ALTIUS MINERALS CORPORATION

ANNUAL INFORMATION FORM

For the year ended April 30, 2009

Dated: June 25, 2009

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ITEM 1: CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

Some of the statements contained in this document are forward-looking statements concerning anticipated developments in the Corporation's operations in future periods, planned exploration activities, adequacy of the Corporation's financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "targeted", "plans", "possible", and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. Such forward-looking statements include, but are not limited to, those statements with respect to the Voisey's Bay Royalty, and the Voisey's Bay Project , the Central Mineral Belt Royalty, Rambler Metals & Mining Plc, Newfoundland and Labrador Refining Corporation, the price of commodities with respect to the previously mentioned projects and entities, the timing and amount of estimated future production, capital expenditures and reserves determination, that involve known or unknown risks, uncertainties and other factors, which may cause the Corporation's actual results, performance or achievements to be materially different from those projected, implied or foreseen by such forward-looking statements. Such factors include, among others, the actual results of current exploration activities, changes in project parameters as plans continue to be refined and access to capital.

Forward-looking statements are made based upon the beliefs of management of the Corporation, estimates and opinions on the date the statements are made and, other than as required by applicable securities laws, the Corporation undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Caution should be used when placing undue reliance on forward-looking statements.

Unless otherwise noted, the information given herein is as of April 30, 2009.

ITEM 2: CURRENCY

All currency references in this Annual Information Form are to Canadian dollars unless otherwise indicated.

ITEM 3: ACCESS TO PROPERTY INFORMATION

As a royalty holder, the Corporation has limited, if any, access to properties and technical information in respect of which the Corporation holds royalty interests. The Corporation must generally rely principally on publicly available information regarding properties and mining operations and may not have legal rights to constant access to the properties or to a review of the data which was used to substantiate the technical information which has been publicly disclosed. In the future, the Corporation will generally be dependent on publicly available information in its preparation of required disclosures pertaining to properties, and mining operations on the properties, in respect of which the Corporation holds royalty interests. This Annual Information Form includes information regarding properties and mining operations which is based on information publicly disclosed by the owners or operators of the properties in respect of which the Corporation holds royalty interests.

ITEM 4: CORPORATE STRUCTURE

4.1 Name, Address and Incorporation

Altius Minerals Corporation (the "Corporation" or "Altius") was incorporated as a private corporation under the name 730260 Alberta Inc. by certificate and articles of incorporation (the "Articles") issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on March 5, 1997. The Articles were amended by certificate and articles of amendment dated June 12, 1997 to remove the "private company" provisions and the restrictions on share transfers and to change the name of the Corporation to "Altius Minerals Corporation."

The head office of the Corporation is located at Suite 202 – 66 Kenmount Road, Box 8263 Station "A", St. John's, Newfoundland and Labrador A1B 3N4. Its registered office is located at 850, 901 – 9 Ave SW, Calgary, Alberta T2P 3C5.

4.2 Inter-Corporate Relationships

The Corporation has one wholly owned subsidiary, Altius Resources Inc., which is incorporated under the laws of the Province of Newfoundland and Labrador.

ITEM 5: GENERAL DEVELOPMENT OF THE BUSINESS

5.1 Three Year History

Over the past three years, the Corporation has grown from an innovative junior mineral exploration company into a financially strong, diversified mineral and resource-based project generation, royalty, and investment business.

The Corporation holds an effective 0.3% net smelter return royalty interest (the "Voisey's Bay Royalty") in the Voisey's Bay nickel-cobalt-copper district located in north-eastern coastal Labrador (the "Voisey's Bay District", the development and production operations occurring with respect to mining of the Voisey's Bay District are referred to as the "Voisey's Bay Project"). The Voisey's Bay District is a world-class mineral district owned and operated by VALE Inco Limited ("VALE Inco"). This royalty interest is expected to provide the Corporation with a stable cash flow base to fund its project generation business for the foreseeable future while also exposing the Corporation to the future discovery and mine development expansion potential in the Voisey's Bay District.

The Corporation created its current strong financial position by selling its founding stake in the Central Mineral Belt ("CMB") properties located in Labrador for gross proceeds of approximately $208 million over a three year period. The Corporation still holds a 2% gross sales royalty and a 2% net smelter return royalty on the CMB district. Aurora Energy Resources Inc. ("Aurora"), the operator of the CMB development property, was acquired by Fronteer Development Group Inc. in April 2009.

The Corporation has continued to embark upon various mineral exploration and resource based opportunities with a goal of attracting project level funding and operating partners with complementary technical and financial expertise. In these circumstances, the Corporation generally retains a minority project stake and royalty interests. As at April 30th, 2009, the Corporation had 14 active exploration alliances with various companies.

Some of these mineral exploration and resource opportunities have been developed as separately managed corporations in which the Corporation has retained a minority shareholding and/or royalty interests. The Corporation is a founding shareholder in Newfoundland and Labrador Refining Corporation ("NLRC"), a private corporation proposing to construct a 300,000 barrel per day oil refinery in southeastern Newfoundland. NLRC is currently under creditor protection under the Bankruptcy and Insolvency Act ("BIA"). The Corporation also contributed exploration assets in return for a founding equity stake in Rambler Metals and Mining ("Rambler"), a public company carrying out advanced exploration and preliminary mine development planning of the historic Ming copper-gold project in the Baie Verte region of Newfoundland.

Year Ended April 30, 2007

During the year ended April 30, 2007, the Corporation sold 5,556,527 shares of Aurora, for gross proceeds of approximately $65 million. As at April 30, 2007, the Corporation held approximately 6,500,000 common shares of Aurora representing an approximate voting interest of 9.9%. The Corporation also entered into an equity forward agreement to sell an additional 2,500,000 Aurora shares which effectively locks in the value of the shares at the future contractual price of $17.72 per share.

In mid 2006, Rambler established its own independent geological and senior management team to further explore and evaluate the Rambler Project. Ongoing exploration and delineation drilling continued throughout the year, delivering favourable results from several identified deposits. To facilitate more efficient exploration and delineation of potential ore zones, a program of dewatering and rehabilitation of the historic underground infrastructure commenced in early 2007.

In December 2006, NLRC announced the completion of its feasibility study with respect to the Refinery Project. The study concluded that at a total cost of U.S. $4.6 billion plus standard owner's costs the refinery would be economically feasible with a base-case 15 per cent rate of return using conservative inputs, including the long-term refining margin outlook and excluding leverage. Pre-development work also continued on the Refinery Project throughout fiscal 2007 on the environmental assessment process and the project was registered with both the Federal and Provincial governments.

During the year ended April 30, 2007, the Corporation invested $3.7 million in NLRC to finance its pre-development expenditures.

Year Ended April 30, 2008

During the year ended April 30, 2008, the Corporation completed a bought deal financing to issue 1,800,000 common shares of the Corporation, plus an over-allotment option of 15 percent at a price of $28.00 per share for gross proceeds of approximately $50 million.

Proceeds of the offering were intended to be used toward the purchase of treasury shares of NLRC from time to time as required to finance NLRC engineering and environmental work as well as for other general corporate purposes. A total of 1,900,000 common shares were issued under the offering for gross proceeds of $53,400,000 before brokerage fees and other costs.

During the year the Corporation sold 4,039,911 additional shares of Aurora for gross proceeds of approximately $60 million. As at April 30, 2008, the Corporation held 2,500,000 common shares of Aurora which were subject to an equity forward agreement that effectively locked in the economic value of these shares. In addition, the Corporation held a 2% gross sales royalty and a 2% net smelter return royalty on any production from Aurora’s CMB Property.

Rambler completed two private placements during the year ended April 30, 2008 to finance ongoing exploration and resource definition expenditures. The Corporation did not participate in the financings and following these transactions, the Corporation’s ownership interest in Rambler was reduced from 30% to 20%.

Throughout the year ended April 30, 2008, Rambler continued to carry out advanced exploration of the historic Ming copper-gold mine, located near Baie Verte, Newfoundland and Labrador. The dewatering and rehabilitation program was completed in July 2008.

In June 2008, Rambler announced that it would begin a pre-feasibility study. The pre-feasibility study was to be based around a conceptual mine-plan that mined the massive sulphide ore at a lower production rate, and then ramped up to full production of up to 4,000 tonnes per day after several years. Rambler initiated the base line environmental study that would be required to re-permit the Ming Mine, a “brownfield site”. Environmental permitting of the mine is expected during 2009, with the objective of re-commissioning the mine in 2010.

During the year ended April 30, 2008, NLRC received positive decisions from both federal and provincial authorities on the environmental review process required to construct and operate the proposed crude oil refinery. The environmental permitting milestones made the NLRC refinery project the first greenfield refinery site to be permitted in North America in over 25 years.

Engineering work continued in conjunction with SNC-Lavalin throughout the year while NLRC management progressed on potential partnership discussions with long lead item suppliers, licensors, large heavy oil producers, refinery operators, petroleum product marketing firms and debt and equity financiers.

