTS

16.1 Names of Experts

The following persons, firms and companies are named as having prepared or certified a report, valuation statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, relating to, or subsequent to its most recently completed financial year and whose profession or business gives authority to the report, valuation statement or opinion made by the person, firm or company:

Table 16.1.1. Names of Experts

Name	Description
Smythe Ratcliffe, LLP Chartered Accountants Vancouver, BC	Independent Auditor, Auditors' Report dated April 14, 2015 for the Financial Year ended December 31, 2014.
JDS (Michael Makarenko, P.Eng.)	"Preliminary Economic Assessment Technical Report Mcllvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015
Golder (Darren Kennard, P.Eng., John Hull, P.Eng.)	"Preliminary Economic Assessment Technical Report Mcllvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015
Samuel Engineering Inc. (Matt Bender, P.E.)	"Preliminary Economic Assessment Technical Report Mcllvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015
RPA (David W. Rennie, P.Eng.)	"Preliminary Economic Assessment Technical Report Mcllvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015
Patterson & Cooke Canada Inc. (Leslie Correia, Pr.Eng.)	"Preliminary Economic Assessment Technical Report Mcllvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015

KWM (Ken Major, P.Eng.)	"Preliminary Economic Assessment Technical Report McIlvenna Bay Project, Saskatchewan, Canada"; Effective Date: Nov. 12, 2014, Report Date: Dec. 22, 2014, Revision Date: January 21, 2015
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16.2 Interests of Experts

The following persons and companies are named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made by the Corporation under NI 51-102 during, or relating to, the most recently completed financial year and whose profession or business gives authority to the statement, report or valuation made by the person, firm or company:

- (a) Smythe Ratcliffe LLP, Chartered Accountants, acted as Foran's auditors; and
- (b) Mr. Michael Makarenko, P.Eng., of JDS, Mr. Darren Kennard, P.Eng., and Mr. John Hull, P.Eng., of Golder, Mr. Matt Bender, P.E., of Samuel Engineering Inc., Mr. David W. Rennie, P.Eng., of RPA, Mr. Leslie Correia, Pr.Eng., of Patterson & Cooke Canada Inc. and Mr. Ken Major, P.Eng., of KWM authored the Technical Report.

None of the foregoing experts, nor any partner, employee or consultant of such an expert who participated in and who was in a position to directly influence the preparation of the applicable statement, report or valuation, has, has received or is expected to receive, registered or beneficial interests, direct or indirect, in shares or other property of the Corporation or any of its associates or affiliates, representing 1% or more of Foran's outstanding common shares.

17 ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's profile on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities, and interest of management and others in material transactions, if applicable, is contained in the Company's Information Circular dated April 28, 2014, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's financial statements and MD&A for the Financial Year ended December 31, 2014, copies of which are available under the Company's profile on SEDAR at www.sedar.com.

The Technical Report dated December 22, 2014 and revised January 21, 2015 is incorporated by reference into this AIF. A copy of the Technical Report is available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.foranmining.com.

17.1 VOLUNTARY FILING

The Company, being an issuer traded on the TSX-V, is not required to file an annual information form under Section 6.1 of NI 51-102.

17.2 REFERENCES

Cook, R.B., and Moore, C.M., 2006: Technical Report on the McIlvenna Bay Project, Saskatchewan, Canada; NI43-101 Technical Report prepared for Foran Mining Corporation, November 16, 2006, 105 p.

Lemaitre, Roger, 2000: Resource Estimates of the McIlvenna Bay Deposit, July 2000: Hanson Lake, Saskatchewan; internal report, Foran Mining Corporation. 51 p., plus 6 Appendices.

MRDI, 1998: Hanson Lake Due Diligence and Scoping Study L313A-2000-01, for Foran Mining Corporation, Report prepared by MRDI, Saskatoon, Saskatchewan, April 1998, 164 p.

Rennie, D.W. 2011: Technical Report on the McIlvenna Bay Project, Saskatchewan, Canada; NI43-101 Technical Report prepared for Foran Mining Corporation, December 9, 2011, 123 p.

SCHEDULE A: Audit & Risk Committee Charter

Mandate

The Audit & Risk Committee (“Committee”) is a committee of the Board of Directors (“the Board”). Its primary functions shall be to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting and disclosure requirements; the overall maintenance of the systems of internal controls that management has established; the overall responsibility for the Company’s external and internal audit processes; and to review the Company’s principal business risks and exposures so that such risks and exposures are effectively managed, monitored and controlled.

The Committee shall have the power to conduct or authorize investigations into any matter within the scope of this Charter. It may request any officer or employee of the Company, its external legal counsel or external auditor to attend a meeting of the Committee or to meet with any member(s) of the Committee.

The Committee shall be accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Committee shall maintain an open communication between the Company’s outside auditor and the Board.

The responsibilities of a member of the Committee shall be in addition to such member’s duties as a member of the Board.

The Committee has the duty to determine whether the Company’s financial disclosures are complete, accurate, are in accordance with applicable reporting standards and fairly present the financial position and risks of the organization. The Committee should, where it deems appropriate, resolve disagreements, if any, between management and the external auditor, and review compliance with laws and regulations and the Company’s own policies.

The Committee will provide the Board with such recommendations and reports with respect to the financial disclosures of the Company as it deems advisable.