NLRC entered into agreements for the provision of engineering and technical services and technology licenses as well as an agreement for on-site construction work which covered the entire construction period and included competitive labour rates and a no-strike clause that would enable NLRC to attract sufficient qualified people in skilled trades to complete construction of the proposed refinery.

In October 2007, the Corporation and NLRC entered into a standby subscription letter under which the Corporation could, at its discretion, subscribe for up to 4,812,762 common shares in the capital of NLRC at a price of US$20.78 per share up to December 28, 2008. It was intended that the proceeds of any subscription would be used for the purposes of funding NLRC’s project development costs. If the Corporation were to make share subscription payments under this agreement, the Corporation’s ownership interest in NLRC could increase to a maximum of 51%, assuming no other equity participation or exercise of stock options of NLRC. In December 2007, the Corporation acquired 750,000 shares of NLRC and invested $15,521,000 under this agreement, thus increasing its equity interest from 36.8% to 39.6%.

In December 2007, the Corporation loaned $30,093,000 in the form of a convertible demand loan to NLRC. The non-interest bearing demand loan was secured by the assets of NLRC and was convertible at the Corporation’s option into 1,440,000 shares of NLRC. NLRC used the funds to make a milestone payment to the IJK consortium for the purchase of steel and manufacture of heavy wall vessels, which are considered long-lead time items required for the proposed oil refinery project.

The collapse of North American financial markets caused NLRC to re-evaluate its expected financing plans, which were previously focused primarily on the public and private equity and debt markets of North America. NLRC expanded its financing search to include sovereign investment funds, banks, and major corporations operating in the Middle-Eastern countries and Asia. In addition, consideration was also given to a sale of all or part of the refinery project to an oil producer or an independent refiner with sufficient financial resources and expertise necessary to construct and operate the proposed refinery. While the evaluation of financing alternatives continued, NLRC requested that all major technology, engineering and long-lead item vendors reduce planned work to more appropriately match the realistic expectations for third party debt and equity financing.

The project fundamentals indicated that a heavy-sour crude oil refinery producing primarily higher yield diesel and distillate products was still economically attractive. However, the Corporation decided not to make additional investments in NLRC until a clearer picture of the financial markets was obtained.

Year Ended April 30, 2009

During the year ended April 30, 2009, the Corporation wound up its equity forward agreement contract by transferring ownership of its 2,500,000 remaining Aurora shares to the counter-party to the agreement. The deemed proceeds of $4,375,000 from the investment and $38,231,000 from the equity forward agreement were applied to repay the zero-coupon loan of $42,606,000 in full with no net cash flow impact. The Corporation continues to hold a 2% gross sales royalty and a 2% net smelter return royalty on any production from Aurora's CMB property.

As at April 30, 2009, the Corporation held 12,000,000 shares or approximately 20% of the outstanding common shares in Rambler, which is listed on the Alternative Investment Market of the London Stock Exchange ("AIM"), and on the TSX Venture Exchange ("TSX-V"). The Corporation recorded an impairment charge of $2,170,000 on its investment in Rambler during the year as a result of continued adverse global economic conditions.

In January 2009, Rambler announced that while it would continue with its evaluation of the Ming copper-gold project, it would implement the first phase of a cost reduction program at the mine site. The operations at the Ming Mine were scaled back in order to preserve working capital ahead of potential project development. All underground drilling and pre-development work was suspended and the underground workings at the Ming Mine were put on a care and maintenance program with pump, fire watch and security the only duties taking place at the site to protect Rambler's assets. Technical and management staff was retained to continue towards the target of producing a National Instrument 43-101 resource update, accompanying technical report and detailed engineering study which were released in February 2009.

The Corporation currently holds a 39.6% equity interest in NLRC, which is currently under creditor protection under the Bankruptcy and Insolvency Act ("BIA"). NLRC is a private company proposing to construct a new 300,000 barrel per day crude oil refinery at Southern Head, Placentia Bay in south eastern Newfoundland and Labrador, Canada.

On June 18, 2008, SNC Lavalin, a contractor providing environmental and engineering services to NLRC, served NLRC with a notice of proceedings in the Supreme Court of Newfoundland and Labrador to have NLRC adjudged bankrupt. In response to this filing, NLRC sought and was granted creditor protection under the BIA on June 24, 2008. This protection enables NLRC, under the supervision of a trustee, to formulate a proposal for restructuring and to continue its efforts to attract financing and or partners for the refinery project. The initial period of creditor protection granted was 30 days, and was later extended for two additional periods of 45 days each until October 17, 2008.

On October 17, 2008, NLRC submitted a proposal to its creditors for a project care and maintenance plan for up to 36 months. Under the care and maintenance plan, it was proposed that ongoing costs be kept to a minimum and that all refinery permits be kept in good standing until such time as the project could be sold or financed when economic conditions improve. In addition, all creditors' claims would be deferred until the end of the care and maintenance period or until the project obtains financing. Following the vote by creditors on the proposal on November 6, 2008, the trustee indicated that the outcome of the vote will depend on the legitimacy of claim amounts submitted as part of the voting procedure and, therefore, recessed to evaluate the various claim amounts. We understand this evaluation process to be ongoing and that the trustee has objected to certain creditor claim amounts and is seeking court direction in order to resolve the vote outcome.

The Corporation reported the complete results from its first phase of drilling at the Kamistiatusset iron ore project in Labrador. The highlights of the 24-hole program (totaling 6,008 metres) include 31.65% Fe (iron) over 100.3 metres from hole K-08-18, 29.07% Fe over 75.9 metres from hole K-08-09, and 31.80% Fe over 61.4 metres from K-08-10. These results from the Rose Lake area are consistent with iron grades and widths in drill intercepts previously released by Altius and characterize the iron formation which has been traced by drilling for approximately 1.2 kilometres. Additional drilling is required to fully test this target area and to provide a basis for a resource calculation.

The Corporation entered into an agreement with a third party on its Albert oil shale project in the southeast part of the province of New Brunswick, Canada. The third party plans to undertake geological studies of the oil shale underlying the Altius license to evaluate its suitability for field research on recovery processes. The Corporation will be reimbursed for certain expenditures and may receive $530,000 over a four year period under the agreement so long as the agreement remains in effect. The agreement does not provide for commercial production and any oil extracted is subject to a 5% royalty payable to the Corporation.

ITEM 6: DESCRIPTION OF THE BUSINESS

6.1 General

Altius is focused on the mining and resources sector through prospect generation, and the creation and acquisition of royalties and investments. The Corporation has a strong financial position with approximately $157 million in cash and highly liquid marketable securities and no debt. Altius owns an effective 0.3% net smelter return royalty interest in the Voisey's Bay Project located in Labrador, Canada and has numerous active mineral exploration agreements principally in eastern Canada targeting a variety of mineral commodities. In addition, the Corporation holds investments in junior exploration and development stage companies.

The Corporation generally prefers to utilize project level joint venture agreements or subsidiary corporate structures related to the opportunities it helps to generate, which results in it carrying royalty interests and/or minority and non-operating project or equity interests. Since inception, the Corporation has entered into numerous joint ventures with industry partners from around the world. The primary objective of the Corporation is to build a portfolio of royalty and non-operating minority equity interests in resource based projects with "world-class" character. The Corporation currently has fifteen employees.

Royalty Stakes

The Corporation holds one production stage royalty and several exploration/development stage royalties in properties that it has vended to exploration partners.

The Corporation holds a 10% interest in the Labrador Nickel Royalty Limited Partnership ("LNRLP"). This Limited Partnership holds a 3% net smelter return royalty interest in the Voisey's Bay Project.

It is expected that the Voisey's Bay Royalty will provide the Corporation with consistent and sustainable cash flow for approximately 20 years, thus enhancing the Corporation's ability to minimize equity dilution risk while maximizing the number of project generation opportunities that it can advance. In addition, the Voisey's Bay Royalty exposes the Corporation to the exploration and expansion potential of the Voisey's Bay Project without further cost as exploration and potential future expansion costs are borne entirely by the mine operator rather than the royalty holder.

The Corporation also holds an underlying 2% gross uranium sales royalty and a 2% net smelter return royalty on base and precious metals on the exploration/evaluation stage CMB project. In early 2008, Aurora, the operator of the CMB development property, provided an update of its defined uranium resources on the CMB which revealed a measured and indicated resource of 83.9 million pounds of U_3O_8 (uranium); and an Inferred resource of 49.8 million pounds of U_3O_8. No production decision has been made at this time.

See Item 5, "General Development of the Business" for additional information on the CMB and Aurora.

<u>Founding Equity Stakes</u>

Aurora

During the year, the Corporation transferred ownership of its remaining 2,500,000 shares in Aurora to the counterparty in settlement of its equity forward contract. The deemed proceeds from the investment and the equity forward agreement were applied to repay the zero-coupon loan in full with no net cash flow impact.

Rambler

The Corporation holds 12,000,000 shares, representing an approximate 20% equity shareholding in Rambler which is listed on AIM and on the TSX-V.

See Item 5, "General Development of the Business" for additional information on Rambler.

NLRC

The Corporation currently holds a 39.6% equity interest in NLRC, increased from an original 37.5% as a result of subsequent financings and share issuances. NLRC is a private company proposing to construct a new 300,000 barrel per day crude oil refinery at Southern Head, Placentia Bay in south eastern Newfoundland and Labrador, Canada. NLRC is currently operating under creditor protection under the BIA.

See Item 5, "General Development of the Business" for additional information on NLRC.

Paragon Minerals Corporation ("Paragon")

The Corporation holds an approximate 17.5% interest in Paragon, which is a public company conducting mineral exploration work primarily in Newfoundland and Labrador.

Exploration and Royalty Creation

The majority of the Corporation's current resource exploration properties are located in the Province of Newfoundland and Labrador. The Corporation has exposure to gold, base metals, iron ore, oil shale and uranium through a varied equity and exploration portfolio that is largely funded by joint venture partners. The Corporation traditionally enters into earn-in or joint venture mineral exploration agreements with various industry funding partners and continues to directly invest in new generative projects and initiatives with a goal of attracting additional partners. These agreements typically result in the Corporation holding minority project interests and royalties. Financing for the exploration of the Corporation's mineral properties is provided partially from the Corporation's own operating cash flows but also through earn-in/joint venture agreements with other exploration and mining companies.

The Corporation currently has 14 active exploration agreements or joint alliances with various mining industry partners from around the world.

6.2 Risk Factors

The following is a summary of the significant business risks as they pertain to the outlook and conditions currently known to management which could have a material impact on the financial condition and results of the operations of the Corporation. The risks described are not the only ones faced by the Corporation and any risks in combination or individually could have a material adverse effect on the Corporation's financial condition and results of operations.

The Corporation's financial success is dependent upon the extent to which its current projects under development are successful in reaching profitable commercial operations.

Profits from commercial operations will depend on a significant number of factors, including economic feasibility, changing market conditions, environmental and governmental regulations, labour availability, the cost of and the ability to attract external financial capital, and the ability to attract partners with sufficient technical expertise and relevant industry experience to further develop the various projects. Any failure to meet one or a combination of these factors may result in project delays or potential cancellation and the Corporation's future operating results may be adversely affected.

Royalty revenues are dependent on the operating and commercial success of third parties.

The level of cash flows from the Voisey's Bay royalty are subject to various economic factors, including the underlying commodity prices and smelting and other operating costs which are deducted from the net smelter return. Royalty payments are highly dependent on the operating and commercial success of the underlying operating company. Various factors, such as commodity price, operating costs, financing costs, labour availability, labour stability, environmental and stakeholder relations or any combination thereof could make an underlying operation unprofitable. Although short-term losses are not expected to affect the decision to keep an operation open, prolonged operating losses could induce an operating company to close its operations, thereby eliminating such royalty revenue.

The Corporation's vulnerability to changes in mineral prices may cause its share price to be volatile and may affect the Corporation's operations and financial results.

Changes in the market price of nickel and to a lesser extent copper and cobalt will significantly impact the Corporation’s revenue from the Voisey’s Bay Royalty. The Corporation’s financial results will be sensitive to external economic criteria related to the price of nickel. A substantial risk will arise if there is a prolonged period of lower nickel prices. Many factors beyond the Corporation’s control influence the market price of nickel, including: global supply and demand; availability and costs of metal substitutes; speculative activities; international political and economic conditions; and production levels and costs in other nickel-producing countries.

The probability of successfully progressing early stage projects is dependent on an ability to attract joint venture partners to share project expenditures and to provide additional technical expertise required to develop projects.

If the Corporation is unable to attract partners to cost-share project expenditures and to provide additional technical expertise, the level of exploration the Corporation could achieve with limited personnel and limited financial resources may be adversely impacted. This could affect the likelihood of discovering future commercially feasible projects.

Economic conditions and financial market liquidity may affect the ability of the Corporation to attract debt and equity investment necessary to complete major resource - based projects.

Because of their size and scale, the success of some resource - based projects will depend on the ability of the Corporation, its partners or its investments to raise the financial capital required to successfully construct and operate a project. This ability may be affected by general economic and market conditions, including the perceived threat or actual occurrence of an economic recession or liquidity issues. If market conditions are not favourable, major resource based projects could be cancelled or the expected rate of return to the Corporation may be significantly diminished.

Should revenues be insufficient to cover regular operating costs, the Corporation may require additional equity or debt financing.

In the event that revenues are insufficient to cover the Corporation’s operating costs, there is no assurance that additional funding will be available to allow the Corporation to fulfill its obligations on existing exploration properties and development projects. Failure to obtain additional financing could result in delay or rationalization of planned exploration and the possible partial or total loss of the Corporation's interest in certain properties.

Compliance with current and future government regulations may cause the Corporation to incur significant costs and slow its growth.

The Corporation's operations are subject to extensive governmental regulations with respect to such matters as environmental protection, health, safety and labour; mining law reform; restrictions on production or export, price controls and tax increases; aboriginal land claims; and expropriation of property in the jurisdictions in which it operates. Compliance with these and other laws and regulations may require the Corporation to make significant capital outlays which may slow its growth by diverting its financial resources. The enactment of new adverse regulations or regulatory requirements or more stringent enforcement of current regulations or regulatory requirements may increase costs, which could have an adverse effect on the Corporation. The Corporation cannot give assurances that it will be able to adapt to these regulatory developments on a timely or cost effective basis. Violations of these regulations and regulatory requirements could lead to substantial fines, penalties or other sanctions.

The Corporation’s operations and prospects could be harmed if the Corporation loses key personnel or is unable to attract and retain additional personnel.

The Corporation’s continued success is highly dependent on the retention of key personnel who possess business and technical expertise and are well versed in the various projects underway and under consideration. The number of persons skilled in the acquisition, exploration and development of natural resource and mining projects is limited and competition for such persons is intense. As the Corporation's business activity grows, additional key financial, administrative and operations personnel as well as additional staff will be required. Although the Corporation believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Corporation is not successful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected. Additionally, should any key person decide to leave then the success of one or more of the projects under consideration could be at risk.

The Corporation is required to obtain and renew governmental permits and licenses in order to conduct current and future operations, which is often a costly and time-consuming process.

In the ordinary course of business, the Corporation will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the Corporation’s efforts to obtain and renew permits and licenses are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting or licensing authority. The Corporation may not be able to obtain or renew permits and licenses that are necessary to continue its operations or the cost to obtain or renew permits and licenses may exceed what the Corporation expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the development or impede operations, which may adversely affect the Corporation’s revenues and future growth.

The risks and hazards associated with the Corporation’s projects may increase costs and reduce profitability in the future.

Risks and hazards associated with the Corporation’s projects include, but are not limited to: environmental hazards; industrial accidents; metallurgical, refining and other processing problems; unusual and unexpected geological formations; periodic interruptions due to inclement or hazardous weather conditions or other acts of nature; mechanical equipment and facility performance problems; and unavailability of materials, equipment and personnel. These risks may result in, among others: damage to, or destruction of, properties or production facilities upon which the Corporation’s value is dependent; personal injury or death; environmental damage; delays; increased production costs; asset write downs; monetary losses; and legal liability.

The Corporation cannot be certain that current insurance policies will cover the risks associated with operations or that it will be able to maintain insurance to cover these risks at affordable premiums. The Corporation might also become subject to liability for pollution or other hazards against which it cannot insure or against which the Corporation may elect not to insure because of premium costs or other reasons. Losses from such events may increase costs and decrease profitability.

If resource and reserve estimates are not accurate, production may be less than estimated which would adversely affect the Corporation’s financial condition and result of operations.

Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, which may prove unreliable, and assumptions about operating costs and metal prices. The Corporation cannot be certain that the resource estimates are accurate and cannot guarantee that it will recover the indicated quantities of metals.

In addition, all data used to complete the Altius Technical Report (as defined below) was derived from information available solely from the public record and Dr. Derek H.C. Wilton, the author of the Report, did not generate any new interpretations. Dr. Wilton assumed the data available in the public domain was correct for the purpose of the Altius Technical Report. If this underlying data is inaccurate, Dr. Wilton's audit may be inaccurate, which could negatively impact the mineral resource estimates set out in the Altius Technical Report.

The Corporation relies on third parties for operational and strategic decisions with respect to properties for which certain interests are held.

The Corporation's objective is to create joint ventures or corporate structures related to the opportunities it generates, which results in the Corporation carrying minority and non-operating project or equity interests and/or royalty interests. In certain circumstances the Corporation must rely on the decisions and expertise of third parties regarding operational matters for properties, equity interests and other assets including: whether, when and how to commence permitting; feasibility analysis; facility design and operation, processing, plant and equipment matters; and the temporary or permanent suspension of operations. In some instances, it may be difficult or impossible for the Corporation to ensure that the properties and assets are operated in its best interest.