Items Administered by the Committee

- **3: Audit & Risk Committee Charter**
- **3.1: Whistleblower Policy**
- **3.2: Treasury Management Policy**
- **3.3: Vacation & Leave Policy**

Membership and Composition

The Committee shall consist of at least three Directors who shall serve on behalf of the Board of which at least two directors are independent. The members shall be appointed annually by the Board and shall meet the independence, financial literacy and experience requirements of the TSX Venture Exchange, including Multilateral Statement 52-110, and other regulatory agencies as required.

A majority of Members will constitute a quorum for a meeting of the Committee.

The Board will appoint one Member to act as the Chair of the Committee. In his or her absence, the Committee may appoint another person provided a quorum is present. The Chair will appoint a Secretary of the meeting, who need not be a member of the Committee and who will maintain the minutes of the meeting.

Meetings

At the request of the external auditor, the Chief Executive Officer or the Chief Financial Officer of the Company or any member of the Committee, the Chair will convene a meeting of the Committee. In advance of every meeting of the Committee, the Chief Financial Officer will endeavour to distribute the agenda and meeting materials in a timely manner.

The Committee shall meet no less than four times per year or more frequently if circumstances or the obligations require.

Duties and Responsibilities

The duties and responsibilities of the Committee shall be as follows:

Financial Reporting and Disclosure

- 1) Review and discuss with management and the external auditor at the completion of the annual examination:
 - a) the Company's audited financial statements and related notes;
 - b) the external auditor's audit of the financial statements and their report thereon;
 - c) any significant changes required in the external auditor's audit plan;
 - d) any serious difficulties or disputes with management encountered during the course of the audit; and
 - e) other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
- 2) Review and discuss with management and the external auditor at the completion of any review engagement or other examination, the Company's quarterly financial statements.
- 3) Review, discuss with management the annual reports, the quarterly reports, the Management Discussion and Analysis, Annual Information Form, prospectus and other disclosures and, if thought advisable, recommend the acceptance of such documents to the Board for approval.

- 4) Review and discuss with management any guidance being provided to shareholders on the expected future results and financial performance of the Company and provide their recommendations on such documents to the Board.
- 5) Inquire of the auditors the quality and acceptability of the Company's accounting principles, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates.
- 6) Meet independently with the external auditor and management in separate executive sessions, as necessary or appropriate.
- 7) Review and discuss with management the systems in place so that the Company's financial statements, financial reports and other financial information satisfy legal and regulatory requirements. Based upon discussions with the external auditor and the financial statement review, if it deems appropriate, recommend to the Board the filing of the audited annual and unaudited quarterly financial statements.

External Auditor

- 1) Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.
- 2) Recommend to the Board the external auditor to be nominated and review the performance of the auditor, including the lead partner of the external auditor.
- 3) Confirm with the external auditor and receive written confirmation at least once per year as to disclosure of any investigations or government enquiries, reviews or investigations of the outside auditor.
- 4) Take reasonable steps to confirm the independence of the external auditor, which shall include:
 - a) ensuring receipt from the external auditor of a formal written statement delineating all relationships between the external auditor and the Company, consistent with generally accepted auditing practices,
 - b) considering and discussing with the external auditor any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the external auditor, and
 - c) approving in advance any non-audit related services provided by the auditor to the Company with a view to ensuring independence of the auditor, and in accordance with any applicable regulatory requirements, including the requirements of the TSX Venture Exchange with respect to approval of non-audit related services performed by the auditor.

Internal Controls and Audit

- 1) Review and assess the adequacy and effectiveness of the Company's systems of internal controls and management information systems through discussion with management and the external auditor so that the Company maintains appropriate systems, is able to assess the pertinent risks of the Company and that the risk of a material misstatement in the financial disclosures can be detected.
- 2) Assess the requirement for the appointment of an internal auditor for the Company.
- 3) Inquire of management and the external auditor about the systems of internal controls that management and the Board have established and the effectiveness of those systems. In addition, inquire of management and the external auditor about significant financial risks or exposures and the steps management has taken to minimize such risks to the Company.

Risk Management Oversight

The Committee shall:

- 1) Generally review with management the Company's significant risks and exposures and the steps management has taken to manage, monitor and control such risks and exposures.
- 2) More specifically review the Company's principal business risks and exposures so that such risks and exposures are effectively managed, monitored or controlled by:
 - a) reviewing the Company's risk philosophy as set forth by management and the Board of Directors,
 - b) reviewing management's assessment of the significant risks and exposures facing the Company,
 - c) reviewing management's policies, plans, processes and programs to manage and control significant risks and exposures, including the Company's loss prevention policies, disaster response and recovery programs, corporate liability protection programs for directors and officers and any other insurance programs, as applicable,
 - d) receiving regular reports from management regarding the development and implementation of its policies, plans, processes and programs to manage, monitor and control significant risks and exposures, and
 - e) if the Committee deems it appropriate, requesting the independent auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed, monitored and controlled.

Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with applicable reporting standards and applicable rules and regulations. These are the responsibilities of management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day to day operation or performance of such activities.

Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.

Adoption

This Charter was adopted by the Board on August 18, 2011.

Review

The Committee will annually review and reassess the adequacy of this Charter and submit any recommended changes to the Board for approval.

This Charter was last reviewed and amended on April 14, 2015.