ITEM 7: VOISEY'S BAY ROYALTY

At the request of the Corporation, Dr. Derek H.C. Wilton, P. Geo. prepared a National Instrument 43-101 compliant technical report titled "Independent Technical Report, Voisey's Bay Royalty Project, Newfoundland & Labrador, Canada" effective as of April 2, 2007 (the "Altius Technical Report"). This summary is derived from the Altius Technical Report which was prepared in accordance with guidelines of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The Corporation holds the Voisey's Bay Royalty but has no equity interest in the Voisey's Bay Project. The Voisey's Bay Project is owned and operated by VALE Inco which is not required to disclose to the Corporation detailed information regarding operations at the Voisey's Bay Project. The Corporation has requested, but has been refused, access to operating data from VBNC (as hereinafter defined) regarding the Voisey's Bay Project. The data available to the Corporation is limited to that available in the public domain.

NI 43-101 requires disclosure of technical information with respect to mineral projects. The information contained in the Altius Technical Report is primarily extracted from a NI 43-101 technical report prepared by VALE Inco dated August 31, 2003 (the "VALE Inco Technical Report"), International Royalty Corporation's ("IRC") NI 43-101 technical report dated February 1, 2005 (the "IRC Technical Report", together with the VALE Inco Technical Report, the "Third Party Technical Reports"), and general information available in the public domain including VALE Inco annual reports, VALE Inco annual information forms, VALE Inco press releases, information available on the Inco and VBNC websites, and information available on other websites.

The author of the Altius Technical Report did not conduct a visit to the Voisey's Bay Project specifically for the Altius Technical Report, did not independently sample and assay portions of the deposit and did not review the following items prescribed by NI 43-101: (i) geological investigations, reconciliation studies, independent check assaying and independent audits; (ii) estimates and classification of mineral resources and mineral reserves, including the methodologies applied by the mining company in determining such estimates and classifications, such as check calculations; or (iii) life of mine plan and supporting documentation and the associated technical-economic parameters, including assumptions regarding future operating costs, capital expenditures and saleable metal for the mining asset.

Neither VALE Inco nor IRC reviewed the Altius Technical Report and take no responsibility and assumes no liability for the statements in the Altius Technical Report. No express or implied representation or warranty of any kind has been made by VALE Inco or IRC that the contents of the Altius Technical Report are verified, accurate, suitably qualified, reasonable or free from errors, omissions or other defects. The author of the Altius Technical Report and the Corporation did not obtain a copy of the Third Party Technical Reports from VALE Inco or IRC directly, nor seek consent or approval from VALE Inco or IRC to use the Third Party Technical Reports. Copies of the Third Party Technical Reports were retrieved from the System for Electronic Document Analysis and Retrieval at www.sedar.com and relied on as a public document. None of VALE Inco, IRC or any of the qualified persons who prepared the Third Party Technical Reports consented to the use of such reports by the Corporation.

The VALE Inco Technical Report is current only as of its effective date of August 31, 2003 and the IRC Technical Report is current only as of its effective date of February 1, 2005. None of VALE Inco, IRC or any of the qualified persons who prepared the Third Party Technical Reports have made or make any representation to the Corporation or any other person in any way relating as to the accuracy or fitness for any use or purpose of any part of the Third Party Technical Reports or as currently contemplated by the Corporation or otherwise.

No information came to the attention of the author of the Altius Technical Report during his review of the data and information contained in the Third Party Technical Reports that would cause him to doubt the integrity of such data and information.

Project Description and Location

Archean Resources Limited ("ARL"), a private Newfoundland company, entered into an option agreement with Diamond Fields Resources Inc. ("DFR") on May 18, 1993 to conduct a regional exploration program of geographic Labrador (the "Labrador Option Agreement"). Archean retained a 3.0% gross overriding royalty ("GOR") on diamonds and a 3.0% net smelter return ("NSR") royalty on base metals, precious metals, rare earth metals, elements and other minerals normally subject to net smelter returns with respect to the properties which are subject to the Labrador Option Agreement (the "Voisey's Bay Royalty"). The Voisey's Bay Ovoid and certain other nickel, copper and cobalt deposits were discovered during the course of this program. The Voisey's Bay Royalty applies to the properties now referred to and known as the Voisey's Bay property. On June 28, 1995, DFR assigned its interests in the Labrador Option Agreement and the Voisey's Bay property to its then subsidiary, Voisey's Bay Nickel Company Limited ("VBNC"). Through various transactions, Inco Limited (subsequently acquired by Companhia Vale do Rio Doce and now VALE Inco), either directly or through a subsidiary, acquired all of the outstanding shares of VBNC through its acquisition in August 1995 of all of the outstanding shares of DFR it did not then own. In July 2003, Archean formed a limited partnership called Labrador Nickel Royalty Limited Partnership ("LNRLP") to hold the Voisey's Bay Royalty. On July 10, 2003, Archean transferred and assigned the Voisey's Bay Royalty to LNRLP. The Corporation acquired a 7.5% interest in LNRLP on August 29, 2003 together with an option to increase this interest to 10%.

Pursuant to the terms of the Labrador Option Agreement, the Voisey's Bay Royalty means 3.0% (of which the Corporation holds a 10% indirect ownership interest through LNRLP) of "the actual proceeds received from any mint, smelter, refinery or other purchaser for the sale of ores, base metals, precious metals, rare earth metals, elements and any other minerals normally subject to net smelter returns or concentrates produced from the properties and sold, after deducting from such proceeds the following charges to the extent that they were not deducted by the purchaser in computing payment: smelting and refining charges; penalties; smelter assay costs and umpire assay costs; cost of freight and handling of ores, metals or concentrates from the properties to any mint, smelter, refinery, or other purchaser; marketing costs; insurance on all such ores, metals or concentrates; customs duties; or mineral taxes or the like and export and import taxes or tariffs payable in respect of said ores, metals or concentrates". In addition, any charges to be incurred which are made to a company associated with VBNC, as successor to DFR, must be on commercially reasonable terms or must be approved in writing by the owner of the Voisey's Bay Royalty.

The Voisey's Bay District is located in northern Labrador, approximately 9 km south from tidewater at Anaktalak Bay, and just north of Voisey's Bay. The community of Nain is located approximately 35 km to the northeast, and Natuashish is located 80 km southeast. The Voisey's Bay District extends from 555150E to 556200E and from 6242550N to 6243450N (UTM NAD83 coordinates) and is centered approximately at latitude 56º10', longitude 62º00'. The Voisey's Bay District is 330 km north of Happy Valley-Goose Bay, Labrador, and 900 km north-northwest of St. John's, the capital of Newfoundland and Labrador (the "Province").

The Voisey's Bay District is located in an area which is subject to recognized aboriginal land claims. Effective July 29, 2002, the Labrador Inuit Association (the "LIA") and the Innu of Labrador, represented by the Innu Nation, ratified agreements with VALE Inco and VBNC with respect to: (1) certain payments to be made to each of the LIA and Innu Nation by VBNC over the life of the project, (2) programs related to training, employment and business opportunities to be created for the LIA and Innu Nation, and (3) the participation of each of the LIA and Innu Nation in environmental and certain other programs and procedures relating to the Voisey's Bay Project.

The government of the Province (the "Provincial Government") has issued nine mineral licenses consisting of a total of 1,978 claims (49,450 hectares) to VBNC, a wholly-owned subsidiary of VALE Inco, which cover the main claim block (the "Main Block") of the Voisey's Bay Project. Mineral licenses are issued for a period of five years and may be extended for three additional five-year renewal periods, for a total of 20 years.

A mineral license does not entitle its holder to extract any minerals from the Voisey's Bay Project covered by such license. In order to extract minerals, a mining lease must be obtained from the Provincial Government. The Provincial Government issued a mining lease to VBNC for a period of 25 years, effective 2002 and covering approximately 1,600 hectares. The mining lease gives VBNC the exclusive right to extract minerals and carry out mineral exploration, mining operations or mining processing and develop in, on or under the lands, or part of the lands, covered by the mining lease, subject to VBNC and VALE Inco continuing to meet the terms of and conditions of a development agreement between VALE Inco, VBNC and the Provincial Government.

On June 11, 2002, VBNC, VALE Inco and the Provincial Government announced that they had reached a non-binding statement of principles ("Statement of Principles") covering the commercial development of the Voisey's Bay Project. The Statement of Principles was approved by the provincial legislature in late June 2002 and, on October 7, 2002, VALE Inco and VBNC signed definitive agreements with the Provincial Government to implement the terms of the Statement of Principles. The definitive agreements provide for the development of a mine and concentrator processing plant, a research and development program focusing on hydromet processing technologies, an industrial and employment benefits program for the Voisey's Bay Project, a timetable for the start and completion of the principal stages of the Voisey's Bay Project and other key parts and requirements covering the overall development of the Voisey's Bay Project. The definitive agreements set forth certain obligations of VBNC and VALE Inco to construct and operate (i) a demonstration plant in the Province as part of the overall research and development program to test hydromet processing technologies to treat nickel-containing ores or intermediate products from the Voisey's Bay deposits and (ii) subject to technical and economic feasibility pursuant to the terms thereof, a commercial processing facility in the Province by the end of 2011 to treat all of the Voisey's Bay Project ores or intermediate products to produce finished nickel and other products based upon hydromet processing technologies or, if such technologies do not meet certain technical and/or economic feasibility requirements, as may be determined by one or more agreed upon experts as provided for in such agreements, a conventional refinery for matte processing. Once the demonstration plant is completed and has received intermediate concentrate product(s) produced by the Voisey's Bay Project for testing, VBNC and VALE Inco can ship quantities of intermediate product(s) produced by the Voisey's Bay Project containing nickel and/or cobalt to VALE Inco's facilities in Ontario and Manitoba for further processing into finished nickel and cobalt products. Shipments of such Voisey's Bay intermediate concentrates are limited to certain maximum aggregate quantities and will end when the construction of the hydromet commercial processing facility is completed. If, however, a conventional matte refinery is constructed, as referred to above, then this facility would be subject to an exemption order that would enable quantities of nickel in concentrate to be shipped out of the Province on an annual basis equivalent to the contained nickel in matte processed in the conventional matte refinery during such year.

Under the definitive agreements, VBNC and VALE Inco will also be required, prior to the cessation of the Voisey's Bay Project operations in the Province, subject to certain exceptions relating to the availability of such external sources, to bring into the Province for further processing at the hydromet or conventional matte processing facility to be constructed in the Province from sources outside the Province, in one or more intermediate forms, quantities of intermediate product, subject to certain annual minimum quantities, containing in total quantities of nickel and cobalt equivalents to what was shipped to VALE Inco's Ontario and Manitoba operations. The definitive agreements also set forth: (1) VBNC's and VALE Inco's commitment to an underground exploration program covering the Voisey's Bay deposits with the objective of discovering sufficient nickel-containing mineral reserves for processing beyond Phase I of the Voisey's Bay property, (2) the terms under which processing of copper intermediate in the Province would be justified, and (3) the Province's commitment to (i) a tax regime that will apply to the Voisey's Bay property, (ii) electric power rates for the Voisey's Bay Project, and (iii) the issuance of the necessary permits and authorizations to enable the Voisey's Bay Project to proceed. The definitive agreements also provide for programs and arrangements relating to employment and industrial benefits in connection with the construction and related aspects of the Voisey's Bay Project. In addition, the definitive agreements include specific sanctions if VBNC and VALE Inco were not to meet certain of their contractual obligations under such agreements, including the effective forfeiture of its lease to conduct mining operations in the Province. All of the conditions to the completion of the definitive agreements, including securing acceptable financing arrangements, completing the feasibility study and the finalization and execution of the tax agreement among the Provincial Government, VALE Inco and VBNC, have been met.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Main Block is generally sparsely treed with barren highlands to the east and west. A central, north-south trending valley runs throughout, which is well treed, has widely spaced string bogs and is covered by thick overburden. The mountainous region to the west is drained by Reid, Ikadlivik and Kogluktokoluk brooks, which empty through rocky, steep-sided valleys into Voisey's Bay. Elevations on the Main Block extend from sea level to 175m at Discovery Hill and to 225m at the Eastern Deeps. Maximum elevations in the area of the Voisey's Bay Project are found at Anaktalak Bay, with hills up to 500m.

Recent public statements and project updates by VBNC and VALE Inco indicate that a network of raised-gravel roads from the port at Edward's Cove in Anaktalak Bay now provides access to the Voisey's Bay District. Access is also available from an all-weather 1,600 meter gravel-surfaced airstrip. During the shipping season (January to April and June to December), the nearest community, Nain, is serviced by coastal freighter.

Northern Labrador represents a transition zone between Arctic and sub-Arctic climates. In the fall and winter seasons, intense, low-pressure weather systems commonly bring gale to storm-force winds and heavy snow to the northern coast of Labrador. Winds tend to be more moderate in summer. The Voisey's Bay District has experienced an average annual total precipitation of approximately 845 mm, comprised of 398 mm of rain and 447 mm of snow. Typical of northern regions of Canada, the coldest months in the Voisey's Bay District are January and February, when daily temperatures average -17°C. July and August are the warmest months, with average temperatures of +10°C. Seasonal extremes range between -39°C and +32°C.

History

ARL first discovered the mineralization at Voisey's Bay in September 1993 during the course of a regional exploration program conducted pursuant to a contractual arrangement with DFR. DFR staked claims to the property in early 1994. After initial exploration efforts revealed a major deposit and as part of VALE Inco's June 1995 acquisition of a 25 per cent interest in the Voisey's Bay deposits, DFR formed a subsidiary, VBNC, in June 1995 to hold the Voisey's Bay and other DFR mineral claims in Labrador, conduct further exploration and ultimately develop and operate the Voisey's Bay Project.

In June 1995, VALE Inco acquired a 25 per cent interest in VBNC and approximately 7 per cent of DFR's common shares. In August 1996, VALE Inco acquired all of the shares of DFR it did not then own pursuant to a plan of arrangement, and VBNC became a wholly-owned subsidiary of VALE Inco.

Prior to VALE Inco's acquisition of DFR, Teck Corporation (now known as Teck-Cominco Limited) ("Teck") prepared the "Voisey's Bay Development Mine-Mill Project Feasibility Study", dated June 1996, for DFR (the "Teck Study"). The Teck Study was based on milling 7000 t/d from the Ovoid and Mini-Ovoid deposits to produce 133 million pounds of refined nickel metal annually. The Teck Study included preliminary designs for a concentrator, shop/warehouse/office facility, port site concentrate storage and handling facilities, fuel storage and handling facilities, shipping arrangements as well as capital and operating cost estimates.

In 1997, VBNC awarded SNC-Lavalin a contract for project and construction management relating to the development of a 20,000 t/d mine/mill at the Voisey's Bay Project. The contract included the design of the open pit mine. The pit was designed by Kilborn Engineering ("Kilborn") based on a geological interpretation and block model provided by Inco Technical Services Limited. The design of the process metallurgy was based on the tests used in the Teck Study. A second metallurgical sample was obtained in 1997 and the pilot plant tests confirmed the results from the 1995 pilot plant tests.

Limited construction of certain site infrastructure, including the main access road, commenced in the spring of 1997. However, construction activities at the site were suspended as a result of certain legal proceedings brought by the LIA and Innu Nation in June 1997 and a ruling by the Newfoundland Court of Appeal in September 1997 that these activities were subject to the joint environmental assessment process. As a result of that court ruling, all development work was halted, including detailed design work by SNC-Lavalin, since such work could not proceed during the environmental assessment process. However, surface exploration continued at site.

Concurrent with exploration, VBNC and VALE Inco proceeded with a number of mining studies, metallurgical tests and research programs and other engineering activities to assess the technical and economic feasibility of the Voisey's Bay Project. ITSL recommended that additional boreholes be drilled in the Ovoid deposit to support future pit planning. A total of 20 additional holes were drilled in 1997.

During 2000, VALE Inco continued internal research and development work on Hydromet processing technologies to treat Voisey's Bay Project nickel concentrates. VALE Inco also continued surface exploration programs at the Voisey's Bay District and at other targets in Labrador covered by its mineral licenses. In September 2001, VALE Inco and VBNC shut down exploration activity in Labrador and the exploration camp at the Main Block was decommissioned.

Negotiations between VALE Inco and the Province resumed in late June 2001 and a non-binding Statement of Principles was entered into in June 2002 which was approved by the Province's legislature in late June 2002. On October 7, 2002 VALE Inco and VBNC signed definitive agreements implementing the Statement of Principles, including the Development Agreement. VBNC then initiated a feasibility study, which was completed in March 2003. Construction began in mid-2003 for the mine and concentrator. VALE Inco began mining operations in the summer of 2005 and announced production of the first nickel concentrate from the mine in September 2005. In November 2005, VALE Inco announced the first shipment of concentrate from the Voisey's Bay Project and announced the completion of its first finished nickel from the Voisey's Bay Project in early January 2006. Full commercial production was achieved during 2006.

Geological Setting

The regional geology is dominated by juxtaposed terranes of Archean and Proterozoic gneisses, extensively intruded by suites of troctolitic, gabbroic/anorthositic and granitic plutonic rocks.

The major structural feature in the region is a north-south-trending collisional suture, juxtaposing Archean Nain Province gneisses to the east with Lower Proterozoic-age Churchill Province gneisses to the west. The crustal suture was formed more than 1800 Ma ago.

The next major geological event occurred between 1350 and 1290 Ma ago, when the area was intruded by massive volumes of magma resulting in the emplacement of widespread, batholithic intrusions. These intrusions, collectively referred to as the Nain Plutonic Suite ("NPS"), include a spectrum of igneous rock types but consist mainly of anorthosite, troctolite, diorite and granite.

The gneisses and intrusive rocks of the NPS have been cut by a series of regional east-west lineaments, many of which show significant movement, and some of which cut and displace portions of the NPS. Otherwise, there has been no major deformation since the emplacement of the NPS. Mafic dykes occupy parts of these east-west structures.

The Voisey's Bay deposit occurs in three intrusions. The first comprises the large, easterly plunging, troctolite chamber overlying the Eastern Deeps deposit. The second is the troctolite dike, commonly referred to as the "feeder dike" or "conduit". It extends north of the Eastern Deeps deposit as a thin, flat-lying body and then westward, with progressively steeper northerly dips eventually overturning to steep southerly dips. The Ovoid, Mini-Ovoid and Discovery Hill deposits occur in the steep, north-dipping segment while the Reid Brook deposit occurs in the south-dipping portion. The "conduit" ultimately approaches the top of the third body, the Western Deeps troctolite chamber below the Reid Brook deposit at a depth of about 1,000 meters. The feeder dike joins the two chambers.

Mineralization

There are four principal types of sulphide mineralization at the Voisey's Bay District: massive, leopard-textured, basal breccia, and disseminated in variable troctolite. The last three types are interfingered and cannot be correlated as distinct units. They have been combined and classified as disseminated sulphide in the geological model for the Ovoid, Mini-Ovoid and Southeast Extension deposits. For the mineral resource estimates, the mineralization has been divided into two domains: massive sulphide and disseminated sulphides. The contact between the massive and disseminated sulphides is sharp with very little inter-fingering.

Current work has divided the Voisey's Bay District into six deposits: Discovery Hill, Eastern Deeps, Mini-Ovoid, Ovoid, Reid Brook, and Southeast Extension. Deposits that occur within the feeder include the Reid Brook, Discovery Hill and the Ovoid/Mini-Ovoid. The Eastern Deeps deposit occurs at the junction of a feeder dike with the Eastern Deeps chamber. The Ovoid and Mini-Ovoid deposits and a portion of the southeast extension deposit constitute the mineralization contained within the proposed open pit for Phase I of the Voisey's Bay Project.

The Ovoid and Mini-Ovoid deposits form an elongate, tadpole-shaped feature with a length of 800 meters along a west-northwest axis and a maximum width of 350 meters, narrowing to less than 50 meters at its northwestern end. Toward the western extension of the Ovoid deposit, the deposit becomes more elongate or trough-like in transition to the more dike-like form of the Discovery Hill deposit. This area is known as the Mini-Ovoid deposit. In the southeast corner of the Ovoid deposit, mineralized troctolite and basal breccias extend over a buried ridge of footwall gneiss that separates the Ovoid deposit from the Eastern Deeps deposit. The Southeastern Extension mineralization averages between 50 and 100 meters thick and subcrops at the southeast end of the Ovoid deposit, plunging eastward to a depth of 450 meters.

Nickel distribution in massive sulphide is consistent throughout the Ovoid and Mini-Ovoid deposits. Overall, the massive sulphide is composed of approximately 75% pyrrhotite/troilite, 12% pentlandite, 9% chalcopyrite/cubanite and contains 5% magnetite.

Because cobalt grades are closely correlated with those of nickel, cobalt shows a very similar pattern to nickel. The significant concentration of cobalt in pentlandite suggests that nearly all cobalt occurs in this mineral.

Copper grades are considerably more variable than those of nickel. Copper grades in massive sulphide are highest along the southwest side and central portion and lowest along the west, north and east sides of the Ovoid deposit.

Sampling and Analysis; Security of Samples

VALE Inco has reported that all diamond drill holes were securely boxed at the drill site and transported to the exploration camp via helicopter by Archean and/or VBNC personnel. Geologists would then log the holes recording lithology, descriptive text, structure, sulphide percentages and mineralogy. The data was input into a BORISTM electronic database that interacts with the sample assay database. A comprehensive training project insured that new personnel followed consistent logging and sampling practices.

All samples were appropriately flagged in the core boxes and a standardized sample labelling protocol was employed with the core split and preserved for future work. Systematic collection of geotechnical data began in July 1995. Data recorded included core recovery, rock quality designation, fracture frequency, characteristics and attitude, point load data, magnetic susceptibility and resistivity. Efforts were made to take duplicate samples for analysis. In 2002, an audit of the database was conducted and no sampling errors were found. In addition, photographs were taken of all core. According to the VALE Inco Technical Report, "the authors are not aware of any factors in the sampling procedures that could materially impact the accuracy/reliability of the mineral resource and mineral reserve estimates set forth in their report." the sample checks have demonstrated that the samples are representative of the mineralization and that there is no bias in the sampling.

Chemical analysis of sample pulps from all phases of diamond drilling at the Ovoid deposit were carried out by Chemex Labs Ltd. ("Chemex") in Vancouver.

In 1995, Teck conducted a program of check analyses as part of its work. A total of 200 samples from five holes in the Ovoid deposit previously analyzed by Chemex were re-analyzed by independent assay laboratories. The program conducted by Teck corroborated Chemex's nickel and copper assays but found a bias in cobalt values. VALE Inco carried out a similar program in 1996 and found a similar bias. The cause of the bias in cobalt analyses was identified and previous results corrected.

Operations

Mining Operations

According to the VALE Inco Technical Report, the following planned production schedule was used for purposes of mining the Reserves as of August 31, 2003:

Voisey's Bay Proposed Mining Schedule								
		Mineral Reserves				Waste		
			Mill Head Grade					
Mining Year	**Block NSR Cut-off per tonne (CA$)**	**Ore tonnes '000s**	**Ni-%**	**Cu-%**	**Co-%**	**Rock tonnes '000s**	**Over-burden tonnes '000s**	**Annual Total tonnes '000s**
2003-2005							6,200	6,200
2006	20.00	1,612	3.35	2.18	0.157	200	1,188	3,000
2007	15.00	1,944	3.67	2.33	0.172	77	2,579	4,600
2008	15.00	2,016	3.56	2.22	0.167	418	2,166	4,600
2009	15.00	2,131	3.33	1.89	0.165	1,441	1,028	4,600
2010	25.00	2,190	3.25	1.78	0.161	1,579	831	4,600
2011	25.00	2,190	3.25	1.90	0.160	1,619	2,391	6,200
2012	35.00	2,190	3.36	1.98	0.154	1,750	2,260	6,200
2013	32.00	2,400	3.08	1.67	0.156	2,295	1,505	6,200
2014	13.01	2,625	2.23	1.27	0.119	3,029	546	6,200
2015	13.01	2,625	2.23	1.29	0.115	2,257	118	5,000
2016	13.01	2,625	2.23	1.27	0.115	1,375	0	4,000
2017	13.01	2,554	2.30	1.36	0.119	1,446	0	4,000
2018	13.01	2,595	2.25	1.35	0.118	1,760	0	4,355
2019	13.01	722	2.34	1.30	0.123	267	0	989
Total / Average:		**30,419**	**2.85**	**1.68**	**0.142**	**19,513**	**20,812**	**70,744**

The Ovoid deposit is planned to be mined utilizing conventional open pit methods. According to the VALE Inco Report, VBNC intends to drill on five meter benches, with final walls being double (or quadruple) benched. Material is planned to be loaded into 50 tonne haul trucks using wheel loaders and ore is planned to be hauled to the primary crusher located at the mill. Waste rock and overburden is planned to be hauled and deposited on dumps located within close proximity to the pit.

Processing

The selected metallurgical process for the concentrate is planned to include conventional crushing, wet grinding and differential flotation, using slaked lime for pH control throughout the circuit, to produce high-grade and middling nickel concentrates and a copper concentrate. It is expected that thickeners and pressure filters will dewater these concentrates to produce damp filter cake for shipment to the property port and beyond. The concentrator plant is planned to commence operations at a feed rate of 6,000 tonnes per day and is planned to be upgraded to 7,200 tonnes per day in the second half of the Ovoid deposit mine life as the ore grade decreases.

The VALE Inco Technical Report estimates total capital costs to be $2.33 billion over the life of the Voisey's Bay Project, of which approximately $900 million will be spent on Phase I. The only phase of the Voisey's Bay Project that is addressed in great detail in the VALE Inco Report as of August 31, 2003 is Phase I.

VALE Inco estimates, in the VALE Inco Technical Report, that the operating costs per pound of nickel for Phase I of the Voisey's Bay Project to be incurred by VBNC are $0.93/lb Ni net of by-product credits and $1.65/lb Ni excluding by-product credits.

During Phase I of the Voisey's Bay Project, the property is expected to produce two nickel concentrates which will also contain cobalt and which are to be processed at VALE Inco's Sudbury and Thompson operations until the hydromet commercial plant is operational in 2012 and thereafter (Phase II) the property will produce finished nickel and cobalt products, subject to hydromet processing technologies meeting certain technological and/or economic feasibility requirements. Copper concentrate is expected to be produced and sold to companies with copper smelting and refining facilities over the life of the Voisey's Bay Project.

According to the VALE Inco Technical Report, over Phase I, the Voisey's Bay Project is expected to produce an average of 110 million pounds of nickel per year plus 85 million pounds of copper and 5 million pounds of cobalt per year.

ITEM 8: DIVIDENDS

During the Corporation's three most recently completed financial years, no dividends have been paid. The future payment of dividends will be dependent upon the financial requirements to fund future growth, the financial condition of the Corporation and other factors the Corporation's board of directors (the "Board") may consider appropriate in the circumstances. The Corporation is not aware of any restrictions that could prevent the paying of dividends.

ITEM 9: DESCRIPTION OF CAPITAL STRUCTURE

Authorized and Issued Capital

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. As at April 30, 2009, 28,371,195 common shares and no preferred shares were issued and outstanding.

Common Shares

The holders of the common shares are entitled to dividends if, as and when declared by the Board; to one vote per share at meetings of common shareholders; and, upon liquidation, to receive such assets as are distributable to the holders of the common shares.

Preferred Shares

The preferred shares may be issued in one or more series, each consisting of a number of preferred shares as determined by the Board who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of preferred shares. The preferred shares, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up or any other distribution of the assets, rank on a parity with the preferred shares of every other series and shall be entitled to preference over the common shares and the shares of any other class ranking junior to the preferred shares.

ITEM 10: MARKET FOR SECURITIES

The Corporation's common shares trade on the Toronto Stock Exchange under the trading symbol ALS. The common shares were listed for trading on the Toronto Stock Exchange on January 15, 2007, prior to which they were listed for trading on the TSX Venture Exchange.

10.1 Price Range and Trading Volume

The following table sets forth the reported high and low sale prices and the trading volumes for each month in fiscal year ending April 30, 2009. .

Month	Price Range High $	Price Range Low $	Trading Volume
May 2008	17.14	12.79	2,519,600
June 2008	13.24	6.31	7,838,900
July 2008	8.86	6.36	3,067,400
August 2008	7.19	5.93	2,324,300
September 2008	6.83	5.00	4,375,300
October 2008	5.74	4.15	4,505,200
November 2008	5.23	3.90	2,404,500
December 2008	5.56	3.58	1,702,100
January 2009	5.97	4.30	1,005,700
February 2009	7.09	4.50	1,305,900
March 2009	7.17	6.20	1,347,700
April 2009	7.70	6.59	697,100

ITEM 11: DIRECTORS AND OFFICERS

11.1 Name, Address, Occupation and Security Holding

The following table sets forth the names, the municipalities of residence, the positions held with the Corporation and the principal occupations of each of the directors and executive officers:

Name and Province and Country of Residence Position and Date of Appointment	Principal occupation
John Baker[2] Newfoundland and Labrador, Canada Director since June 1997, Chairman since November 2006	Partner, White, Ottenheimer & Baker, law firm
Roland Butler Jr. Newfoundland and Labrador, Canada Chief Operating Officer, Director since June 1997	Chief Operating Officer of the Corporation
Brian Dalton Newfoundland and Labrador, Canada President and CEO, Director since June 1997	President and CEO of the Corporation
Frederick Mifflin[1,2,3] Ontario, Canada Director since November 2006	Partner, Blair Franklin Capital Partners Inc., a financial advisory and investment management firm
Susan Sherk[1,2,3] Newfoundland and Labrador, Canada Director since November 2006	Senior Human Environmental Consultant, AMEC Americas Limited, an international project management and services corporation
Geoffrey Thurlow[3] Newfoundland and Labrador, Canada Director since June 1997	President, VMS Consultants Inc., geological consulting service

Name and Province and Country of Residence Position and Date of Appointment	Principal occupation
Donald Warr[1] Newfoundland and Labrador, Canada Director since November 2006 CFO February 2004 to September 2006	Partner, Blackwood & Warr Chartered Accountants
Ben Lewis Newfoundland and Labrador, Canada Chief Financial Officer since October 2006	Chief Financial Officer of the Corporation
Chad Wells Newfoundland and Labrador, Canada Vice President Corporate Development/Corporate Secretary since February 2003	Corporate Secretary and Vice President, Corporate Development of the Corporation
Lawrence Winter Newfoundland and Labrador, Canada Vice-President, Exploration since October 2006	Vice-President, Exploration of the Corporation

Notes:
(1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of Governance Committee.

Except as otherwise noted in the footnote below[1], each of the directors and the officers of the Corporation has held the principal occupation set forth opposite his or her name for the past five years.

As at the date of this AIF, the directors, executive officers and key employees of the Corporation, as a group, own beneficially, directly or indirectly, or exercise control or direction over 4,183,127 common shares or 14.7% of the issued and outstanding common shares.

Each director holds office until the next annual general meeting of shareholders or until a successor is elected or appointed.

11.2 Corporate Cease Trade Orders or Bankruptcies

During the past ten years, except as noted below, none of the directors, executive officers or shareholders holding a sufficient number of securities to affect materially the control of the Corporation is or has been a director or executive officer of any other company that while such person was acting in that capacity: (a) was the subject of a cease trade order or similar order or an order that denied such company access to any exemption under securities legislation for a period of more than 30 consecutive days, (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in such company being the subject of a cease trade or similar order or an order that denied such company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (c) within a year of that person ceasing to act in that capacity, such company became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings,

[1] Mr. Mifflin held various executive positions with BMO Capital Markets from 1989 to 2006. Mr. Wells was a Project Geologist with Inco from 2002 to 2003. Mr. Lewis held various senior management positions with CHC Helicopter Corporation from 2001 to 2006. Mr. Winter was Project Geologist at Cornerstone Capital Resources Inc from 2004 to 2006, and was a graduate student at the University of British Columbia prior to 2004.

arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

John Baker, Chairman, and Brian Dalton, CEO, also serve as directors of NLRC, a 39.6% owned equity investment of the Corporation. In response to a bankruptcy petition initiated by a contractor, NLRC sought and was granted creditor protection under the BIA on June 24, 2008. This protection enables NLRC, under the supervision of a trustee, to formulate a proposal for restructuring and to continue its efforts to attract financing and/or partners for the refinery project. The initial period of creditor protection granted was 30 days, and was later extended until October 17, 2008 and was followed by a proposal to creditors, which is still under evaluation by the Trustee and the courts.

11.3 Penalties or Sanctions

None of the directors, executive officers or shareholders holding a sufficient number of securities to affect materially the control of the Corporation has been subject to (a) any penalties or sanctions 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.

11.4 Personal Bankruptcies

During the past ten years, none of the directors, executive officers or shareholders holding a sufficient number of securities to affect materially the control of the Corporation has 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 director, executive officer or shareholder.

11.5 Conflicts of Interest

Some of the directors and officers are or may be engaged in business activities on their own behalf and on behalf of other corporations and situations may arise where some of the directors may be in potential conflict of interest with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Alberta).

ITEM 12: LEGAL PROCEEDINGS

Other than the following, the Corporation and its subsidiaries are not a party to any material legal proceedings.

On June 18, 2008, BAE Newplan, a wholly owned subsidiary of SNC-Lavalin Inc. and contractor providing environmental and engineering services to NLRC, served NLRC with a notice of proceedings in the Supreme Court of Newfoundland and Labrador to have NLRC adjudged bankrupt. In response to this filing, NLRC sought and was granted creditor protection under the BIA on June 24, 2008. This protection enables NLRC, under the supervision of a trustee, to formulate a proposal for restructuring and to continue its efforts to attract financing and or partners for the refinery project. The initial period of creditor protection granted was 30 days, and was later extended until October 17, 2008. On October 17, 2008, NLRC submitted a proposal to the creditors for a project care and maintenance plan for up to 36 months. Under the care and maintenance plan, it was proposed that ongoing costs be kept to a minimum and that all refinery permits would be kept in good standing until such time as the project can be sold or financed when economic conditions improve. In addition, all creditors’ claims would be deferred until the end of the care and maintenance period or until the project obtains financing. Following the vote by creditors on the proposal on November 6, 2008, the trustee indicated that the outcome of the vote will depend on the legitimacy of claim amounts submitted as part of the voting procedure and, therefore, recessed to evaluate the various claim amounts. We understand this evaluation process to be ongoing and that the trustee has objected to certain creditor claim amounts and is seeking court direction in order to resolve the vote outcome.

On October 1, 2008, the Corporation was served with a statement of claim issued by BAE Newplan in the Supreme Court of Newfoundland and Labrador. In the statement of claim, BAE claims damages, including punitive and exemplary damages, interest and costs against the Corporation and others. In particular, BAE claims $20,594,000, which is also the amount of billing alleged as outstanding from NLRC to BAE for engineering services.

The Corporation believes this claim is without merit and no provision has been recognized for this claim. The Corporation's defense of the claim is ongoing and a date has not yet been set for the trial of the matter.

See Item 5, "General Development of the Business" and Item 6, "Description of the Business" for additional information on NLRC.

ITEM 13: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of any director, executive officer, or any shareholder who beneficially owns, directly or indirectly, more than 10% of the outstanding common shares or any known associate or affiliate of such persons, in any transaction during the three most recently completed financial years or during the current financial year which has materially affected or would materially affect the Corporation or a subsidiary of the Corporation.

ITEM 14: TRANSFER AGENT AND REGISTRAR

Equity Transfer Trust, through its office at Toronto, Ontario, is the transfer agent and registrar for the Corporation's common shares.

ITEM 15: MATERIAL CONTRACTS

In December 2007, the Corporation loaned $30,093,000 in the form of a convertible demand loan to NLRC. The non-interest bearing demand loan is secured by the assets of NLRC and is convertible at the Corporation's option into 1,440,000 shares of NLRC. NLRC used the funds to make a milestone payment to the IJK consortium for the purchase of steel and manufacture of heavy wall vessels, which are considered long-lead time items required for the proposed oil refinery project.

The Corporation owns the Voisey's Bay Royalty as described in "Item 7: Voisey's Bay Royalty".

In the normal course of business, the Corporation enters into and maintains several earn-in agreements or exploration alliances with other exploration companies to provide technical support and to cost – share in exploration expenditures. These agreements normally result in the Corporation holding a reduced ownership in the mineral property and holding a royalty interest in any future potential mining revenues. While these agreements are not individually material, any of them could become material pending a significant mineral discovery.

ITEM 16: INTERESTS OF EXPERTS

Information regarding the Voisey's Bay Royalty is included in this AIF based upon the Altius Technical Report. The Altius Technical Report is authored by Dr. Derek H.C. Wilton, P. Geo. who is independent of the Corporation. Dr. Wilton does not hold in excess of one percent of the Corporation's outstanding securities.

ITEM 17: AUDIT COMMITTEE

The purpose of the Corporation's audit committee is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation. It is the objective of the audit committee to maintain free and open communications among the Board, the independent auditors and the financial and senior management of the Corporation.

The full text of the audit committee's charter is included as Schedule "A" to this AIF.

17.1 Composition of the Audit Committee

The audit committee is comprised of Susan Sherk, Fred Mifflin and Don Warr. All members are financially literate and are independent, as defined under Section 1.4 and 1.5 of National Instrument 52-110 *Audit Committees* ("NI 52-110").

17.2 Relevant Education and Experience

Donald Warr

Mr. Warr is a chartered accountant with 40 years experience in providing accounting and financial services. He has been a partner in the firm of Blackwood & Warr Chartered Accountants since 1992. Prior to 1992 Mr. Warr was a partner with a national public accounting firm. Mr. Warr was the Chief Financial Officer of the Corporation from February 2004 to October 2006.

Susan Sherk

Ms. Sherk is a senior consultant specializing in social-economic projects with AMEC Americas Limited, an international project management and services company. Ms. Sherk's past positions include Assistant Deputy Minister with the Government of the Province of Newfoundland and Labrador and management positions with Michelin Tires Canada, Mobil Oil Canada and Mobil Corporation.

Frederick Mifflin

Mr. Mifflin is a Partner of Blair Franklin Capital Partners Inc., an independent financial advisory and investment management firm. From 1989 to 2006, Mr. Mifflin was employed by BMO Capital Markets Inc. in various executive positions. Mr. Mifflin holds a B. Comm. (Honours) degree from Queen's University, an M.B.A. from The University of Chicago and is a graduate of the Advanced Management Program of the Harvard Business School. Mr. Mifflin is also an accredited director by the Institute of Corporate Directors.

17.3 Pre-Approval Policies and Procedures

Under its terms of reference, the audit committee is required to review and pre-approve the objectives and scope of the audit work to be performed by the Corporation's external auditors and their proposed fees. In addition, the audit committee is required to review and pre-approve all non-audit services which the Corporation's external auditors are to perform.

Pursuant to these procedures since their implementation, all of the services provided by the Corporation's external auditors relating to the fees reported as audit, audit-related, tax and all other services have been approved by the audit committee.

17.4 Audit Fees

The aggregate fees billed by the external auditors in the years ending April 30, 2009 and April 30, 2008 for audit services were $143,715 and $136,132 respectively.

17.5 Tax Fees

The aggregate fees billed by the external auditors in the years ending April 30, 2009 and April 30, 2008, for tax compliance, tax advice and tax planning services were $26,367 and $34,866, respectively.

17.6 Audit Related Fees

The aggregate fees billed by the external auditors in the years ending April 30, 2009 and April 30, 2008, for all audit-related Fees were $100,248 and $172,536, respectively. These Audit related fees consisted of compliance work associated with public financings and other public compliance work.

17.7 All Other Fees

No other fees were billed by the external auditors in the years ending April 30, 2009 and April 30, 2008.

ITEM 18: ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Additional information, including regarding directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, is contained in the Corporation's management information circular for its most recent annual meeting of shareholders that involved the election of directors. Additional information is also provided in the Corporation's financial statements and Management's Discussion & Analysis for its most recently completed financial year.

SCHEDULE "A"

Audit Committee Charter

The purpose of the Audit Committee (the "Committee") is to assist the board of directors of the Corporation (the "Board") in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to shareholders of the Corporation and others, the systems of corporate financial controls which management and the Board have established and the audit process. The Committee will oversee the Corporation's financial reporting process on behalf of the Board and report the results to the Board. While the Committee has the responsibilities and powers set forth in this mandate, it is not the duty of the Committee to plan or conduct audits or to determine the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for preparing the Corporation's financial statements and the independent auditors are ultimately accountable to the Board and the Committee, as representatives of the Corporation's shareholders.

1. Composition of Committee

a) The Audit Committee shall be appointed by the Board and shall consist of at least three (3) members from among the Board:

i) the majority of whom are independent of management of the Corporation and free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the exercise of their independence from management and the Corporation; and

ii) all of whom shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to the Committee.

2. Duties and Responsibilities

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

a) Financial Reporting

The Committee shall:

(i) prior to the filing of the Corporation's Annual and Interim Reports, review, with management and the independent auditors, the financial statements and management's discussion and analysis. This review shall include discussions regarding their judgment on the quality, not just the acceptability, of significant accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements;

(ii) if a review engagement of the interim financial statements is requested by the Committee, discuss the results of the review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards;

(iii) ensure the Corporation's compliance with legal and regulatory requirements relating to financial disclosure;

(iv) review any new appointments to senior positions of the Corporation with financial reporting responsibilities;

(v) review reports from senior officers of the Corporation outlining any significant changes in financial risks facing the Corporation;

(vi) review the management letter of the external auditors and the Corporation's responses to suggestions made; and

(vii) review all financial press releases, earnings guidance and the annual information form.

b) External Audit

The Committee shall:

(i) review the audit plan with the external auditors and discuss the overall scope and plans for the audit, including the adequacy of staffing and compensation;

(ii) meet separately with the independent auditors, with and without management present, to discuss the results of their examinations and provide sufficient opportunity for the independent auditors to meet privately with the members of the Committee; and

(iii) annually review and recommend to the Board the selection of the Corporation's independent auditors, subject to shareholders' approval, and approve the annual fee for the external audit services.

c) Internal Audit

The Committee shall:

(i) annually review the summary report of the internal audit function for the past year; and

(ii) annually review planned activities and resources of the internal audit function for the coming year.

d) Miscellaneous

The Committee shall perform any other matters referred to the Committee or delegated to it by the Board.

3. <u>Operating Principles</u>

The Committee will fulfill its responsibilities within the context of the following operating principles:

a) Committee Duties

Committee members are required to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

b) Committee Values

The Committee expects management of the Corporation to operate in compliance with all corporate policies and codes, and all laws and regulations governing the Corporation and to maintain strong financial reporting and control processes.

c) Communications

The chairman and all members of the Committee expect to have direct, open and frank communications throughout the year with management, other committee chairs, the external auditors, the internal auditor, if any, the chairman of the audit committee of any subsidiaries, where applicable, and other key Committee advisors, as applicable.

d) Reporting to the Board

The Committee, through its chairman, will report regularly to the Board, and in any event no less frequently than on a quarterly basis.

e) Time Commitment

Members of the Committee are expected to commit whatever time may be necessary to fulfill the mandate of the Committee. Members should prepare for Committee meetings by reviewing the materials sent to them by management for discussion at the meeting, as well as other material they feel is necessary. Members are expected to attend (in person or by telephone) all meetings of the Committee and to participate in those meetings through the asking of relevant questions and the expression of opinions on items being discussed.

f) External Auditors

The external auditors will be accountable to the Board, as representatives of the shareholders, through the Committee. The Committee is directly responsible for recommending the appointment of auditors to the Corporation's shareholders and for the compensation and oversight of the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting. The external auditors will report all material issues or potentially material issues to the Committee.

g) Reliance on Experts

In contributing to the Committee's discharging of its duties under this mandate, each member of the Committee will be entitled to rely in good faith upon:

(i) financial statements of the Corporation represented to him or her by an officer of the Corporation or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with Canadian general accepted accounting principles; and

(ii) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

4. <u>Operating Procedures</u>

a) Frequency of Meetings

The Committee will meet at least four times annually (or more frequently as circumstances dictate).

b) Quorum

A quorum will be a majority of the members of the Committee present in person or by telephone.

c) Chairman

The Board shall designate the chairman of the Committee. The chairman shall have responsibility for overseeing that the Committee fulfills its mandate and its duties effectively. In the absence of the chairman of the Committee, the members will appoint an acting chairman.

d) Secretary

Unless the Committee otherwise specifies, the secretary of the Corporation will act as secretary of all meetings of the Committee.

e) Meeting Agenda

Committee meeting agendas shall be set by the chairman of the Committee in consultation with Committee members, management if appropriate, and the external auditors if appropriate.

f) Minutes

The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose.