POWERTECH URANIUM CORP.
(An Exploration Stage Company)

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED MARCH 31, 2008

June 18, 2008

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THIS ANNUAL INFORMATION FORM

ITEM 1. EXPLANATORY NOTES AND CAUTIONARY STATEMENTS

1.1 Explanatory Notes

In this Annual Information Form ("AIF"), references to the "Company" or "Powertech" mean Powertech Uranium Corp. and include its subsidiary, Powertech (U.S.A.), Inc., unless the context otherwise requires.

All information contained in this AIF is as of March 31, 2008, unless otherwise indicated. All currency amounts are in Canadian dollars, unless otherwise indicated.

1.2 About Forward-Looking Information

Certain statements in this AIF and the documents incorporated herein by reference are forward-looking statements. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative and grammatical variations) of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of June 18, 2008. These assumptions, which include, management's current expectations, estimates and assumptions about certain projects and the markets the Company operates in, the global economic environment, interest rates, exchange rates and its ability to manage its assets and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause its actual results to differ materially from those expressed or implied by the forward looking statements, including, but not limited to: (1) the risk that nuclear energy will not be accepted by the public as a safe and viable means of generating electricity; (2) a downturn in general economic conditions in the United States, Europe and internationally; (3) a decrease in the demand for uranium and uranium related products; (4) a decrease in the actual price of uranium; (5) discrepancies between actual and estimated mineral resources and mineral reserves; (6) changes to the cost of commencing production and the time when production commences, and actual ongoing costs; (7) the occurrence of risks associated with the development and commencement of mining operations; (8) unforeseen or changed regulatory restrictions, requirements and limitations, including environmental regulatory restrictions and liability and permitting restrictions; (9) the failure to obtain governmental approvals and fulfill contractual commitments, and the need to obtain new or amended licences and permits; (10) unforeseen changes in the costs of material inputs, including, fuel, steel and other construction materials; (11) the loss of key employees; (12) the loss of, or defective title to, exploration and mining claims, rights, leases or licences; (13) the number of competitors; (14) political and economic conditions in uranium producing and consuming countries; (15) failure to obtain additional capital at all or on commercially reasonable terms; (16) other factors beyond the Company's control; and (17) those factors described in the section entitled "Description of the Business – Risk Factors" in this AIF.

Undue reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the Company's control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates, may differ materially from statements made in or incorporated by reference in this AIF.

Although the Company has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events

or results not to be as anticipated, estimated or intended. Forward-looking statements are based upon the beliefs, estimates and opinions of the Company's management at the time they are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or circumstances should change. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

1.3 Mineral Reporting Standards

The disclosure in this AIF in respect of the Company's mineral resources is based on technical reports prepared on the Company's principal projects as set out under the heading "Description of the Business". Such information has been prepared in accordance with the Canadian requirements under National Instrument 43-101 Standards of Disclosure for Mineral Projects promulgated by the Canadian Securities Administrators ("NI 43-101") and has been reviewed by qualified persons, as such term is defined in NI 43-101. The mineral resources included in this document are current to the dates on which they were estimated.

Unless otherwise noted, the estimated mineral resources for the Company's various mines and mineral projects, as disclosed in this AIF, have been calculated in accordance with the definitions and guidelines for the reporting of exploration information, mineral resources and mineral reserves determined by the Canadian Institute of Mining, Metallurgy & Petroleum ("CIM") Standards on Mineral Resources and Reserves Definitions and Guidelines adopted under NI 43-101 (the "CIM Standards"). Pursuant to NI 43-101, a qualified person's classification of a mineral deposit as a mineral resource or mineral reserve must follow the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines adopted by CIM on November 23, 2003, as amended. The following definitions are reproduced from those guidelines.

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

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

The term "indicated mineral resource" means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

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

The term “mineral reserve” means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined. Mineral reserves are sub-divided in order of increasing confidence into probable and proven categories.

The term “probable mineral reserve” means the economically mineable part of an indicated mineral resource and, in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

The term “proven mineral reserve” means the economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

Historical Resources

This AIF contains references to “historical resources”. Historical resource estimates do not comply with categories of mineralization prescribed by NI 43-101. Historical resource estimates are based on prior data and reports obtained and prepared by previous operators and certain other information, and should not be relied upon. No qualified person (as defined by NI 43-101) has done sufficient work to classify the historical estimates as current “mineral resources” or “mineral reserves” as defined in NI 43-101. The Company has not completed the work necessary to verify the classification of the historical resource estimates. The Company is not treating the historical estimates as current “mineral resources” or “mineral reserves” as defined in NI 43-101. Properties containing historical resource estimates will require further evaluation.

ITEM 2. CORPORATE STRUCTURE

2.1 Name, Address and Incorporation

Powertech Uranium Corp. was incorporated by registration of its Memorandum and Articles pursuant to the provisions of the *Company Act* (British Columbia) on February 10, 1984 as “Ararat Oil & Minerals Inc.”, with an authorized capital of twenty million shares without par value.

On March 19, 1985, the Company altered its Memorandum to change its name to “International Powertech Systems Inc.” and to increase its authorized capital to 10,000,000 Class “A” Common Shares without par value and 10,000,000 Class “B” Preferred Shares without par value. At this time, the Company adopted new articles which were approved by a special resolution of the Company’s shareholders at the annual general meeting held on January 31, 1985.

On October 20, 1987, the Company altered its Memorandum to increase its authorized capital to 20,000,000 Class “A” Common Shares without par value and 10,000,000 Class “B” Preferred Shares without par value.

On March 2, 1992, the Company altered its Memorandum to change its name to “Powertech Industries Inc.” and to increase its authorized capital to 20,000,000 Class “A” Common Shares without par value and 10,000,000 Class “B” Preferred Shares without par value.

On March 2, 1992, the Company’s issued and outstanding shares were consolidated on a five to one basis.

On May 1, 2000, the Company altered its Memorandum to increase its authorized capital to 100,000,000 Class “A” Common Shares without par value and 50,000,000 Class “B” Preferred Shares without par value.

On November 25, 2004, the Company transitioned from the *Company Act* (British Columbia) to the *Business Corporations Act* (British Columbia). At that time the Company filed its Notice of Articles which effectively replaced its Memorandum and adopted new Articles.

On June 5, 2006, the Company changed its name from "Powertech Industries Inc." to "Powertech Uranium Corp.".

On April 30, 2007, the Company amended its Notice of Articles to increase its authorized capital to an unlimited number of Class "A" Common Shares (the "Common Shares") without par value and an unlimited number of Class "B" Preferred Shares without par value.

On August 15, 2007, the Company received a court order allowing it to retroactively date the amendments to its Notice of Articles made on April 30, 2007 to November 25, 2004.

The Company's shares are publicly traded on the Toronto Stock Exchange ("TSX") and the Frankfurt Stock Exchange. Powertech's registered office is located at 1205 – 789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company's corporate head office is located at 5575 DTC Parkway, Suite 140, Greenwood Village, Colorado, USA 80111.

2.2 Inter-corporate Relationships

Powertech has one wholly-owned subsidiary, Powertech (USA), Inc. ("Powertech USA"), which was incorporated in South Dakota, USA.

ITEM 3. GENERAL DEVELOPMENT OF THE BUSINESS

Powertech's principal assets are comprised of mineral properties in Colorado, New Mexico, South Dakota, and Wyoming. The properties have been acquired through purchase agreements, lease agreements or staking claims.

3.1 Three Year History

On February 21, 2006, the Company entered into a binding Agreement of Purchase and Sale (the "DU Agreement") with Denver Uranium Company, LLC ("DU"). DU was a private Colorado corporation that was formed in 2005 to lease the key surface and mineral rights necessary to develop an advanced uranium deposit in South Dakota known as Dewey-Burdock. The Dewey-Burdock deposit was originally discovered in the 1960s by Homestake and was explored by Silver King Mines, the exploration arm of Tennessee Valley Authority through to 1990 when Tennessee Valley Authority left the uranium business. Key surface and mineral rights have resided with the landowners since that time. Pursuant to the terms of the DU Agreement, the Company agreed to purchase all of the assets of DU in exchange for the issuance of 8 million Common Shares and the assumption of the liabilities of DU, including a bridge loan, but excluding liabilities related to tax and to DU's officers and members. The assets purchased from DU included leases of federal claims, private mineral rights covering 11,180 acres and private surface rights covering 11,520 acres located on the Dewey-Burdock property. Coincidently with the closing of the DU Agreement, the Company settled a bridge loan pursuant to a Loan Conversion Agreement dated February 21, 2006 (the "Loan Conversion Agreement") between the Company and the bridge lenders (Greg Burnett and Tom Doyle), and issued approximately 2.2 million Common Shares in full settlement of this loan.

The transactions contemplated by the DU Agreement closed on May 11, 2006. At closing, DU instructed the Company to issue the 8 million Common Shares (the "Asset Acquisition Shares") directly to its two members, Wallace Mays and Richard Clement. Two million of the Asset Acquisition Shares were subject to a Performance Escrow Agreement dated February 22, 2006 (the "Performance Escrow Agreement") whereby they would be released from escrow upon either the successful permitting of the Dewey-Burdock property or the acquisition of a second uranium property of merit by the Company through the efforts of Mr. Mays or Mr. Clement. Due to the successful acquisition of a second uranium property of merit by the Company through the efforts of Mr. Mays and Mr. Clement, the Common Shares subject to the Performance Escrow Agreement have been released. The TSX Venture Exchange also imposed a three year time release escrow agreement over the Asset Acquisition Shares in accordance with their policies. On October 31, 2007, the Company announced that the Common Shares were

approved for listing on the TSX. In connection with the listing on the TSX, the Asset Acquisition Shares outstanding that remained subject to time-release agreements were converted from a time release period over three years to a time release period over 18 months. As a result, all of the Asset Acquisition Shares were eligible for immediate release as of November 12, 2007 and were subsequently released from escrow.

The Company also issued 2.2 million Common Shares to Tom Doyle and Greg Burnett in full settlement of the bridge loan pursuant to the Loan Conversion Agreement (the "Loan Shares"). Since Tom Doyle and Greg Burnett were also incoming officers and directors of the Company, the Loan Shares were also subject to the TSX Venture Exchange's three-year time-release escrow agreement. In connection with TSX listing, the Loan Shares were converted from a time release period over three years to a time release period over 18 months. As a result, all Loan Shares were eligible for immediate release as of November 12, 2007 and were subsequently released from escrow.

Further to its initiative to consolidate the Dewey-Burdock uranium resource, the Company also entered into a binding property purchase agreement (the "EMC Agreement") with Energy Metals Corp. ("EMC") on November 18, 2005 whereby the Company acquired from EMC a 100% interest in 119 mineral claims covering approximately 2,300 acres in the Dewey-Burdock area, subject to a production royalty based upon the price of uranium. The Company issued 1 million Common Shares and 1.25 million share purchase warrants as consideration for the mineral claims. The share purchase warrants entitled the holder to acquire one additional Common Share of the Company at $1.00 per share. The transactions contemplated by the EMC Agreement closed on May 11, 2006. All share purchase warrants were exercised prior to expiration.

Concurrent with the closing of the DU Agreement and the EMC Agreement, the Company completed a brokered private placement financing through Pacific International Securities Inc. of $12 million to fund its new business initiatives, including the permitting and development of the Dewey-Burdock property. The financing consisted of 12 million units at $1.00 per unit, each unit consisting of one Common Share and one share purchase warrant, with each two share purchase warrants entitling the holder to purchase an additional Common Share for one year at the price of $1.30 per share. The Company paid a 7% commission by way of $190,248 cash and the issuance of 649,752 units of the Company. The Company also issued 1,080,000 broker warrants to Pacific International Securities entitling the holder to purchase 1,080,000 Common Shares of the Company at $1.20 per share for one year. As of March 31, 2008, all warrants have been exercised.

On August 23, 2007, the Company's shareholders approved the issuance of 1,700,000 Common Shares to Greg Burnett and Tom Doyle for services rendered in connection with performance achievements. The Common Shares were issued subject to an escrow agreement. In conjunction, these officers agreed to return to treasury 1,700,000 Common Shares held in escrow subject to a performance agreement which were cancelled by the Company. These transactions did not result in any change in the number of Common Shares outstanding or in the number of Common Shares held by the officers and accordingly no value was recorded for the transaction. The Common Shares are to be released over an 18-month period that began January 2008.

Private Placement with Société Belge de Combustibles Nucléaires Synatom SA

On June 3, 2008, the Company entered into a Private Placement Agreement (the "Private Placement Agreement") dated June 3, 2008 with Powertech USA and Société Belge de Combustibles Nucléaires Synatom SA ("Synatom"), whereby the Company issued to Synatom 6,000,000 units (each, a "Unit") at a price of $1.50 per Unit (the "Private Placement") for aggregate proceeds of $9,000,000 which proceeds are to be used for working capital and to advance the Company's mineral properties.

Shares and Warrants

Each Unit issued pursuant to the Private Placement consists of one Common Share of the Company and two share purchase warrants (each, a "Warrant"). Each Warrant entitles the holder to purchase an additional Common Share of the Company (each, a "Warrant Share") at the exercise price, subject to adjustment, of $2.00 per Warrant Share, subject to the terms and conditions of the Warrants. The Warrants, which will be subject to, among other things, certain anti-dilution provisions, were issued in two series as follows:

- the first series of 6,000,000 Warrants (the "First Series Warrants") may be exercised at any time until the earlier of: (i) 10 days following the date that the Company files certain specified permit applications for both the Centennial and the Dewey-Burdock projects of the Company (with a minimum duration of 6 months); and (ii) 12 months following the closing of the private placement; and

- the second series of 6,000,000 Warrants (the "Second Series Warrants") may be exercised at any time until the earlier of: (i) 10 days following the date that the Company has obtained the permits required to construct and operate either the Centennial or the Dewey-Burdock project; and (ii) 24 months following the closing of the private placement.

Anti-dilution Rights and Corporate Governance Rights

Pursuant to the Private Placement Agreement, the Company granted certain anti-dilution protection to Synatom, so long as Synatom and/or its affiliates continues to own no less than 15% of the total issued and outstanding Common Shares (calculated on a non-diluted basis), whereby:

- Synatom will be able to purchase from the Company Synatom's rateable ownership of the Common Shares, expressed as a percentage (the "Proportionate Interest") if the Company proposes to issue any Common Shares or any securities convertible into Common Shares;

- Synatom will be able to purchase from the Company such number of Common Shares to maintain its Proportionate Interest if the Company issues any Common Shares in connection with the exercise of any stock options granted by the Company; and

- if Synatom and/or its affiliates, after the exercise of all of the Warrants, owns less than 33.34% of the total issued and outstanding Common Shares on a fully diluted basis, Synatom will be able to purchase from the Company such number of Common Shares to bring its ownership up to 33.34% of the total issued and outstanding Common Shares on a fully diluted basis.

Each of the above issuances will be subject to the approval of the Toronto Stock Exchange (the "TSX").

In addition, pursuant to the Private Placement Agreement, the Company granted Synatom certain governance rights that apply so long as Synatom and/or its affiliates owns not less than 10% of the outstanding Common Shares (calculated on a non-diluted basis). Synatom will have the right to nominate directors to the board of directors of the Company and Powertech USA in proportion to its then Proportionate Interest of Common Shares and may require that such nominees be appointed to the Company's audit committee. In accordance with this right, Synatom has nominated Robert Leclère and Gérard Pauluis to become directors of the Company and Powertech USA. In addition, for so long as Synatom is entitled to nominate at least one nominee to the Company's board of directors, it will be entitled to, at its own expense, second one engineer to the Company or Powertech USA, or both, to fully participate in the development of projects undertaken by the Company or Powertech USA.

The Company has also agreed not to take the following corporate actions without the consent of Synatom, until the later of (a) in the event that not all of the First Series Warrants are exercised, the date of the termination of the remaining First Series Warrants; and (b) in the event all of the First Series Warrants are exercised but not all of the Second Series Warrants are exercised, the date of the termination of the remaining Second Series Warrants:

- splitting, combining, classifying or reclassifying any of its outstanding Common Shares or issue or authorize or propose the issuance of any other securities in respect of, in lieu of or in substitution for, Common Shares or otherwise alter or amend any terms, conditions or rights of the Common Shares; change or amend its authorized share capital; issue any preferred shares; change the size of the Board (except as otherwise expressly required pursuant to the terms of the Private Placement Agreement); or amend its charter documents or by-laws in any way that materially and adversely affects the rights of Synatom as a shareholder and/or pursuant to its rights under the Private Placement Agreement;

- making any capital expenditure or increasing its indebtedness for borrowed money or making any loan or advance or assuming, guaranteeing or otherwise becoming liable with respect to the liabilities or obligations of any person for any amount in the aggregate in excess of $5,000,000;

- acquiring or disposing of any significant block of mining properties or rights or interests therein that would indicate a change of policy or direction of the Company or Powertech USA;

- making any significant change to, or discontinuation of, any development plan regarding any uranium in-situ recovery project; or

- authorizing any merger, amalgamation, arrangement, share exchange, take-over bid, tender offer, recapitalization, consolidation or business combination directly or indirectly involving the Company or Powertech USA or the sale or other disposition of a substantial portion of the assets of the Company or Powertech USA.

The Company has further agreed, from the date that Synatom and/or its affiliates own not less than 30% of the issued and outstanding Common Shares (calculated on a non-diluted basis) and thereafter for so long as Synatom and/or its affiliates own not less than such percentage, not to take the following corporate actions without the prior approval of the Company's boards of directors (and Powertech USA's board of directors in the case of Powertech USA) by not less than 75% of the votes cast by directors at a meeting duly called to consider such matter:

- making any capital expenditure or increasing its indebtedness for borrowed money or making any loan or advance or assuming, guaranteeing or otherwise becoming liable with respect to the liabilities or obligations of any person for any amount in the aggregate in excess of $5,000,000;

- acquiring or disposing of any significant block of mining properties or rights or interests therein that would indicate a change of policy or direction of the Company or Powertech USA;

- making any significant change to, or discontinuation of, any development plan regarding any uranium in-situ recovery project; or

- authorizing any merger, amalgamation, arrangement, share exchange, take-over bid, tender offer, recapitalization, consolidation or business combination directly or indirectly involving the Company or Powertech USA or the sale or other disposition of a substantial portion of the assets of the Company or Powertech USA; or

- altering or amending any terms, conditions or rights of any of its shares (including the Common Shares); changing or amending the Company's authorized share capital; (iii) issuing any preferred shares; or amending its charter documents or by-laws in any way that materially and adversely affects the rights of Synatom as a shareholder and/or pursuant to its rights under the Private Placement Agreement.

Right to Purchase Uranium

As part of the Private Placement Agreement, the Company has, in the event that the Company produces uranium for sale, granted Synatom an option to purchase a certain quantity of uranium from time to time (based on Synatom's then percentage ownership interest in the Company) on the terms sold to third parties, exercisable so long as Synatom and/or its affiliates continues to own no less than 15% of the outstanding Common Shares (calculated on a non-diluted basis).

Anti-dilution Provisions of the Warrants

The Warrants contain certain anti-dilution protections pursuant to which the number of Common Shares obtainable upon exercise of the Warrants and/or the exercise price of the Warrants will be adjusted as follows:

- the number of Common Shares obtainable upon exercise of the Warrants and the exercise price of the Warrants will be adjusted for any subdivision (by any stock split, stock dividend, recapitalization or otherwise) or consolidation (by combination, reverse stock split or otherwise);

- the number of Common Shares obtainable upon exercise of the Warrants and the exercise price of the Warrants will be adjusted for any reclassification or redesignation of the Common Shares, any change of the Common Shares into other shares or securities or any other capital reorganization, consolidation, amalgamation or merger of the Company with or into any other body corporate, or plan of arrangement involving the Company, which results in a reclassification or redesignation of the Common Shares or a change or exchange of the Common Shares into other shares or securities, or the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or entity; and

- the exercise price of the Warrants will be reduced if the Company, at any time after the issuance of the Warrants, issues any Common Shares, or securities convertible into Common Shares, without consideration or for a consideration per Common Share less than the exercise price of the Warrants in effect on the date of and immediately prior to such issuance, with the exercise price being reduced to an exercise price determined by multiplying the exercise price by a fraction, the numerator of which shall be the number of Common Shares outstanding (calculated on a non-diluted basis) immediately prior to such issuance plus the number of Common Shares that would have been issued if such additional Common Shares had been issued at a price per Common Share equal to the exercise price (determined by dividing the aggregate consideration received by the Company in respect of such issue by the exercise price), and the denominator of which shall be the number of Common Shares outstanding (calculated on a non-diluted basis) immediately prior to such issuance plus the number of such additional Common Shares so issued (the "VWAP Adjustment Provision").

Shareholder Approval and Voting Agreement

Under the rules and policies of the TSX, shareholder approval is normally required for transactions involving the issuance of equity securities that materially affect control of a listed company or that result in dilution greater than 25% of the issued and outstanding common shares. Under such rules and policies, a transaction "materially affects control" if it gives any security holder or combination of security holders acting together the ability to influence the outcome of a vote of security holders, including the ability to block significant transactions. A transaction that results, or could result, in a new holding of more than 20% of the voting securities by one security holder or combination of security holders acting together is generally considered to materially affect control, unless the circumstances indicate otherwise. Transactions resulting in a new holding of less than 20% of the voting securities may also materially affect control, depending on the circumstances.

As of June 18, 2008, Synatom owns 10,890,000 Common Shares (excluding Common Shares issuable upon the exercise of the Warrants) representing approximately 19.6% of the outstanding Common Shares. If Synatom exercises all of the Warrants and acquires 12,000,000 Common Shares (and not accounting for any reduction of the exercise price of the Warrants), Synatom will hold 22,890,000 Common Shares representing approximately 33.9% of the outstanding Common Shares. The total dilution of all Common Shares issuable under the Private Placement Agreement is equal to 36.4% of the outstanding Common Shares prior to the Private Placement.

Therefore, the issuance of Common Shares upon the exercise by Synatom of the Warrants would, under the rules and policies of the TSX, materially affect control of the Company. In addition, the anti-dilution provisions contained in the Warrants may lead to the exercise price of the Warrants being reduced below the market price of the Common Shares. In addition, the total dilution of all securities issuable under the Private Placement Agreement is greater than 25% of the outstanding Common Shares prior to the completion of the Private Placement. Accordingly, it was a condition of the TSX's acceptance of the transactions contemplated by the Private Placement Agreement that, before the Warrants are exercised, the terms and conditions of, including specifically the VWAP Adjustment Provision, and Synatom's right to exercise the Warrants, and the material effect on control of the Company resulting from the issuance of Common Shares upon the exercise of the Warrants, be approved by the Shareholders. It is a covenant of the Company under the Private Placement Agreement to seek to obtain

shareholder approval of the terms and conditions of and Synatom's right to exercise the Warrants. Accordingly, at the Meeting, the Shareholders are being asked to consider, and if deemed appropriate, approve the resolution attached as Appendix C to this Information Circular (the "Special Resolution"). If the Shareholders do not approve the terms and conditions of, including specifically the VWAP Adjustment Provision, and Synatom's right to exercise the Warrants, then Synatom will not be able to exercise the Warrants.

In connection therewith, each of Wallace M. Mays, the Wallace M. Mays 2006 Family Trust No. 1, Richard Clement, the Clement Family Limited Partnership, Tom Doyle and Greg Burnett, which collectively own or exercise direction or control over an aggregate of approximately 22.9% of the outstanding Common Shares (calculated on a non-diluted basis), have entered into a Voting Agreement with Synatom whereby they have each agreed to vote their Common Shares in favour of the Special Resolution. In addition, Synatom intends to vote its 4,890,000 Common Shares, acquired prior to the Private Placement, in favour of the Special Resolution. As required by the rules and policies of the TSX, Synatom will not be voting any of the 6,000,000 Shares acquired in the Private Placement at the Meeting.

Shareholders Agreement

In connection with the Private Placement, Wallace M. Mays, the Wallace M. Mays 2006 Family Trust No. 1, Richard Clement, the Clement Family Limited Partnership, Tom Doyle and Greg Burnett entered into a Shareholders Agreement with the Company and Synatom regarding, among other things, mutual rights of first refusal on the sales of their respective Common Shares, subject to certain exceptions, and certain anti-dilution rights in favour of Synatom. Wallace M. Mays, Richard Clement, Tom Doyle and Greg Burnett have also agreed to remain in their current positions for a period of five years and to refrain from competing in the business of exploring and developing uranium properties as currently conducted by the Company and Powertech USA as well as the operation of subsequent in situ uranium recovery projects and the sale of uranium in North America for a period of one year after they cease providing services to the Company or Powertech USA.

ITEM 4. DESCRIPTION OF THE BUSINESS

4.1 General

The Company is engaged, through its subsidiary, in the exploration and development of uranium properties. The Company's principal projects are the Dewey-Burdock Project and the Centennial Project, which it has identified as being material. The Company's other projects include the Plum Creek Prospect, the Aladdin Prospect, Dewey Terrace Prospect, the Colony Prospect, the Powder River Basin Prospect, the Shirley Basin Prospect and the West Ambrosia Lake Prospect.

Powertech continues to focus on the exploration and development of its uranium projects with its strategic objectives being to progress its development projects to commercial production, to grow both organically and through acquisitions, if appropriate, and to maximize shareholder returns through capital appreciation.

The Market for Uranium

Uranium is supplied from primary production (the mining of uranium ores) and secondary sources, including the inventories held by producers and utilities, government inventories, uranium recycled from government stockpiles and the recycling of highly enriched uranium from Russia. The primary uranium production industry is international in scope, with a small number of companies operating in relatively few countries.

The principal commercial use for uranium (U_3O_8) is as a fuel for nuclear power plants. Demand for uranium is linked to the level of electricity generated by nuclear power plants.

Each year since 1985, the consumption of uranium has exceeded primary production by a substantial margin. To date, the supply gap has been accommodated by sales from existing inventories of uranium, stockpiles of highly enriched uranium and recycling programs. The shortfall between anticipated world uranium requirements and production is increasing, however, as existing inventories and other sources of secondary supply are depleted.

Utilities secure a substantial proportion of their uranium requirements by entering into medium and long term contracts with producers. Contract prices are established by a number of methods, including base price levels adjusted by inflation indices, reference prices and annual price negotiations. Contracts may contain floor prices, ceiling prices and other negotiated provisions which affect the price paid.

Environmental Protection

The current and future operations of the Company, including development activities on its properties or areas in which it has an interest, are subject to laws and regulations governing exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of the environment, reclamation, mine safety, toxic substances and other matters.

Foreign Operations

The Company's principal assets are located outside of Canada, in the United States of America.

Line of Credit

The Company, through its wholly owned subsidiary, Powertech (USA) Inc., established a US$500,000 standby letter of credit facility with the Wells Fargo Bank. From time to time, as requested, Wells Fargo will issue irrevocable letters of credit to secure the Company's reclamation obligations. The letter of credit facility was renewed in April 2008.

Employees

The Company has 21 direct employees and 3 contract employees.

Competition

The uranium exploration and mining business is highly competitive. There are numerous mining and exploration companies in Canada and the United States, both big and small. All of these mining companies are seeking properties of merit. The market for identifying and acquiring suitable claims with uranium mineral deposits is highly competitive. The Company expects to face competitors and potential competitors with substantially greater financial, marketing and human resources than the Company. The Company's competitive position depends on its ability to successfully and economically explore, acquire and develop new and existing mineral properties. In addition, the Company's competitive position within the uranium mineral industry may be affected by many factors including the recent trend toward consolidation among competitors, economies of scale in the acquisition and development of mineral properties which accrue to some of the Company's competitors and higher development costs. Increased competition could cause a reduction in the Company's ability to locate suitable mineral properties which could have a material adverse effect on the Company's financial results.

While the Company may compete with other exploration companies in their effort to locate and license mineral resource properties, it does not compete with them for the removal or sale of mineral products from their properties if it should eventually discover the presence of them in quantities sufficient to make production economically feasible. Readily available markets exist world-wide for the sale of mineral products. Therefore, it will likely be able to sell any mineral products that it is able to identify and produce. The Company's ability to be competitive in the market over the long term is dependent upon the quality and amount of ore discovered, cost of production, the acquisition and retention of qualified employees and proximity to the market. Due to the large number of companies and variables involved in the mining industry, it is not possible to pinpoint the Company's direct competition.

4.2 Risk Factors

The Company's operations and financial performance are subject to the normal risks of mining and are subject to various factors which are beyond the control of the Company. Certain of these risk factors are described below. The

risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that it currently considers immaterial, may also adversely impact the Company's business, operations, financial results or prospects, should any such other events occur.

Nuclear Energy Competes With Other Viable Energy Sources

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydro-electricity may result in lower demand for uranium concentrates and uranium conversion services, which in turn may result in lower market prices for uranium, which would materially and adversely affect the Company's business, financial condition and results of operations.

Public Acceptance of Nuclear Energy Cannot Be Assured

Growth in the demand for uranium and in the nuclear power industry will depend upon continued and increased acceptance of nuclear technology by the public as a safe and viable means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks that could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident or incident at a nuclear reactor anywhere in the world, or an accident or incident relating to the transportation or storage of new or spent nuclear fuel, could negatively impact the public's acceptance of nuclear power and the future prospects for nuclear power generation, which may have a material and adverse effect on the Company's business, financial condition and results of operations.

The Company faces competition from other mining companies for the acquisition of new properties

There is a limited supply of desirable mineral lands available for acquisition, claim staking or leasing in the areas where the Company is currently active. Many participants are engaged in the mining business, including large, established mining companies with substantial technical and financial capabilities and long earnings records and which have access to more capital, in some cases have state support, have access to more efficient technology, and have access to reserves of uranium that are cheaper to extract and process. The Company may be at a competitive disadvantage in acquiring mining properties as many of its competitors have greater financial resources and larger technical staffs. Accordingly, there can be no assurance that the Company will be able to compete successfully with its industry competitors.

Sales of Uranium are Restricted by International Trade Regulations

The supply of uranium is, to some extent, impeded by a number of international trade agreements and policies. These agreements and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of uranium available in the United States and Europe, which are the largest markets for uranium in the world. If the Company is unable to supply uranium to important markets in the United States or Europe, its business, financial condition and results of operations may be materially and adversely affected.

Deregulation of the Electrical Utility Industry May Affect the Demand for Uranium

The Company's future prospects are tied directly to the electrical utility industry worldwide. Deregulation of the utility industry, particularly in the United States and Europe, is expected to impact the market for nuclear and other fuels for years to come, and may result in the premature shutdown of some nuclear reactors. Experience to date with deregulation indicates that utilities are improving the performance of their reactors, achieving record capacity factors. There can be no assurance that this trend will continue.

The Company's Financial Condition and Results of Operations may be Adversely Affected by Changes in the Market Price of Uranium

The majority of the Company's potential revenues are anticipated to be derived from the sale of uranium products. The Company's financial condition, results of operations, earnings and operating cash flow will be closely related and sensitive to fluctuations in the long and short term market price of uranium. Historically, these prices have fluctuated widely. Between 1970 and 2007 the price of uranium has fluctuated between approximately US$7 per pound and approximately US$138 per pound. The price of uranium has been and will continue to be affected by numerous factors beyond the Company's control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants; and production levels and costs of production.

If the price of uranium declines for a substantial period below the cost of production at the Company's planned mines, it may not be economically feasible to continue production at such sites. This would materially and adversely affect production, profitability and the Company's financial position. A decline in the market price of uranium may also require a write-down of the Company's mineral reserves and resources which would have a material and adverse affect on its financial condition, results of operations and profitability. Should any significant write-down in reserves and resources be required, material write downs of the Company's investment in the affected mining properties and increased amortization, reclamation and closure charges may be required.

The Company Will Require Significant Amounts of Additional Capital in the Future

The Company has limited financial resources. The Company will continue to make substantial capital expenditures related to exploration, development and production. In particular the Company will have further capital requirements as it proceeds to expand its present exploration activities at its uranium projects, or to take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it.

Volatile demand for uranium and the volatile price for uranium or the incurrence of unanticipated major liabilities or expenses may make it difficult or impossible for the Company to obtain debt financing or equity financing on commercially acceptable terms or at all. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its uranium projects with the possible loss of the rights to such properties. If exploration or the development of any mine is delayed, such delay would have a material and adverse effect on the Company business, financial condition and results of operation.

The Company's Operations are Subject to Operational Risks and Hazards Inherent in the Mining Industry

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, which may involve radioactive or hazardous materials, labour disputes, power disruptions, catastrophic accidents, failure of plant and equipment to function correctly, the inability to obtain suitable or adequate equipment, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena, such as inclement weather conditions, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins, and encountering unusual or unexpected geological conditions and technical failure of mining methods. The Company may also contract for the transport of its uranium and uranium products to refining, conversion and enrichment facilities in North America, which will expose the Company to risks inherent in transportation including loss or damage of transportation equipment and spills of cargo.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's uranium properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Mineral Reserve and Resource Estimates are Only Estimates and May Not Reflect the Actual Deposits or the Economic Viability of Uranium Extraction

Reserve and resource figures included for uranium are estimates only and no assurances can be given that the estimated levels of uranium will actually be produced or that the Company will receive the uranium price assumed in determining its reserves. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Company believes that the reserve and resource estimates included are well established and reflect management's best estimates, by their nature reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations in uranium, as well as increased capital or production costs or reduced recovery rates, may render ore reserves containing lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. The evaluation of reserves or resources is always influenced by economic and technological factors, which may change over time.

Exploration, Development and Operating Risk

The exploration for and development of uranium properties involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, drilling and other related costs which appear to be rising, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Currency

Exchange rate fluctuations may affect the costs that the Company incurs in its exploration activities. Uranium is generally sold in United States dollars. Since the Company principally raises funds in Canadian dollars, but the Company’s costs are incurred in United States dollars, the appreciation of the United States dollar against the Canadian dollar can increase the cost of uranium and other mineral exploration and production in Canadian dollar terms.

Environmental Risks and Hazards

All phases of the Company’s operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general handling, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company’s operations. Environmental hazards may exist on the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

The Company's activities are subject to extensive legislation in respect of environment, health and safety

The Company's activities are subject to extensive federal, provincial, state and local laws and regulations governing environmental protection and employee health and safety. In addition, the uranium industry is subject not only to the worker health and safety and environmental risks associated with all mining businesses, but also to additional risks uniquely associated with uranium mining and milling. The Company is required to obtain governmental permits and provide associated financial assurance to carry on certain activities. The Company is also subject to various reclamation and other bonding requirements under federal, provincial, state or local air, water quality and mine reclamation rules and permits. Although the Company makes provision for reclamation costs, where appropriate, there is no assurance that these provisions will be adequate to discharge its obligations for these costs. Environmental and employee health and safety laws and regulations have tended to become more stringent over time. Any changes in such laws or in the environmental conditions at the Company's properties could have a material adverse effect on the Company's financial condition, cash flow or results of operations.

Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of licences or permits and the imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not adversely affect the Company's business, results of operations, financial condition or prospects.

Government Regulation

The Company's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company believes its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are subject to various federal, state and local statutory requirements. No assurance can be given that the Company will be successful in obtaining or maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.

Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Specific to the Company's Centennial project, originating from opposition to the project by numerous interested parties in Colorado, a new bill was recently signed (House Bill 1161) creating a specialized regulatory regime for in-situ uranium recovery in the state of Colorado. This new law could, upon implementation, establish standards for in-situ recovery mining restoration that may ultimately affect the profitability of the Centennial Project.

Public Involvement in the Permitting Process

The process of obtaining radioactive materials licenses ("RML") from the US Nuclear Regulatory Commission and those required in the States that the Company is operating in allow for public participation. If a third party chooses to object to the issuance of any RML or permit required by the Company, significant delays may occur before the Company is able to secure an RML or permit. Generally, the public objections can be overcome with the passage of time and through the procedures set forth in the applicable permitting legislation. However, the regulatory agencies must also allow and fully consider public comment according to such procedures and there can be no assurance that the Company will be successful in obtaining any RML or permit.

Political Risk

The Company's future prospects may be affected by political decisions about the uranium market. There can be no assurance that the United States or other government or quasi-governmental authority will not enact legislation or other rules restricting uranium extraction and processing activities, or restricting to whom the Company can sell uranium. In addition the price of uranium may be affected by decisions of national governments to decommission nuclear weapons, thereby increasing the supply of uranium.

The Company has no History of Mineral Production or Mining Operations

The Company has never had uranium producing properties. There is no assurance that commercial quantities of uranium will be discovered at its properties or other future properties nor is there any assurance that the Company's exploration program thereon will yield positive results. Even if commercial quantities of uranium are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where uranium resources can profitably be produced therefrom. Factors which may limit the ability of the Company to produce uranium resources from its properties include, but are not limited to, the spot price of uranium, availability of additional capital and financing and the nature of any mineral deposits.

The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. Substantially all of the Common Shares can be resold without material restriction in Canada.

No Assurance of Titles or Borders

The acquisition of the right to exploit mineral properties is a very detailed and time consuming process. There can be no guarantee that the Company will be able to acquire title to surface and mineral rights in the future. Titles to the Company's current and/or future surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third party claims could have a material adverse impact on the Company's operations. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Availability of Qualified Personnel

The mining industry generally is experiencing a significant shortage of qualified personnel particularly in the availability of professionals such as mining engineers, metallurgists and geologists. There is also a shortage of staff and skilled workers and, as a result, training to fill the positions may be necessary in order to achieve the Company's planned production activities. The uranium industry is further impacted based on the need for professionals and skilled workers because the downturn of the uranium market in the 1980's resulted in a loss of

skills and considerably fewer people entering the market in this area of mineral industry. The current demand for people has also resulted in a significant escalation of salaries and wages.

Need for Additional Mineral Reserves and Delineation of Mineral Reserves

Because mines have limited lives based on proven and probable mineral reserves, the Company will be required to continually replace and expand its mineral reserves if, and when its mines produce uranium. The Company's ability to maintain or increase its annual production of uranium in the future will be dependent in significant part on its ability to bring new mines into production and to expand mineral reserves at existing mines.

The Company may be unable to acquire rights to explore additional attractive mining properties on acceptable terms due to competition for mineral acquisition opportunities with larger, better established mining companies with greater financial and technical resources. There can be no assurance that the Company will be able to bring any of its properties into production or achieve mineral reserves on its properties.

The Company's insurance coverage does not cover all of its potential losses, liabilities and damage related to its business, and certain risks are uninsured or insurable

While the Company may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and potentially its financial condition and results of operations.

No assurance can be given that the Company's insurance will be available at economically feasible premiums or at all, or that it will provide sufficient coverage for losses related to these or other risks and hazards.

Proposed Amendments to the United States General Mining Law of 1872 may have an adverse effect on the Company's business

Some of the Company's mineral properties comprise unpatented mining claims in the United States. There is a risk that a portion of the Company's unpatented mining claims could be determined to be invalid, in which case the Company could lose the right to mine mineral reserves contained within those mining claims. Unpatented mining claims are created and maintained in accordance with the General Mining Law of 1872. Unpatented mining claims are unique to United States property interests, and are generally considered to be subject to greater title risk than other real property interests due to the validity of unpatented mining claims often being uncertain. This uncertainty arises, in part, out of the complex federal and state laws and regulations under the General Mining Law of 1872. Unpatented mining claims are always subject to possible challenges of third parties or contests by the federal government. The validity of an unpatented mining claim, in terms of both its location and its maintenance, is dependent on strict compliance with a complex body of federal and state statutory and decisional law.

In recent years, the United States Congress has considered a number of proposed amendments to the General Mining Law of 1872. If adopted, such legislation, among other things, could impose royalties on mineral production from unpatented mining claims located on United States federal lands, result in the denial of permits to mine after the expenditure of significant funds for exploration and development, reduce estimates of mineral reserves and reduce the amount of future exploration and development activity on United States federal lands, all of which could have a material and adverse affect on the Company's cash flow, results of operations and financial condition.

Shareholders' interest in the Company may be diluted in the future

The Company may require additional funds to fund the Company's exploration and development Programs and potential acquisitions. If the Company raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of shareholders.

The Company may issue additional common shares in the future to raise capital or on the exercise of outstanding stock options and warrants

Sales of substantial amounts of common shares, or the availability of such common shares for sale, could adversely affect the prevailing market prices for the Company's securities. A decline in the market prices of the Company's securities could impair its ability to raise additional capital through the sale of new common shares should the Company desire to do so.

The market price for common shares cannot be assured

Securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

The Company has never paid dividends and may not do so in the foreseeable future

The Company has never paid cash dividends on its common shares. Currently, the Company intends to retain its future earnings, if any, to fund the development and growth of its business, and does not anticipate paying any cash dividends on its common shares in the near future. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on investment in any common shares in the foreseeable future. The Company's dividend policy is summarized on page 43 under the heading "Dividends" and will be reviewed from time to time by the board of directors.

4.3 Companies with Mineral Projects

Prospects in South Dakota, USA

Richard Clement is the qualified person who prepared or supervised the preparation of the information that forms the basis of the scientific and technical disclosure on the Company's mineral properties contained in this AIF.

Dewey-Burdock Project – Custer and Fall River Counties

The Company's Dewey-Burdock Project is comprised of 18 mining leases covering approximately 14,000 net surface acres and 8,000 net mineral acres. In addition, the Company staked and acquired 173 mining claims in South Dakota covering approximately 3,300 acres. The Dewey-Burdock deposit contains National Instrument 43-101 compliant inferred mineral (uranium) resources of 7.6 million pounds with an average grade of 0.21% U_3O_8, and is located in the well-known Edgemont Uranium District.

Prior to entering into the agreements to secure the Dewey-Burdock property, R.B. Smith & Associates was engaged to prepare a NI 43-101 independent geological report on the property. The report, dated December 15, 2005, verified an inferred uranium resource on the properties to be controlled by the Company of 7,600,000 pounds contained in 1,800,000 tons of host rock averaging a grade of 0.21% uranium oxide. Subject to completion of an evaluation drilling program with a view to enhancing the quality of the resource such that it can be considered a measured resource for the purposes of a full feasibility study, the report concluded that sufficient uranium exists on the property to support a stand alone in-situ recovery production facility, and sufficient to warrant the development expenditures set out in the report. Such facility is also dependent on a favorable economic feasibility study. The report was filed on SEDAR on January 18, 2006 and is available for review at www.sedar.com.

In July 2007, the Company, through its wholly owned subsidiary, Powertech USA, entered into a contractual arrangement with Knight Piesold and Company ("Knight Piesold"), a Colorado corporation, for the purpose of

permitting the Dewey-Burdock Project. The agreement with Knight Piesold covers baseline data collection, environmental impact analysis, cost/benefit analysis and preparation of permit/license applications. The contract period extends from the present to the date of issuance of the required permits and license for Dewey-Burdock.

The Company has received an exploration permit from the South Dakota Department of Environmental and Natural Resources and has commenced exploration pursuant to this permit. This permit will enable the Company to conduct additional drilling of up to 155 holes and perform two 72-hour pump tests to determine the permeability and flow rates for the host formations. The objective of the drilling program is to confirm and potentially expand historic in-place resources.

To date, the Company has completed approximately 80 exploratory drill holes, totalling approximately 50,000 feet. The presence of at least seven mineralized sand units was confirmed through the drilling of wide-space holes throughout the project area to examine the subsurface geochemical setting of the project area. In addition, several fences of drill holes were drilled across identified trends to assess the uranium resource potential of these features. This method of bracketing "solution fronts" (terminology used in the uranium industry) requires drilling holes in the oxidized side of the uranium front, secondarily jumping a fair distance to the reduced side of the front and halving the distance until the zone of uranium mineralization is encountered. Typically sedimentary uranium that is amenable to in-situ recovery production averages between 75 and 200 feet in width. Due to the narrow average width of the higher grade uranium mineralization, between four and six close-spaced geochemistry drill holes are required in each fence. A total 56 holes were drilled in 15 fences. In the completion of this drilling program, nine fences of drill holes intersected uranium mineralization, and seven fences encountered mineralization in excess of 0.05% U_3O_8. The remaining six fences will require additional drilling to delineate the solution fronts.

A total of approximately 400 feet of core was recovered from 10 core holes in the mineralized sands in four separate resource areas. The coring was planned to intercept various parts of these uranium roll front deposits and to obtain samples of mineralized sandstone for chemical analyses and for metallurgical testing. Six holes were cored in the Fall River Formation and four holes were cored in the Lakota Formation. Well mineralized uranium zones were recovered. Chemical analyses of the uranium mineralization showed a good correlation between chemical assays and down-hole radiometric results, indicating the uranium deposits are in equilibrium.

Tests of physical parameters for permeability and porosity of the mineralized sands and overlying and underlying clays were also performed. These analyses for seven core samples of mineralized sandstones showed favourable high horizontal permeabilities – ranging from approximately 450 to 3200 milidarcies. These horizontal permeabilities within the mineralized zones allow for favourable solution flow rates for ISR production. Analyses on confining units, above and below the sands, showed very low vertical permeabilities – ranging from 0.007 to 0.697 milidarcies. Low vertical permeabilities in the confining units help to isolate solutions within the mineralized sand during ISR mining and restoration operations.

Bottle roll leach amenability tests were conducted on four intervals taken from two of the core holes. The core was leached with a sodium bicarbonate solution and hydrogen peroxide was added as an oxidizing agent. One interval represented low grade ore at 0.067% and the other three intervals represented ore ranging from 0.14% to 0.74%. Analytical results of the resulting leach solution indicated leach efficiencies ranging from 59% to 90%. These results are consistent with other successful in-situ recovery operations. A second method using "tails analysis" indicated efficiencies ranging from 71% to 98%. Peak recovery solution grades ranged from 414 mg/L to 1654 mg/L. These preliminary leach tests indicate that the uranium deposits at Dewey-Burdock would be readily mobilized by in-situ recovery mining techniques.

Baselines studies are underway as follows:

- Groundwater – Nine months of samples from area wells have been collected. Monthly samples from 12 Inya Kara wells began in April. Water levels are also checked at 18 wells.

- Surface Water – Six surface water stations located both upstream and downstream on the Cheyenne River and Beaver and Pass Creeks have been sampled for flow rates and water quality on a monthly basis and

this sampling will continue through June. Two additional ephemeral stream sites are being monitored for peak flows and sampled for water quality when there is flowing water.

- Meteorological – In cooperation with South Dakota State University, a full meteorological station has been installed and has been collecting background data since August, 2007. Real-time data is available to the public at: http://climate.sdstate.edu/awdn/current/realtime.asp

- Land Use – The land use portion has been completed and identifies the site location, nearby settlements and transportation links, and current land uses. It also includes a contour map of the Dewey-Burdock Project and sector analysis maps.

- Geological – A pilot 3-dimensional model is being developed along with a geological model that includes well log interpretations, site-wide stratigraphy, subsite lithology, maps and cross-sections, and economic calculations.

- Radiological – Nine particulate hi-volumetric filters have been composited for gravimetric and radiological analysis. Direct gamma, ambient radon, and radon flux measurements have been obtained across the 11,000-acre project area.

- Soils & Vegetation – Field mapping and initial sampling for analysis was completed in fall, 2007. Final sampling will be completed for soils in spring 2008 and for vegetation in summer 2008.

- Wetlands – Wetlands identification was completed in summer 2007 and the draft report is near completion.

- Wildlife – The following surveys have been completed: small mammal trapping; rabbit abundance; and bald eagle winter roost. General surveys and documentation of terrestrial wildlife and habitat use as well as nesting raptor surveys will be completed by April 1, 2008. Surveys that will be completed by the end of summer 2008 include: upland game bird; raptor nest; fisheries (high/base flow and radiological testing), macro-invertebrate; stream habitat; reptile and amphibian; bat; and breeding bird belt transect.

- Cultural Resources – An archaeological survey of the entire property has been completed. Some sites are being evaluated for potential historical significance and should be finished by summer 2008.

- Socioeconomics – Work is ongoing on identifying the population base, employment and income, tax base, housing, community services, and recreational opportunities. When the draft of this report is completed in July 2008, it will also include a cost-benefit analysis.

The Company intends to submit the necessary permit applications for in-situ recovery operations to the United States Environmental Protection Agency, the United States Nuclear Regulatory Commission and the South Dakota Department of Environment and Natural Resources in late calendar 2008.

Information from Technical Report

The following information has been extracted from the Applicant's 43-101 Technical Report on the Dewey-Burdock Project prepared by Robert B. Smith on December 15, 2005. A copy of the report is available for review on SEDAR at www.sedar.com.

Property Description And Location

Location of Project Area

The Dewey-Burdock property covers an area of 11,520 acres of surface rights with 11,180 acres of claims and mineral leases. The project is located on the southwestern flank of the Black Hills Uplift known primarily for its

tourist interest and secondarily for its significant historical development of gold deposits. Gold has been produced from the crystalline basement rocks toward the center of the uplift since the mid 1800's.

The Dewey-Burdock property forms part of the northwestern extension of the Edgemont Uranium Mining District. The project area that has been previously explored is located in Townships 6 and 7 South Range 1 East of the Black Hills Prime Meridian. The county line dividing Custer from Fall River counties in South Dakota lies at the confluence of Townships 6 and 7 South. The designation of the Dewey versus Burdock portions of the project is the demarcation of the two adjacent counties.

Nature of Land Position

The land position consists of a mixture of leases from private owners, both surface and mineral, as well as lode claims staked on lands where mineral interests were not privately owned but retained by the United States. Western South Dakota has a mixture of ownership interests. This area was settled in the late 1800's and a significant number of individual homestead allocations were granted by the United States to encourage expansion and settlement of the west. In portions of the area where forested uplands were present the lands were designated as part of the Black Hills National Forest. Other portions of intervening land not acquired under the Homestead Act remained as public lands available for placement of lode claims upon discovery of minerals and mineral potential.

The acreage position that has been acquired consists of contiguous blocks of property covering the majority of the discovered and delineated uranium that will be permitted for development.

Denver Uranium acquired leases from the various landowners with several levels of payments and obligations. In the portions of the project area where the Corporation seeks to develop the uranium, both surface and minerals are leased. Denver Uranium has granted the mineral owners a five percent overriding royalty payment out of sales of the product. The surface owners will be paid a two percent overriding royalty as incentive to support the development of uranium under their lands. In addition, surface owners are paid an annual rental to cover the cost of surface damage and to compensate for reduction of husbandry grazing during field operations. The royalty payments to the surface owners are reduced by the amount of rentals to be paid. The basic terms of the lease are five-year initial terms and are renewable two times at the five-year mark and ten years from original signing. Additional bonuses are paid to the landowners at the time of renewal. All leases were signed in 2005 and the leases are in force through 2020 without production. In the case of production, all leases will be held as long as minerals are produced.

Portions of the properties have been legally surveyed and the remaining portions have had clear title established prior to the execution of the lease.

Mineralized Areas, Surface Disturbance, Environmental Liability

The uranium deposits in the Dewey-Burdock Property are classic roll front type deposits occurring in subsurface sandstone channels within the Lakota and Fall River formations of early-Cretaceous age. These fronts are known to extend throughout an area covering more than 16 square miles and having a total length of over 24 miles. A map prepared by Silver King Mines, in 1985, and acquired by Denver Uranium, indicates the regional oxidation reduction boundaries (Redox) that control the deposition of uranium mineralization. In addition to the densely (100 foot spacing) drilled portions of the Redox interfaces where Silver King Mines had calculated measured and indicated uranium resources, sparsely drilled extensions of these boundaries total 114 miles.

Since 1952, some of the shallow uranium deposits in the Fall River formation have been mined by either shallow underground workings or by shallow surface open pit mines. These mines were developed by Susquehanna Western Corp. or other small mining companies in the area and produced small to moderate tonnage. No records exist of actual production but it was not large. Only a few of these old workings have had surface restoration and none have been adequately restored. Some pits and spoil piles exist today in the same condition as when mining ceased in the early 1970's

Potential Environmental Liabilities

The Fall River formation, being younger and higher in the section than the Lakota, outcrops at the surface and exposes surface uranium mineralization. Uranium from these outcropping "ore" bodies was mined by open pit and shallow underground methods during the late 1950's and 1960's and produced approximately 200,000 pounds of uranium oxide. These surface mined areas have not been reclaimed. The Report strongly recommends that the Corporation, following the consummation of the Transaction, avoid these open pit mined areas due to the environmental liability that may accrue to any possible responsible party for legal purposes. However, because of existing United States laws making federal funds available for surface mine reclamation, it might be advantageous to the Corporation to conduct discussions with the regulatory agencies whereby the Corporation can contract for the infill and reclamation of these old abandoned open pit mined areas.

Required Permits

South Dakota is historically a mining state with a long history of underground and open pit mining. However, ISL uranium development has not been undertaken in the state. Therefore, a number of permits and licenses will be required from federal agencies to meet the established permitting requirements. The United States Environmental Protection Agency has responsibility under the Safe Drinking Water Act to administer permits concerning the injection of fluids into subsurface mineralized aquifers. The body of regulation meeting the requirements of the Safe Drinking Water Act has been well defined and is in place in several states including the adjacent states of Wyoming and Nebraska. The Nuclear Regulatory Commission oversees all licenses under the Atomic Energy Act. The body of regulation allowing operators to conduct ISL mining is well established and the Corporation can apply for a radioactive materials handling license that covers all activities such as processing, concentrating and shipping and sale of uranium to a utility buyer. While the procurement of these licenses can take up to three years for regulatory review, there are no characteristics or specific difficulties associated with the Dewey-Burdock Property that could be considered unusual or should cause great difficulty in acquiring the appropriate permits and licenses.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

The nearest population center to the Dewey-Burdock Property is Edgemont, South Dakota (population 900) located on United States Highway 18, 22 miles east from the Wyoming-South Dakota state line.

Fall River County Road 6463 extends northwestward from Edgemont to the abandoned community of Burdock located at the extreme southwest corner of the Dewey-Burdock Property about 16 miles from Edgemont. This road is a two lane, all weather gravel road. Fall River County Road 6463 continues north from Burdock to the Fall River-Custer county line where it becomes Custer County Road 769 and continues on to the hamlet of Dewey, a total distance of about 23 miles from Edgemont. This county highway closely follows the tracks of the BNSF (Burlington Northern Santa Fe) railroad between Edgemont and Newcastle, Wyoming. Dewey is about two miles from the northwest corner of the Dewey-Burdock Property.

An unnamed unimproved public access road into the Black Hills National Forest intersects Fall River County Road 6463, 4.3 miles southeast of Burdock and extends northward about 4 miles, allowing access to the east side of the Dewey-Burdock Property. About 0.9 miles northwest from Burdock an unimproved public access road to the east from Fall River County Road 6463 allows access to the western portion of the Dewey-Burdock Property. Private ranch roads intersecting Fall River County Road 6463 and Custer County road 769 allow access to all other portions of the Dewey-Burdock Property.

Between Burdock and Dewey, The Dewey-Burdock Property lies on both sides of this county highway.

Climate and Vegetation

The Dewey-Burdock Property topography ranges from low lying grass lands on the project's west side to dissected upwarped flanks of the Black Hills Uplift in the eastern portion of the project. Low precipitation, high evaporation

rates, low relative humidity and moderate mean temperatures with significant diurnal and seasonal variations characterize the area. The general climate of the Dewey-Burdock Property area is considered to be semi-arid continental or steppe with a dry winter season. Topography on the Dewey-Burdock Property does not vary to any great degree and does not influence synoptic-scale airflow to any great extent. At times, snow may fall at the higher elevations while rain occurs at only slightly lower elevation in the south and west portion of the Dewey-Burdock Property area. The higher Black Hills to the northeast of the Dewey-Burdock Property seem to generally moderate temperature extremes, especially during winter months.

The annual mean temperature in this area of South Dakota is 46 degrees Fahrenheit. The mean low temperature of 20 degrees Fahrenheit occurs in January. The mean high temperature of 74 degrees Fahrenheit occurs in July. Dewey-Burdock averages 198 days per year when the low temperature of the day is below freezing. Below freezing temperatures generally do not occur after mid-May or before late September.

The average precipitation in the Dewey-Burdock Property area is 14 inches. The wettest month is June when rainfall amounts to 2.6 inches and the driest months are January and December yielding 0.3 inches each month, usually as snow. Total annual snowfall averages 37 inches.

Three major vegetation regions are noted within the Dewey-Burdock Property area: grassland, ponderosa pine, and desert shrub. Grassland vegetation is dominated by buffalo grass, blue gramma and western wheatgrass.

Ponderosa pine occurs with Rocky Mountain juniper. Sedges are composed of Big sagebrush and Black greasewood.

Cultivated crops are limited and consist of dry land hay, wheat, barley and oats. Less than five percent of the Dewey-Burdock Property area includes cultivated farming. Most of the vegetation is given over to cattle. A minor portion of the Dewey-Burdock Property area covered by stands of ponderosa pine has been selectively logged for pulpwood. Timber is not a significant industry in the Dewey-Burdock Property.

No threatened or endangered plant species are known to exist on or near the Dewey-Burdock Property.

Topography and Elevation

The Dewey-Burdock Property is located at the extreme southwest corner of the Black Hills Uplift. Terrain is thus in part, undulating to moderately incised at the south and west portion of the Dewey-Burdock Property. The eastern and northern area is further into the uplift and is cut by narrow canyons draining the higher hills. Significant drainages on the project are few, only four or five on the whole project area. These canyons are cut less than 1,000 feet in width between the ridges. Slopes may be gentle or steep depending upon the underlying rock type. Sandstones may form cliffs up to 30 to 45 feet in height that will extend for only a few hundred feet in length. It is estimated from available topographic maps that two wheel drive vehicles can access 75 percent of the Dewey-Burdock Property area and 90 percent of the known mineralized area.

There is only about 200 feet of elevation change across the Dewey-Burdock Property area. The lower elevation of 3,600 feet above mean sea level is arcuate around the south and west side of the project area. The highest elevation at near 3,800 feet above mean sea level is at the northeast portion of the area.

Infrastructure

The Dewey-Burdock Property is well supported by nearby towns and services. Major power lines are located across the project and can be accessed for electrical service for the mining operation. A major rail line (Burlington Northern- Santa Fe) cuts diagonally across the project area. A multi-track siding occurs at Edgemont and will assist in shipment of all materials and equipment for development of the producing facilities. Water is readily available within the formations that contain the uranium and can and will be used for circulating oxidizing solutions to produce the uranium through the ISL method. It should be noted that the aquifers containing the uranium are slightly artesian to the surface or near surface. This characteristic is highly favorable for ISL and will aid in the dissolution of oxygen in to the lixiviant that will produce the minerals.

Because population centers are at hand, there will be no difficulty in finding housing for the relatively small staffing (less than 100 employees) that is typical of an ISL operation. Skills that are employed in ISL mining are typically found in regional population centers. These skills include electrical, plumbing, and other roustabout skills that are readily learned on the job.

All leases are designed to have maximum flexibility for emplacement of tankage, out buildings, storage area and pipelines. The topography is relatively low lying and undulating and is very conducive for the development of ISL operations.

History

Ownership History of the Property

The surface and minerals of the properties within the Dewey-Burdock Property are in part not owned by the same principals. In years past, when the surface estate was sold, the owner retained ownership of the minerals. Other properties have been homesteaded under the 1916 Homestead Act and the mineral estate was reserved to the United States Government. Uranium minerals were discovered in the Dewey-Burdock Property area as early as 1952 and were soon developed by open pit, adit, or decline shallow underground methods. Production came from small mining companies leasing the mineral rights from either the surface/mineral owner or the surface/mining claim owner. By the mid-1960's, all of these surface uranium deposits came under the control of Susquehanna Western Corp. who had purchased the process mill located in Edgemont. Susquehanna Western mined out most of the known, larger uranium deposits before the mill was closed in the late 1960's. During the uranium boom of the 1970's, several companies came back to the Dewey-Burdock Property and acquired leases and began further exploration searching for deeper deposits. During this period, such exploration groups as Wyoming Mineral (Westinghouse), Homestake Mining Co., Federal Resources and even Susquehanna Western were discovering much larger, roll front type uranium mineralization. In mid 1970's, Tennessee Valley Authority bought out all of Susquehanna Western's interest in the Southern Black Hills uranium district including the closed processing mill in Edgemont. Tennessee Valley Authority made the Dewey-Burdock Property their main exploration target and developed reserves adequate to warrant an underground shaft mine at both the Burdock site and the Dewey site and even had plans for a new uranium mill to be located near Burdock. These plans came to an end when the price of uranium dropped in the early 1980's. Eventually, Tennessee Valley Authority dropped all of their leases and mining claims in the area and the original land claim owners took over their old mining claims or retained their mineral rights. In 1994, Energy Fuels Nuclear acquired all of the properties covering the uranium roll front ore bodies within the Dewey-Burdock Property. By 2000, Energy Fuels Nuclear had relinquished all of their land position in the Dewey-Burdock Property.

Exploration and Development Work Undertaken

Exploration in the Dewey-Burdock Property began in 1952 following discovery of uranium minerals in Craven Canyon in the Edgemont District. Early efforts by the United States Atomic Energy Commission and determined the Lakota and Fall River formations were potential uranium host formations. Local ranchers, who were property owners, began carrying cheap Geiger counters as they worked their cattle in the area. These early rancher/prospectors made the first uranium discovery in outcrops of the Fall River formation on the Dewey-Burdock Property. They soon leased their holdings to local uranium mining companies who first drilled shallow exploration holes with wagon drills and hand-held Geiger probes. Sufficient uranium was discovered to warrant mine development by adit and shallow decline. Susquehanna Western drilled the first deep holes (600 feet) to discover unoxidized uranium roll front ore deposits in the Lakota formation. After acquisition of the Dewey-Burdock Property by Tennessee Valley Authority in 1974, their contractor, Silver King Mines evaluated all previous exploration efforts and began their own exploration program. Exploration and development drilling continued on the Dewey-Burdock Property until 1986 when Tennessee Valley Authority dropped all their leases. By that time, it was estimated that almost 4,000 exploration holes to depths of 500 to 800 feet were drilled on the Dewey-Burdock Property. The majority of this drilling was done with rotary drills using 4.5 to 5.3 inch drill bits and drilling mud recovery fluids. Drilling mainly explored to the base of the Lakota formation as well as any Fall River formation preserved at the site. Down hole electric log probing was performed by company owned probe trucks or by Century Geophysical Corp. All down hole probing produced gamma logs that were interpreted for

uranium content by company geologists. Assays were calculated by various industry standard methods and tabulated in table form or placed on assay maps. A number of the gamma logs available were audited by R.B. Smith & Assoc. to establish authority for the posted assay and no mistakes were ever found. Variance was usually in the second or third decimal place and not worth changing.

Drill hole cuttings samples were collected at 10-foot intervals and logged for lithology and oxidation/reduction and were recorded in geologic sample logs. Oxidation is almost always described as red to yellow colors and noting the presence of Hematite or Limonite mineralization. Reduced sediments are always described as green to gray colors with the presence of Pyrite minerals.

The completed open hole was probed for uranium intersection by down hole probe to log the hole for gamma, self potential (SP) and resistivity. Because of caving ground and swelling clays, some holes had to be logged through the drill stem that limited the log to only gamma response. Tennessee Valley Authority did an intense study to log holes both open hole and behind pipe in the same hole to determine a factor to evaluate uranium content when the hole was logged only behind pipe.

Exploration procedure was to establish the existence of a geochemical front based on cutting samples and gamma log morphology. Following that front utilized a series of fences drilled normal to the front with spacing of 400 feet between fences. Infill drilling was done to delimit the dimensions of the mineralization. This exploration indicated that economic uranium mineralization does not occur continuously along the geochemical front but forms pockets or pods of economic mineral separated by intervals of sub-economic mineralization. Exploration also indicated that mineralization occurred at more than one horizon within the sands of a formation and roll fronts might occur in any sand. Sometimes, these roll fronts crossed deeper roll fronts so that an exploration drill hole might indicate more than one mineral interval. Such was common for two fronts but very rarely would more than two fronts be intercepted in the same drill hole. All of the exploration done by Tennessee Valley Authority was designed to develop an underground mine. They did not consider the possibility for mining by ISL methods. ISL mining requires a different interpretation of the data.

Tennessee Valley Authority completed at least 64 core hole tests on the Burdock portion of the project to determine disequilibrium of gamma response for uranium equivalent measurement versus actual chemical assay. The records do not specify the laboratory used.

Tennessee Valley Authority completed an extensive development drilling program as well as a hydrologic study and in 1981 completed an underground mine feasibility study on the uranium deposits within the Dewey-Burdock Property. This study designed an underground mine that proposed five shafts, three on the Burdock deposit and two on the Dewey deposit. Projected mine production was to be 750 tons per day that would produce 5 million pounds of uranium oxide using underground mining cutoff grade of 6.0 feet of 0.10%. Later studies considered a processing mill to be built on the Burdock deposit that would also process Dewey ores as well as other ores to be mined in the Edgemont District.

Tennessee Valley Authority did nothing more than plan the mine. No operation was ever commenced and all efforts between 1982 and 1986 were expended on exploration drilling assessment work required to hold their lode mining claims. This ended in 1988.

In 1992, Energy Fuels Nuclear acquired leases and drill hole information on the Dewey-Burdock Property. Their intention was to mine the uranium deposits by ISL methods. R.B. Smith & Assoc. was contracted as an independent consultant to evaluate all the available data to determine the location, host formation and uranium resource that might be exploited by ISL methods. Energy Fuels Nuclear did no additional exploration or development drilling on the Dewey-Burdock Property. In 2000, International Uranium Corporation, the successor to Energy Fuels Nuclear, dropped their holdings in the Dewey-Burdock Property.

Historic Mineral Resource Estimates

The first uranium resource estimate for the Dewey-Burdock Property was completed for Tennessee Valley Authority by Silver King Mines in 1981 as part of an underground mine feasibility study. R.B. Smith & Assoc. had

the opportunity to review summaries of the working papers prepared by Silver King Mines. This study used a minimum thickness of six feet with a minimum average grade of 0.10% uranium oxide. This estimate calculated that 5 million pounds of "proven mineral reserve" (Silver King Mines terminology) contained in 1,250,000 tons of rock could profitably be mined by underground methods from a total underground "mining resource" of 8 million pounds out of the "identified resource" of 10 million pounds. Based on these parameters, the mine was expected to produce 750 tons per day that would average 0.20% uranium oxide. This "proven mineral reserve" was calculated from assay maps that showed hole location, collar elevation, gamma intercept depth, intercept thickness and, average intercept grade estimated by conventional gamma log grade calculation methods. The documents prepared by Silver King Mines were reviewed by R.B. Smith & Assoc. and these papers indicated that Silver King Mines utilized computer averaging to calculate uranium intercepts. Although no detailed computer output was found to support these calculation methods, Silver King Mines was known to be a careful operator with highly qualified personnel who could accurately conduct mine design estimates. Silver King Mines believed that the additional 2 million pounds of "identified resource" would require additional drilling before they could be adequately located, identified and added to the proposed proven mineral reserve.

Copies of the same drill hole assay maps were available to R.B. Smith & Assoc. in 1991. They evaluated the data in the expectation that the uranium deposit would be mined by ISL methods. R.B. Smith & Assoc. considered only those assay map intercepts that had an average grade of 0.05% uranium oxide or greater and were of sufficient thickness to yield a grade-thickness (GT) product of 0.50. Over 2,000 electric drill hole logs from the known mineralized areas on the Dewey-Burdock Property were selected for audit in order to correlate and categorize each intercept to a designated sand host unit and to determine an intercept position within a geochemical roll front system. The drill hole electric log data in association with lithologic data determined an estimated location of roll fronts within each of 12 lithologic units within the Lakota and Fall River formations. Nine lithologic units were assigned to the Lakota formation and three lithologic units were assigned to the Fall River Formation.

The assay intervals greater than 0.5GT and roll front location were transferred to drill hole location maps. The GT values were then hand contoured. The area inside the 0.5GT contour was measured with planimeter to determine square footage within the area. The arithmetic mean GT intercept within the 0.5GT contour was calculated. A tonnage factor of 16 cubic feet per ton was used. Pounds of uranium oxide within any 0.5GT contour were determined by the equation: 20AGT/16=pounds uranium oxide. "A" is equal to the planimeter area, GT is mean grade-thickness product, and 16 is rock density. Uranium resources were determined for each 0.5GT contour closure. These resources were summed for each lithologic unit. All lithologic units were summed to obtain the total uranium resource. These resources were determined to qualify as indicated resources under the standard guide to qualify various types of reserve estimates in the United States at the time of that estimate. That evaluation by R.B. Smith & Assoc. indicated a global uranium resource that met economic parameters for ISL mining in the Dewey-Burdock Property area totalled 8.1 million pounds uranium oxide. This uranium is contained in 1,928,000 tons of rock with an average assay of 0.21 percent uranium oxide.

Denver Uranium has conducted no exploration work on the Dewey-Burdock Property. The foregoing resource and reserve estimates calculated by Silver King Mines and R.B. Smith & Assoc. are historic estimates that do not comply with NI 43-101. R.B. Smith & Assoc. has dealt with Silver King Mines in the past and knows them to be a careful operator employing qualified personnel that would accurately conduct mine design estimates. Accordingly, R.B. Smith & Assoc. considers their estimates to be reliable and because the deposit on which the estimates were made is contained within the properties currently held by Denver Uranium, their estimates are relevant. The categories of "proven mineral reserve", "mining resource" and "identified resource" employed by Silver King Mines are not categories of resource or reserve recognized by NI 43-101. R.B. Smith & Assoc. has recalculated some of the available historic data the results of which are set out in Section 16.0 of the Report. The Report recommended that Denver Uranium undertake a work program to provide current data to permit fuller categorization of this deposit in accordance with the provisions of NI 43-101.

Production History

Uranium was first produced in the Dewey-Burdock Property probably as early as 1954 by a local group known as Triangle Mining Co., a subsidiary of Edgemont Mining Co, who mined from a single, shallow open pit. This same group reportedly drove an adit from both sides of an exposed ridge mining a narrow ore body about 600 feet long.

These mining efforts produced probably about 1,000 to 2,000 pounds of yellow cake that was processed at the mill in Edgemont. All of this mining was within the Burdock portion of the Dewey-Burdock Property. Susquehanna Western acquired the same area in about 1960 and discovered by shallow drilling sufficient resources in the Fall River formation to warrant open pit mining in five or six pits less than 100 feet deep. Susquehana Western also controlled the mill in Edgemont, which allowed them some tolerances in mining low-grade ores that other mining companies could not afford. Susquehana Western also had a milling contract with Homestake Mining Co. to buy ore from the Hauber Mine in northeast Wyoming. As long as Susquehanna Western had the Hauber ore to run through their Edgemont mill they could afford to mine low-grade ores from the Burdock surface mines. When the Hauber Mine was mined out and Homestake ceased ore shipments to Edgemont, Susquehana Western closed their mining operations at Burdock and anywhere else in the Black Hills. No actual production records are known from the Burdock mines but production is estimated to have been less than 1 million pounds. No subsequent operator in the Dewey-Burdock Property produced uranium.

It is verified by the historical data and recent field investigations that none of the uranium resource in the Lakota formation or any of the uranium resource in the Dewey area of the Dewey-Burdock Property has been mined or exploited in any manner. The current evidence supports that the uranium resource reported to exist by the previous operators and by R.B. Smith & Assoc. evaluation for Energy Fuels Nuclear still remains intact on the property. Considerable effort must be expended before a feasibility study can be completed that will indicate whether these resources can be extracted by ISL mining methods.

Geological Setting

Regional Geology

The Black Hills Uplift is a Laramide Age structure forming a northwest trending dome about 125 miles long by 60 miles wide located in southwestern South Dakota and northeastern Wyoming. The uplift has deformed all rocks in age from Cambrian to latest Cretaceous. Subsequent erosion has exposed these rock units dipping outward in successive elliptical outcrops surrounding the central Precambrian granite core. Differential weathering has resulted in present day topography of concentric ellipsoids of valleys under softer rocks and ridges held up by more competent units.

The uranium host units in the Dewey-Burdock Property are the marginal marine Lakota and Fall River sandstone units within the Inyan Kara Group of earliest Cretaceous Age. These sandstones are equivalent to the Cloverly formation in western Wyoming, the Lakota formation in western Minnesota, and the Dakota formation in the Colorado Plateau. The entire Inyan Kara Group consists of basal fluvial sediments grading into near marine sandstones, silts and clays deposited along the ancestral Black Hills Uplift. The sandstones are fairly continuous along the western flank of the uplift. The Inyan Kara Group unconformably overlies the Jurassic Morrison formation, here shale. Overlying the Inyan Kara are later early Cretaceous marine shales composed of the Skull Creek, Mowry, and Belle Fourche formations. Post uplift, the entire truncated set of formations was unconformably overlain by Tertiary White River formation. The White River consisted of several thousand feet of volcanic ash laden sediments that have since been eroded. White River formation is still in place over much of the Powder River Basin and remnants of White River formation can be found on top of Fall River formation to the northwest of Sundance, Wyoming. The White River formation is widely considered to be the source for uranium deposits throughout the region.

The Inyan Kara is typical of units formed as first incursion of a transgressive sea. The basal fluvial sediments grade into marine units as the ocean inundated a stable land surface. The basal units of the Lakota rest in scours cut into the underlying Morrison shale and display the depositional nature associated with mega-channel systems crossing a broad, flat coastal plain. Younger sand units of the Lakota become progressively thinner and less continuous and often scour into older channel sand units. Channel sands are separated by thin deposits of overbank and flood plain silts and clays. Crevasse splays are common and abruptly terminate into inter-channel clays. The upper-most unit of the Lakota formation is a widespread clay unit generally easily identified on electric logs by a characteristic “shoulder” on the resistivity curve. This unit is known as the Fuson member. The basal unit of the Fall River formation is widespread, fairly thick channel sand deposited in a middle deltaic environment that is evidenced by low-grade coals in its upper portion. Younger Fall River sand units are progressively thinner, less widespread;

contain more silt and considerably more carbon denoting a lower deltaic environment of deposition. There is little or no evidence of scouring of the contact between Fall River and the overlying marine Skull Creek. Inundation must have been rapid since within less than 20 feet of sedimentation, rock character goes from middle deltaic, marginal marine to deep marine environment with no evidence of beach deposits or offshore bar systems.

The overall structure of the Black Hills Uplift is fairly simple in that the structure is domal and rock units dip outward away from the central core. In detail, subsequent and attendant local doming caused by local intrusions disrupts the general dip of the units. Tensional stress creates fault zones with considerable displacement from one side of the zone to the other. This is often a distance of three or four miles. The Dewey fault zone, a few miles to the north is a zone of major displacement. The faulting drops the uranium host units several hundred feet and truncates the oxidation reduction contact that formed the Dewey-Burdock mineralization.

Local and Property Geology

The Lakota formation in the Dewey-Burdock Property was deposited by a northward flowing stream system. Sediments consist of point bar and transverse bar deposition. The stream channel systems are typical of meandering fluvial deposition. Sand units fine upward and numerous cut and fill sandstones are indicative of channel migration depositing silt and clay upon older sand and additional channel sands overlay older silts and clays. This Lakota stream deposited sediments across a channel width of four or five miles. Uranium minerals were deposited in several stratigraphically different sands that interconnect to form a near-continuous aquifer for groundwater migration. Because uranium deposits have formed in separate stratigraphic units, these units were identified and named for their stratigraphic position.

Similar channel deposition occurred during Fall River time but the channel sands are noticeably thinner with marine sediments immediately superimposed on the fluvial sands. The knowledge of detailed stratigraphy is critical in ISL mining due to the importance of solution contact with the uranium mineralization. Where uranium is located in low permeability horizons, solution mining is not as efficient as it would be in more uniform sandstones with relatively equal permeability. During the evaluation of uranium resources made by R.B. Smith & Assoc., the sands of the Lakota formation were divided into nine sandstone units, generally about 20 feet thick and usually separated by consistent claystones or shales. The major sand unit in the basal Fall River formation was divided into three sand subunits, each of which are mineralized and contain roll fronts on the Dewey portion of the area. All of the Fall River uranium mineralization on the Burdock portion of the project are at or above the water table and were not considered in the evaluation.

The lithologic units of the Lakota and Fall River formations now dip gently, about three degrees, to the southwest off the flank of the Black Hills Uplift. This structure controls present groundwater migration. Since the uranium roll front ore bodies below the water table are dynamic, their deposition and tenor is factored by groundwater migration. Very few faults were observed during the correlation of exploration drill holes in the project area. Fault systems have been mapped away from the project and major systems affect local groundwater migration and thus uranium deposition.

Mineralization

Previous reports by Tennessee Valley Authority indicate that uranium minerals in the Dewey-Burdock Property are all of +6 valence state and thus considered to be deposited from epigenetic solutions. Uranium deposits are concentrated along the flanks of sand channels and are larger in size on the down dip flank of channels. Alteration, depicting the oxidation reduction contact can occur in several channel units and may be several miles in length. Uranium deposition in significant deposits occurs discontinuously along the oxidation/reduction boundary with individual deposits ranging from several hundred to a few thousand feet in length. Width of concentration is dependent upon lithology and position within the channel. Widths are seldom less than 50 feet and are often over 100 feet. Thickness of high concentration uranium mineral varies from one or two feet in limbs to eight or ten feet in the rolls. Tenor of uranium mineralization may vary from nil to a few percent at any point within the ore body. In the investigation of uranium resources on the Dewey-Burdock Property by R.B. Smith & Assoc., only those radiometric intercepts that met or exceeded 0.05% uranium oxide and were of sufficient thickness to yield a grade-thickness product of 0.5 were tabulated as being ore. The summation of all of these tabulations yielded an average

GT for the Burdock mineralization of 1.22 and for the Dewey deposits a GT of 1.35. The average for the total Dewey-Burdock Property was 1.28. Tennessee Valley Authority did not approach ore reserve calculation in the same manner, using a higher 0.6 GT cutoff and thus their calculation yielded a uranium resource of 7% less than R.B. Smith & Assoc. Experience in the uranium industry would consider this calculation of mineralization to be somewhat conservative since any ore body anticipated to be mined at these depths by ISL methods would accept a lower GT cutoff.

Geologic Controls

The primary ore control of uranium mineralization in the Dewey-Burdock Property is the presence of permeable sandstone within a major sand channel system that is also a groundwater aquifer. Such conditions exist in both the Lakota and Fall River formations. A source rock for uranium in juxtaposition to the aquifer is necessary to provide mineral to the system. As described above, the uranium rich White River formation originally overlay the subcroping sandstone units of the Lakota and Fall River formations. The last control is the need for a source of reductant to precipitate dissolved uranium from groundwater solutions. R.B. Smith & Assoc. has observed that such reductant is available from deeper hydrocarbon deposits discovered down dip only a few miles west of the Dewey-Burdock Property as well as hydrocarbon occurrences in deeper formations just east of the Dewey-Burdock Property area. Previous writers as early as 1952 postulated the source of reductant to be carbon and carbon trash that does occur in varying quantities throughout the Inyan Kara group.

Mineral Resources and Mineral Reserves

R.B. Smith & Assoc. did several evaluations of uranium resources on the Dewey-Burdock Property during the early-1990's. The conclusion of these evaluations was that the records and detailed maps of individual mineralized blocks could be relied upon as a reasonably accurate estimation of in place pounds of uranium. The mapping method that R.B. Smith & Assoc. employed in making estimates of in place uranium does not conform to typical standard methods for quantifying mineral resources including applying the uranium value found within a drill hole to a 50 foot radius surrounding the drill hole, or applying the value of resource to the area halfway to the adjacent drill hole. However, it is clear that the data meets *Canadian Institute of Mining Metallurgy and Petroleum Standards on Mineral Resources and Reserve Definitions*. As stated:

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

The maps of drill hole values prepared by the Report and prior authors readily meet these criteria. A more stringent definition of resources is contained in the next higher category of *Resources, Indicated Mineral Resource*. Here, a level of confidence must be achieved that the data would "support mine planning". The Report recommends some additional work be completed prior to a feasibility study. Upon successful completion of the prescribed work, the Report states that the inferred resources defined therein could be increased in position and become available for mine planning. The Report concluded the resources defined in the Report should be categorized as inferred as they do not, without additional work, demonstrate economic viability. With those limitations identified, the quantity of uranium that the Report considers as inferred resource within the properties currently controlled by Denver Uranium totals 7.6 million pounds contained in 1,800,000 tons of host rock averaging 0.21 percent uranium oxide. As described above the resources are contained in two identified deposits. The Dewey deposit contains inferred resources of 3.99 million pounds out of 887,000 tons in two main horizons. The Fall River contains the majority of the inferred resources with 3.3 million pounds contained within 635,000 tons averaging 0.23 percent. The deeper Lakota with fewer penetrations contains inferred resources of 690,000 pounds in 252,000 tons of rock, averaging 0.17 percent uranium oxide. The Burdock deposit is hosted by the Lakota formation and contains an estimated 3.6 million pounds of inferred resources averaging 0.20 percent contained in 920,000 tons of rock. In addition the Report was able to establish both Lakota and Fall River uranium roll front interfaces could be identified for a distance of over 20 miles on the properties currently held by Denver Uranium.

The Report emphasizes that permitting and licensing requirements of ISL mining operations are complex and extensive. Until the Corporation achieves a positive feasibility study and mining permits are obtained, the resources estimated within the properties held by Denver Uranium cannot be considered economically viable.

Mining Operations

Except for the limited historical mining operations of the Dewey-Burdock Property described under the heading "History," Denver Uranium has not undertaken any mining operations in regards to the property.

Exploration and Development

Except for the historical exploration and development of the Dewey-Burdock Property described under the heading "History," Denver Uranium has not undertaken any exploration or development of the property.

Plum Creek Prospect – Fall River County

The Company has staked 164 mining claims on approximately 3,000 acres of federal minerals along the southern flank of the Black Hills Uplift in central Fall River County, South Dakota. This uranium exploration project, named the Plum Creek Prospect, is approximately eight miles southeast of the town of Edgemont, South Dakota, where the Atomic Energy Commission operated a mill and a uranium buying station during the 1950's and is located 15 – 20 miles southeast of the Company's Dewey-Burdock Project, on which Powertech has initiated mine permitting activities.

Uranium exploration at the Plum Creek Prospect was performed by the Tennessee Valley Authority in the 1970's. Powertech has acquired an extensive database covering most of Tennessee Valley Authority's exploration activities in the Edgemont District. A review of drilling results in the region identified mineralized sands within the Cretaceous Lakota Formation from depths of 400 to 530 feet below surface. One mineralized intercept observed in the data was 2.3 feet of 0.258% U_3O_8 at a depth of 526 feet below surface.

Prospects in Wyoming, USA

The Company's Wyoming prospects are comprised of 41 mining leases or options to lease covering approximately 21,000 net surface acres and 13,000 net mineral acres. In addition, the Company has staked 900 mining claims in Wyoming covering approximately 17,500 acres.

Aladdin Prospect – Crook County

The Company acquired the Aladdin prospect through 26 leases or options to lease and through staking 65 mining claims. This prospect is 60 miles north of the Company's Dewey-Terrace prospect and consists of approximately 14,000 acres of mining leases in a historic uranium exploration/mining area along the northwest flank of the Black Hills Uplift. In this area, uranium mineralization has been encountered in the same sandstones that contain uranium deposits in Powertech's Dewey-Burdock Project and Dewey-Terrace Prospect along the southern flank of the Black Hills Uplift in South Dakota and Wyoming respectively.

The Company received authorization to conduct an exploration program from the Wyoming Department of Environment Quality under an exploration drilling notification (No. 356 DN). This permit allowed the Company to conduct an exploratory drilling program consisting of up to 60 rotary exploration drill holes to an average depth of approximately 500 feet to determine the economic viability of proceeding with further drilling.

Prior to commencing this drilling program, the Company acquired and evaluated the historic Teton Exploration database covering the area. The extensive database included drill hole maps, resource calculation sheets and 589 drill hole logs totalling 220,000 feet of drilling on the Aladdin property. Previous drilling from three key historical drill holes yielded 10 feet of 0.47% U_3O_8, 6 feet of 0.695% of U_3O_8 and 6 feet of 0.504% of U_3O_8.

Powertech completed the 60-hole exploratory drilling program in November 2007 in and adjacent to an area of historical uranium drilling. The drilling program, which totalled 26,680 feet, confirmed the presence and roll front nature of uranium mineralization in the area of the historical drilling and expanded these mineralized trends outside of the historic drilling area.

The historical drilling area is defined by drill hole logs and unsurveyed drill hole location maps obtained from Teton Exploration. This historic drilling data indicated the Aladdin project contained nine miles of roll fronts with uranium mineralization identified in multiple sandstone units. Thirty-seven holes from Powertech's 2007 drilling program were directed toward these indicated trends. This drilling confirmed the geochemical setting (oxidation/reduction) and roll front uranium mineralization within seven sandstone units in the Fall River and Lakota Formations. In the process of delineating these mineralized sand units, 16 of the drill holes intersected uranium mineralization in excess of 0.05% Eu_3O_8. Additional drilling will be required to demonstrate continuity and assess the grades of the mineralization within these seven mineralized sand units.

The balance of 23 drill holes were completed on previously unexplored property adjacent to this area. These wide-spaced exploratory drill holes indicated that mineralized trends extend up to three miles west from the historical drilling.

Based on an interpretation of the results of the 2007 drilling program and the previously acquired drill hole database, Powertech plans to prepare an estimate of the drill-indicated uranium resources for the Aladdin area. The Company is scheduled to complete this estimate prior to completing any additional exploratory drilling.

Dewey Terrace Prospect – Weston and Niobrara Counties

The Dewey Terrace Prospect is located in Weston and Niobrara Counties, Wyoming on the western continuation of mineralized trends from the Dewey-Burdock Project in South Dakota. Powertech acquired this prospect through staking 426 mining claims, totalling approximately 8,500 acres.

The Company received an exploration drilling notification from the Wyoming Department of Environment Quality for a 20-hole drilling program in 2006 on the Dewey Terrace prospect, which was completed during the year ended March 31, 2008. This program was completed after interpreting the results of recently acquired historical Teton Exploration drill data and combining this information with the Company's data base that includes historical drilling completed by Federal American Partners and Silver King Mines in the 1970's and 1980's. This drilling was successful in confirming and delineating geochemical alteration in sands of the Lakota Formation at depths of 580 to 900 feet. Multiple mineralized solution fronts were found to be associated with this alteration, with mineralized intervals such as 3.0 feet of 0.053% U_3O_8 and 5.5 feet of 0.047% U_3O_8 occurring in the oxidized portions of these sands.

Colony Prospect – Crook County

The Colony Prospect is located on the northwest flank of the Black Hills Uplift approximately 10 miles north of the Aladdin Prospect. Phillips Oil drilled this area in the mid 1970's and encountered uranium intercepts within Lakota sands as high as 1.5 feet of 0.28% U_3O_8 and 2.0 feet of 0.53% U_3O_8 at depths of 650 feet below ground surface. The Company acquired the Colony prospect through the staking of 190 mining claims.

Powder River Basin Prospect – Campbell County

One of four operating ISR mining operations in the U.S. is located within the Powder River Basin of Wyoming. Three other ISR mines have operated and two additional ISR operations currently have license applications before the Nuclear Regulatory Commission. The Company acquired a property position in an area of historic uranium resources through staking 135 mining claims.

Shirley Basin Prospect – Carbon County

The Shirley Basin prospect is a major historic mining district within the State of Wyoming. The Company acquired the Shirley Basin prospect through staking 84 mining claims.

Prospects in Colorado, USA

Centennial Project – Weld County

The Company has purchased approximately 670 gross surface acres and 5,700 net mineral acres. In addition, the Company's Colorado Project is comprised of 13 mining leases covering approximately 1,400 net surface acres and 1,000 net mineral acres.

During the quarter ending June 30, 2007, the Company acquired 350 acres of surface rights (included in the 670 gross acres identified above) through six direct acquisitions of land as part of the Company's overall program to secure surface rights in the Centennial Project. The total consideration for the six land purchases was US$1,294,899.

On May 23, 2007, the Company reported it has received and filed a National Instrument 43-101 compliant report, dated March 28, 2007, on its Centennial Prospect located in Weld County, Colorado. The primary purpose of this report was to establish a resource base for the prospect under current standards of review. The report determined that approximately 9.7 million pounds of inferred mineral resources, with an average thickness of 8.8 feet and an average grade of 0.094% U_3O_8 (average Grade Thickness ("GT") of 0.82), exist within the Centennial Project. The complete Report is available for review on the SEDAR web site at www.sedar.com.

In addition to the approximate 9.7 million pounds of U_3O_8 for the Centennial Project, the authors stated that there is a geological potential of an additional 3 to 5 million pounds of U_3O_8. These additional potential resources are within the Project area and are based upon identified mineralized trends that have only been partially explored to date. It should be noted that there has been insufficient exploration to define a mineral resource relating to this potential and it is uncertain if further exploration will result in the discovery of a mineral resource.

In April 2007, the Company entered into a contractual arrangement with R Squared Incorporated ("R^2"), a Denver based environmental firm, for the purpose of permitting the Centennial Project. The agreement with R^2 covers baseline data collection, environmental impact analysis, cost/benefit analysis and preparation of permit/license applications. The contract expires at the end of 2009.

In June 2007, the Company received authorization from the Colorado Department of Natural Resources' Division of Reclamation Mining and Safety ("DRMS") to proceed with drilling monitoring wells for its Centennial Project.

The DRMS approved the Company's Notice of Intent to drill up to 23 additional monitoring and aquifer test wells. These new wells, along with 26 existing monitoring wells, provide data on groundwater quality that may be included into a baseline study in advance of preparing permit applications for mining operations. The wells are sampling water from multiple aquifers at multiple depths, and using computerized data to define the hydrological characteristics of the uranium ore zone, ground water flow and testing of water quality in the surrounding strata. The wells are regularly sampled for ongoing analysis.

Preliminary environmental data collected from the wells along with other data collection will continue through mid-2008 and will become the basis for multiple reports required to apply for operational permits that are required for federal, state and local agencies. After the Centennial Project gains the required approvals, data collection will continue through the life of the project.

During the quarter ended September 30, 2007, the Company received approval from the DRMS, for modification of its Notice of Intent to Conduct Prospecting Operations, and the Company proceeded with its program to drill 14 rotary holes, six core holes, and additional monitor wells on its Centennial Project.

The rotary drill holes associated with the coring program were used to site the core holes and to confirm results of historic drilling conducted on the Project by Rocky Mountain Energy Company in the late 1970's and early 1980's.

The Company completed the core holes, totalling approximately 320 feet of core, in six separate resource areas to provide data on the chemical and physical characteristics of the mineralized Fox Hills Sandstone, as well as the overlying and underlying confining sequences. Chemical analyses were completed for gamma U_3O_8, chemical U_3O_8 and associated metals values for one-foot samples throughout the mineralized zones. The Company plans to incorporate the results of this testing into engineering and technical studies on ISR operations and permit applications for the Project.

In addition to chemical assays, these cores were also used to obtain valuable information regarding physical parameters of the Fox Hills host sands. Analytical results of mineralized core samples showed high horizontal permeability of the mineralized sands, while the confining clay units, above and below the mineralized sands showed extremely low vertical permeabilities.

Hydrological pump tests were completed in the areas where the above coring program was completed. These pump tests provided preliminary data on groundwater flow rates and in-situ permeabilities within the mineralized sands. These pump test characterized the hydrology of the mineral bearing sands, as well as the stratigraphic units above and below the mineralized sands. Based on the results of these pump tests, aquifer process studies have been initiated. Water samples from the wells utilized in the pump tests have been collected and are being analyzed to provide quarterly baseline water quality data for the project. Additional pump tests will be performed to assist in the planning of proposed project mining operations.

Baseline studies are underway for air quality, meteorology, surface water quality, vegetation, soils, wildlife, background radiation, and socio-economics. New monitor wells, associated with the drilling program, discussed above, along with existing wells will provide the baseline data for the groundwater in the Project area. This data will be critical to the environmental report and permit applications for the Centennial Project.

To date the following additional milestones have been completed:

- The program of domestic well sampling is progressing as planned. Historical analyses show that water used for domestic purposes have high nitrate and iron mineral content.

- A conceptual three-dimensional geologic site model that demonstrates that the proposed ISR operation is isolated from existing registered domestic wells.

- A surface water-monitoring program consisting of 13 stations has been established and representative surface water impoundments have been sampled.

- Terrestrial ecological surveys are completed.

- No significant findings have been reported to date based on continued cultural resource studies.

- Reclamation and radiological profile soil studies have been completed.

- The first of three radon flux samples has been obtained. The second and third samples are scheduled to be taken in the second and third quarter of calendar 2008, respectively.

- Gamma radiation transect surveys are underway.

- High volume particulate samplers and a meteorological tower have been installed.

- Uranium and metals analysis of mineralized core samples, from the coring program discussed above, have been completed. The data from this analysis will be used for solute transport modelling.

- Geotechnical analyses of core samples indicate the mineralized sands exhibit high horizontal permeability, while extremely low vertical permeability are found within confining clay units above and below the mineralized sands. These conditions are suitable for ISR operations. Other mineralized core samples have been set aside for additional laboratory testing. Procedures for this testing are in the process of being finalized. The data from these studies will be used to design production wells fields and to support the aquifer restoration plan.

- The initial preparation of an application to the EPA for an Underground Injection Control permit has begun.

The Company intends to submit the necessary permit applications for ISR operations to the United States Environmental Protection Agency, the Colorado Department of Public Health and Environment, Colorado Department of Natural Resources and Weld County in late calendar 2008.

Information from Technical Report

The following information has been extracted from the Applicant's 43-101 Technical Report on the Centennial Project prepared by W. Cary Voss and Daniel E. Gorski on March 28, 2007. A copy of the report is available for review on SEDAR at www.sedar.com.

Introduction

Extent of Author's Field Involvement

Mr. Gorski spent the day of 10 March 2007 on the property accompanied by Powertech's Vice President of Exploration, James A. Bonner. All the identified resource areas were visited and a detailed review of the Rocky Mountain Energy Company ("RME") property position was made.

Extent of Author's Past Involvement

W. Cary Voss was a District Exploration Manager for RME during the discovery and early development of the Centennial project. While his area of responsibility focused on Wyoming and other northern and western states, through company correspondence and project evaluation meetings, Mr. Voss was involved with ongoing activities at the Centennial project. Mr. Voss was also instrumental in the development and use of the RME project exploration and resource calculation techniques used on this and other RME uranium properties.

Daniel E Gorski was not involved in the original RME project and began reviewing the data in February 2007. A total of 5 weeks was spent examining the drill logs and compiling geologic and ore intercept data. A total of over 4,000 logs were examined and 2,235 logs were entered into spreadsheet compilation. All relevant reports were examined.

Property Description and Location

Location of Project Area

The Centennial Project is located in west central Weld County, in north central Colorado; about 13 miles south of the Colorado-Wyoming state line. Access is provided from major U.S. Highways by numerous state and county roads that follow land subdivision lines. Interstate Highway 25 between Denver, Colorado and Cheyenne, Wyoming is three-to-five miles west of the project. The Project lies within portions of Townships 8, 9 and 10 North, Range 67 West, approximately 14 miles northeast of Fort Collins and 16 miles northwest of Greely. The southern portion of the project lies between the small towns of Wellington and Nunn.

Nature of Land Position

The Centennial land position consists of 5,760 acres (nine sections) of uranium and other associated mineral rights purchased by Powertech from Anadarko. These mineral rights were originally part of the Union Pacific Railroad land grant, which was comprised of alternate sections (checkerboard pattern) for 20 miles on both sides of the railroad right-of-way. Anadarko retained all mineral rights pertaining to oil & gas and all leaseable minerals. In addition to the purchased mineral rights, Powertech has also obtained mining leases on another 1,120 acres of fee minerals, for a total of 6,880 acres of mineral rights within the Project area.

The surface lands over these mineral rights are all privately-owned and surface use agreements with surface owners must be obtained. Anadarko owns 1,280 acres (two sections) of surface, which Powertech plans to purchase. Surface use agreements with other private surface owners are currently being negotiated. In some cases, when surface use agreements could not be reached, it has been necessary to purchase surface over mineral rights. To date, Powertech has purchased 675 acres of surface over its mineral rights.

Mineralized Areas, Surface Disturbance, Environmental Liability

The uranium deposits in the Centennial Project are classic roll front type deposits occurring in subsurface sandstones deposited in shallow marine regressive and transgressive sequences within the Fox Hills Formation of late-Cretaceous age. The uranium roll fronts in the Centennial area are associated with oxidation/reduction interfaces and are known to cover a linear distance of at least 30 miles and extend throughout an area of more than 50 square miles. Historic data describes miles of mineralized trends developed along these oxidation/reduction interfaces, with discontinuous uranium deposits concentrated along the length of these systems. Maps prepared by RME from 1978 until 1984 (and available to the authors) indicate the regional oxidation occurs in three separate sands within the Fox Hills Formation and that economic uranium occurs in seven distinct deposits within the Project. Historic drill hole exploration suggests most of the favorable environments for economic accumulations of uranium have been identified, but this limited drilling cannot exclude the possibility for discovery of future economic uranium deposits in the area.

There is no indication that any attempt has ever been made to extract uranium from the Project area. Although RME had planned in detail to surface mine a large shallow uranium deposit within the southern portion of the Project, market conditions in 1982 thwarted their production plans. RME discussed ISR extraction of the deeper uranium deposits in the northern portion of the Project but no development activities were undertaken before closing the project in 1982. Since no effort was ever made to mine the uranium deposits of the Centennial Project, there is no surface or subsurface disturbance of the area due to uranium mining operations.

Potential Environmental Liabilities

The Centennial Project in Weld County, Colorado does not appear to present any significant environmental liabilities. As in all uranium mining in the United States, reclamation of the approximate surface contour of surface mines is required. For the in-situ recovery mining method, the native ground water that surrounds and carries the dissolved uranium to surface recovery must be returned to a quality where it can be used for the same purposes as available prior to mining the uranium. This generally means that the total dissolved solids in the water, which may have been mobilized in the recovery process, are processed to reduce their quantity. Occasionally a natural reductant is dissolved in the ground water to precipitate any remaining uranium or metals that can be mobilized by the oxidation process and not removed by surface facilities. In addition, decommissioning of surface facilities will be required.

These costs of ground water and surface restoration will be the key environmental liabilities. Typically the cost of restoration of surface mines is well known and is only a small fraction of the overall operating mining cost. Restoration of ground water is also well understood and has been accomplished in numerous ISR mining operations. Historically, the cost of ground water restoration is one-quarter to one-third the cost of original ISR mining and usually involves the circulation of approximately four pore volumes of ground water to achieve regulatory approval. The cost of this restoration is typically less than $5.00 per pound of uranium recovered.

Required Permits

Powertech plans to acquire multiple federal, state and county permits on the Centennial Project in order to commence uranium production activities. For exploration and convention surface mining, the Colorado Division of Reclamation, Mining and Safety (CDRMS) will be the primary regulator. For the portion of the Centennial Project that will be mined through ISR methods, the Colorado Department of Public Health and Environment (CDPHE) will be the primary regulator. Within the oversight of ISR mining, the Nuclear Regulatory Commission (NRC) grants a "Source Material License". Colorado is an "agreement state", therefore the license issued by the NRC in "non-agreement" states will be issued by the CDPHE. In addition to NRC oversight, the EPA, under the Safe Drinking Water Act, is the federal regulator that will issue the Underground Injection Control permit and an aquifer exemption.

The following permits, licenses and approvals are required for the Centennial Project:

- Radiation Materials License (similar to Source Material and By-product License) – CDPHE
- Air Quality Permit – CDPHE
- Water Discharge Permit – CDPHE
- Stormwater Permit – CDPHE
- Water Rights – Colorado Division of Water Resources, State Engineer's Office
- Underground Injection Control Permit – EPA
- Aquifer Exemption – EPA
- Exploration Permit – CDRMS
- Reclamation Permit – CDRMS
- Sewage, Construction, Zoning and Public Works Permits – Weld County

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

The Centennial Project is located about 80 miles north of Denver, Colorado (a major international airport site and supply center). The Project area is connected to Denver via Interstate Highway 25. The Union Pacific Railroad between Cheyenne, Wyoming and Denver runs through the village of Nunn, five miles east of the Project area.

Access is provided from major U.S. Highways by numerous state and county roads that follow land subdivision section lines. Improved county roads surround numerous land sections throughout the Project area. Fort Collins is a major city located 11 miles southwest of the southern part of the Project. Several small communities such as Wellington and Nunn lie near the east and west portions of the Project.

Climate and Vegetation

The annual mean temperature in this area of Colorado is 62°F. The mean low temperature of 13°F occurs in January. The mean high temperature of 85°F occurs in July. Sub-freezing temperatures generally do not occur after early-May or before early-October.

The average precipitation in the Centennial Project area is 12 inches. The wettest month is May when the area receives 3 inches of precipitation. Blizzards are common throughout the winter, with March receiving the greatest amount of snow at an average 10 inches.

Dry land farming occurs in the southern portion of the Project area where wheat is the primary crop. Vegetation in the northern portion is mainly grass land given to cattle ranching.

Local Resources

Fort Collins is a large city providing housing, supplies, labor pool and temporary accommodations. Denver provides international travel communication as well as all support services to the mining industry.

Infrastructure

The Centennial Project, being located in northern Colorado, is available to a vast network of transportation allowing product transportation throughout the U.S. If conventional ore process milling is required, conventional uranium concentration plants are within haulage distance at Canyon City, Colorado; Sweetwater, Wyoming; or Blanding, Utah. RME had planned to ship their surface mined uranium ore to their own concentration mill at the Bear Creek Uranium Mine located in Converse County, Wyoming. Denver is an international center to the mining industry and offers all of the technical services required for any mining operation.

Topography and Elevation

The topography of the Centennial Project is generally flat to rolling prairie with occasional steep-sided, flat-top mesas. The whole area is incised by intermittent streams flowing southeasterly and flowing only during spring melt or from summer thunder storms. Elevation varies from near 5,700 feet above sea level in the northern part of the Project to about 5,300 feet in the south part of the Project. Maximum changes are only about 150 feet within any given section of land.

History

Ownership History of the Property

Alternating sections of land for a distance of 20 miles on either side of the railroad in Weld County in north-eastern Colorado were granted to the Union Pacific Railroad by the U.S Land Grant Bill in 1862. This grant included both surface and mineral rights. The majority of the surface has subsequently been sold and is now in private ownership. Uranium was discovered in Weld County in 1969, where RME controlled the mineral rights to over 115,000 acres of the Union Pacific Land Grant.

In 1970, RME began initial investigation of the area by radiometric survey and water well sampling. RME acquired the surface rights to about 5,000 acres overlying their mineral rights in the Centennial area and began an exploration drilling program. RME held these leases until sometime after the market collapse in 1982 and then allowed the surface leases to expire. Mineral ownership remained within the Union Pacific Railroad until sold to Anadarko Petroleum in 2000. Powertech purchased these mineral rights in October 2006 and is currently acquiring other mineral and surface rights.

Exploration and Development Work Undertaken

Following the original uranium discovery in Weld County in 1969, RME began exploring the Cheyenne Basin by conducting a reconnaissance program consisting of outcrop examinations, water sampling, and radon soil survey. Results were favorable and in December 1971 eleven holes were drilled to the north of the Centennial Project area. In 1973 a second radon survey was done and 104 widely spaced stratigraphic test holes were drilled in 1974 that discovered the presence of uranium in the Fox Hills Formation. Exploration drilling between 1977 and 1979 delineated uranium ore bodies at depths of 350-600 feet in the northern portion of the project and at depths of 85-125 feet to the south. RME focused on the southern shallow deposits, with a plan to develop a surface mining operation. This portion of the Project was turned over to RME's Engineering Department in 1980, while its Exploration Department continued exploration activities in the northern area through 1982.

During this period, other uranium exploration companies acquired mineral rights to non-Land Grant sections in the general region and adjacent to the RME land position for their own exploration programs. These companies included Getty Oil, Wyoming Mineral Corp. (the uranium production company of Westinghouse Electric Corp.),

Powerco and Mobil Oil Corp. All these companies dropped their land holdings with the collapse of the uranium market in the 1980's.

RME's database, including 3,500 drill holes, has been retained in the files acquired by Powertech from Anadarko. Exploration drill hole data obtained consists of the original electric down-hole probe log of each hole. Samples of the cuttings from each hole were collected at 5-foot intervals and the geologic description of the cuttings was recorded on lithologic logs by the project geologist. Numerous cores were taken and chemically assayed from the mineralized zones to substantiate the radiometric values determined by the electric log.

Within the proposed surface mine area on the southern portion of the Project, the RME Engineering Department logged nearly 800 holes with Princeton Gamma Tech (PGT) instrumentation that determined the actual amount of uranium present compared to the gamma log determination. RME drilled another 12 holes to depths of 350-400 feet on the northern portion of the Project, that were also probed using PGT logging. These data are also included with the data received from Anadarko.

All of the drill hole data was analyzed by a computer assisted program to determine the equivalent uranium value for each half-foot interval of all drill holes. The original computer printouts of these data were also obtained from Anadarko.

RME interpreted these drill hole data to develop maps that showed oxidation-reduction (redox) boundaries and uranium accumulations which were then used to evaluate the amount of uranium ore present within the Centennial Project and to determine its opinion of a uranium reserve on the Project.

These data were incorporated into numerous reports containing drill hole maps, ore reserve estimates and proposed activities which periodically described the Project. These reports and their maps were a part of the Anadarko files.

Historic Mineral Resource Estimates

RME prepared numerous reports on exploration of the Centennial Project beginning in 1974. Significant shallow uranium mineralization became apparent in the southern portion of the Project by 1978 and a concerted effort was made to evaluate this deposit, with only limited exploration directed toward deeper uranium resources in the northern part of the Project. An RME report dated October 1979 estimates shallow uranium resources in the inferred category as 4.9 million pounds U_3O_8 with an additional probable category of 1.2-to-2.2 million pounds U_3O_8 for a total resource of 5.1-to-7.1 million pounds. The depth to the top of the mineralization is stated at 82.3 feet below the surface. This same report suggests that a possible economic resource of 7.9 million cubic yards of gravel overlies the uranium resource.

A later report in the Anadarko files written by RME in March 1982, using PGT and core hole data, estimates a uranium resource in the southern portion of the Project of 6.3 million pounds U_3O_8. Use of PGT and core assays eliminates the possible conflict with radiometric disequilibrium.

These numerous reports demonstrate that the total resources and average grades of the resources vary with respect to the grade and GT cutoffs used in the calculations. For example, the following average grades and resource totals were calculated from 1979-1982 for the shallow resources in the southern portion of the Centennial Project using different GT and grade cutoffs:

GT Cutoff	Grade Cutoff	Ave. Grade	Ave. Thick.	Pounds
0.04	0.02% U_3O_8	0.115% U_3O_8	9.41 ft.	6,533,246
0.10	0.02% U_3O_8	0.122% U_3O_8	8.63 ft.	6,297,421
0.40	0.05% U_3O_8	0.143% U_3O_8	-----	4,332,840

Other reports available from the files during the same time period estimated a uranium resource in the northern portion of the Project at 3.3 million pounds, with an average thickness of 9.0 feet, an average grade of 0.08% U_3O_8 and using a O.2 grade/thickness (GT) cutoff. Based on RME reports and using a GT cutoff of 0.20, the entire

Centennial Project was estimated to contain resources of over 9.6 million pounds, with an average grade of 0.10% U_3O_8, on mineral rights purchased from Anadarko.

The authors have utilized the historic information to determine their opinion of which sand units are mineralized and then using this information to construct, using computer modeling, GT contour maps outlining significant uranium mineralization within various sand units within various areas of the Project.

Production History

In the early 1980's, Wyoming Mineral Corp. constructed one pilot plant to mine uranium within the Cheyenne Basin using ISR method. The plant was located on their Grover Project approximately 35 miles east of Centennial to evaluate uranium in the Laramie Formation. This test facility operated for only a short period of time and there is no record available of how much uranium was produced. There has been no uranium production from the Centennial Project.

Geological Setting

Regional Geology

The Centennial Project is located within the Cheyenne Basin, a sub-basin of the greater Denver-Julesburg Basin, which is bordered on the northwest by the Hartville Uplift in Wyoming and on the east and northeast by the Chadron Arch in Nebraska. To the south, the Cheyenne Basin is separated from the Denver Basin by the Greeley Arch and the western edge is bordered by the Colorado Front Range. Sediments within the basin dip inward from 0.5 degrees to 5.0 degrees, with the basin axis trending generally north-south.

As a result of uplift of the ancestral Rocky Mountains to the west, the slowly subsiding Cheyenne Basin accumulated sediments that range in age from Pennsylvanian to Quaternary. The Late Cretaceous Pierre Shale represents offshore marine sedimentation and has a gradational contact with the overlying Fox Hills Sandstone. Sandstones of the Fox Hills represent nearshore sedimentation. Overlying the Fox Hills Sandstone is the Laramie Formation which consists of terrestrial fluvial deposits. These three formations represent the last regression of the Late Cretaceous Sea.

Unconformably overlying the Laramie Formation is the tuffaceous White River Formation. This Oligocene formation is rich in volcanic fragments and is thought to be a source of uranium in the Centennial Project and the remainder of the Cheyenne Basin. In the Project area the White River Formation has been deeply eroded with only isolated remnants remaining. Quaternary arkosic gravel and sand deposits cover a large portion of the present surface and form large wide southeast trending channels. The source for these channels is thought to be the White River Formation as well as the granitic highlands to the west.

Local and Property Geology

The depositional environment interpretation, as reported by RME, is based on resistivity E-logs, sedimentary structures from 3-inch core and limited outcrop, isopach maps and the lateral and vertical relationships between different facies. In general terms this regressive sequence of sandstones was deposited by longshore drift from major distributary channels depositing sediments along the wave-dominated coastline.

The Fox Hills Sandstone on the western flank of the Cheyenne Basin can be separated into an upper and a lower member based on the depositional environment. The upper member termed the "A-WE" which includes the "A2, A3, A4, and WE", is interpreted to be deposited in a barrier-island tidal-inlet complex. This report has chosen to term these sand units as A, B, C, and R, S, T. The lower member termed "B, C, and D" is interpreted by RME to be deposited in a wave-dominated delta complex. The authors did not review these lower units since no economic concentrations of uranium mineralization were observed in any of the drill hole logs reviewed.

The lithologic units of the Fox Hills Formation now dip gently eastward off the western flank of the basin. Groundwater flow through permeable sands is down this regional gradient. Since the uranium roll front ore bodies

below the water table are dynamic, their deposition and tenor is factored by groundwater migration slowly moving the mineralization further down dip by multiple migration and accretion and in the process creating an oxidation/reduction roll front uranium deposit. In the southern portion of the Project, recent oxidation from surface exposure has invaded the previously formed uranium roll fronts and has partially remobilized the mineralization. For this reason, RME used chemical uranium values obtained from PGT logging and core assays to calculate uranium resources for these shallow deposits. In this manner, it was not necessary to apply disequilibrium factors (DEF) to radiometric logs for the purpose of resource calculation.

Deposit Types

Uranium deposits in the Centennial Project are sandstone, roll front type typical of those in Wyoming, South Dakota and Texas, as well as some in Australia. These type deposits are usually "C" shaped in cross section, a few tens of feet-to-100 or more-feet wide and often thousands of feet long. Uranium minerals are usually deposited at the interface of oxidizing solutions and reducing solutions or redox boundaries. Typical alteration associated with this redox boundary consists of limonitic and hematitic staining of the sandstones. On outcrop, most of the sandstones of the Fox Hills Formation exhibit trace to pervasive limonite staining of various shades of yellow and orange. Red hematite staining is less common and occurs as scattered streaks in most outcrops. Generally, the more porous and thicker the sandstone, the more pronounced the alteration. Alteration within the host sands has been mapped by RME for distances of over 30 miles within outcrops of Fox Hills Formation in the Centennial Project area. Other workers have mapped redox boundaries for similar distances in other parts of the Cheyenne Basin.

As the uranium minerals precipitate, they coat sand grains and fill the interstices between grains. As long as oxidizing groundwater movement is constant, minerals will be solubilized at the interior portion of the "C" shape, and precipitated in the exterior portion of the "C" shape, increasing the tenor of the ore body by multiple migration and accretion. Thickness of the ore body is generally a factor of the thickness of the sandstone host unit. Mineralization may be 10-to-15 feet thick within the roll front while being inches to feet thick in the tail portions. Deposit configuration determines the location of well field drill holes and is a major economic factor in ISR mining. Deposit configuration also controls pit limits during conventional surface mining.

Mineralization

Reports by RME in the files from Anadarko indicate that uranium minerals in the Centennial Project are of the +6 valence state and thus considered to be deposited from epigenetic solutions. The exception is within a small area near the shallow deposit at the south end of the Project where modern surface oxidation has altered the +6 uranium minerals to the +4 oxidized uranium minerals, tyuyaminite and meta-tyuyaminite.

Uranium deposits are concentrated along the downdip flank of sand deposits. Alteration depicting the oxidation/reduction contact can occur in several sand units and may be several miles in length. Uranium deposition in significant deposits occurs discontinuously along the redox boundary with individual deposits ranging from several hundred-to a few thousand feet in length. Width of concentration is dependent upon lithology and position within the sand unit. Widths are seldom less than 50 feet and are often over 200 feet. Thickness of highly concentrated uranium mineral varies from one or two feet in limbs to ten or fifteen feet in rolls. Tenor of uranium mineralization may vary from minimal to a few percent at any point within the ore body.

In the evaluation of uranium resources on the Centennial Project by Mr. Gorski, those radiometric intercepts that met or exceeded 0.02% U_3O_8 and were of sufficient thickness to yield a GT of 0.2 were included in the calculations. The summation of all of these tabulations yielded an average GT of 0.82 for the entire Centennial Project. The average GT for the proposed surface mine area at the south end of the project was 0.86. The average GT for the ISR area in the northern portion of the project was 0.77.

Nowhere in the available records is there any indication that assays were made to determine the presence of associated mineral such as vanadium or molybdenum, minerals often associated with uranium. Such lack of indication would indicate that these minerals are not present and therefore will not be of concern with any ISR mining.

Geologic Controls

The primary ore control of uranium mineralization in the Centennial Project is the presence of permeable sandstone within a major marginal marine, barrier bar sand system that is also a groundwater aquifer. A source rock for uranium in juxtaposition to the aquifer is necessary to provide mineral to the system. As described above the uranium-rich White River Formation originally overlay the subcroping sandstone units of the Laramie and Fox Hills Formations. The last control is the need for a source of reductant to precipitate dissolved uranium from groundwater solutions. The authors have observed several lignite layers overlying and underlying the uranium host sandstones. Also observed in drill hole lithologic logs are references to numerous plant and shallow-sea animal remains deposited with the barrier bar sands. It cannot be determined from the data if these observed reductant sources were sufficient to precipitate dissolved uranium from solution. However, adequate reduction is proven by the existence of uranium mineralization.

Redox boundaries were observed in the historical records within the Laramie Formation but at no place within the Project area are there accumulations of uranium that warrant interest. It has not been determined why there is a lack of uranium accumulation in the Laramie Formation but it is should be a formation of interest.

Mineral Processing and Metallurgical Testing

For the purposes of this report, no new samples or data were available for the authors to evaluate for leach or mill amenability. Core leach data developed by RME indicated that several studies were completed for conventional mill amenability. These studies indicate that 98% of in-place uranium could be recovered in a conventional acid mill circuit with low acid consumption.

Until 1982, RME had intended to surface mine the shallow uranium deposits of the Centennial Project and ship the ore by rail to RME's Bear Creek mill in Wyoming. The Bear Creek mill is no longer in existence. A vat leach recovery system utilizing sulfuric acid was evaluated by RME in October 1984. Evaluation results predicated an 85% values recovery. This scenario utilized a 1,300 TPD operation using four concrete constructed vats containing sulfuric acid leach with SX extraction. The yellow cake slurry would be shipped to the Bear Creek mill that still existed in 1984.

For the purposes of ISR of the deeper mineral, the only conclusion that can be drawn from the historical data is that the uranium present in the Project area is not refractory under normal milling conditions and should therefore not preclude ISR methods. Powertech plans to conduct core leach tests to establish ISR compatibility.

Mineral Resource and Mineral Reserve Estimates

Daniel E. Gorski, co-author, performed a total evaluation of all uranium resources on the Centennial Project in order to verify the data within the RME reports. The conclusion of this evaluation was that historical resources could be relied upon as a reasonably accurate estimation of in place pounds of uranium. It must be stated that this resource verification utilized only historic data and is not considered to be a current resource estimate. As such, it should not be relied upon for assessing project feasibility.

The mapping method that the Mr. Gorski employed in making estimates of in place uranium, was consistent with the methodology used by RME in its historic mineral resource estimates as described in § 6.3 of this report. It is clear that the data meet Canadian Institute of Mining, Metallurgy and Petroleum Standards on Mineral Resources and Reserve Definitions. As stated: *"An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pit, workings and drill holes."*

The resource estimate was prepared plotting all of the 2,235 drill holes from the spreadsheet compilation. Collar co-ordinates and calculated GT values were entered into Mr. Gorski's licensed *Micromine* mine analysis program. The .1 GT cutoff contour was subjectively placed using the plotted drill hole data. Data points within these areas

enclosed by the .1 GT cutoff were contoured by the program. Resource areas were taken as the areas enclosed by the .2 GT contour lines.

The maps of drill hole values prepared by Mr. Gorski readily meet the above criteria. A more stringent definition of resources is contained in the next higher category of Resources, *Indicated Mineral Resource.* Here, a level of confidence must be that the data would *"support mine planning"*. It has been mentioned that the authors recommend some additional work be completed prior to a feasibility study. Upon successful completion of the prescribed work, the authors believe that the inferred resources defined herein could be increased in rank and become available for mine planning. The authors have reviewed their notes, sand correlation, detailed maps and summaries of data in conjunction with the construction of this report and have concluded the resources defined here should be categorized as inferred as they do not, without additional work, demonstrate economic viability.

The resources were broken into three individual units based on the host stratigraphy. In the northern ISR area the host sand is designated as the "B" sand, RME used the designations A1 and A2 in this area. The B sand of this report is equivalent to the A2 sand of RME. The southern shallow resource area is contained in an upper sand package designated as the AB sand and a lower interval called the RS sand. The AB unit of this report is equivalent to the RME A1 and A2 sands and our RS unit is the equivalent to the RME WE sand. (See Figures 9 and 10.)

Resources were calculated by multiplying the area in square feet enclosed by the .2 GT contour multiplied by the average GT times 20 and divided by the tonnage factor of 17 cu ft/ton (Avg. GT x Area in Sq ft x 20)/17 cu ft/ton = lbs uranium oxide. Average GT values were calculated for the three resource areas by taking the average of GT values above the .2 GT cutoff.

Resource values calculated within the northern area B sand are 3,843,092 pounds divided into four individual deposits. In the southern area, the AB sand unit contains 2,286,898 pounds hosted in one deposit and the RS sand contains 3,600,500 pounds in one deposit. A summary of these calculations is shown below:

	Ave. Grade	Ave. Thick.	Ave. GT	Pounds
South Area (conventional)	0.100%	8.6 ft.	0.86	5,887,398
North Area (ISR)	0.085%	9.0 ft.	0.77	3,843,092
Total Centennial	**0.094%**	**8.8 ft.**	**0.82**	9,730,490

The total resource estimate of 9,730,490 pounds U_3O_8 compares very favorably with the historical RME resource estimate of 9,672,053 pounds U_3O_8. The authors believe that the RME project was competently and professionally carried out and that their historic data is reliable.

Table 1
Resource Comparisons

	Ave. Grade	Ave. Thickness	Pounds
RME Historic Resources	0.10% U_3O_8	9.0 feet	9,672,053
	Ave. Grade	**Ave. Thickness**	**Pounds**
43-101 Resource Estimate	0.094% U_3O_8	8.8 feet	9,730,490

In addition to the calculated 9,730,490 pounds U_3O_8 for the Centennial Project, the authors believe there is a geologic potential of an additional 3-5 million pounds U_3O_8. These additional potential resources are within the Project area and are based upon identified mineralized trends that have been only partially explored to date.

It must be emphasized here that permitting and licensing requirements of surface or ISR mining operations are complex and extensive. Until Powertech achieves a positive feasibility study and mining permits are obtained, the resources estimated within the Project held by Powertech cannot be considered economically viable. Current engineering plans for the shallow portions of the resources at the Centennial Project are to inject additional water to build up the formation water pressures within the ore unit and then conduct ISR mining operations.

Other Relevant Data and Information

Pertinent data concerning uranium deposits in the Centennial Project area are bound to exist in other data storage or, even within the RME data acquired from Anadarko that will enhance the understanding of this Project. In addition to the data already obtained, there are likely university or government reports that deal with groundwater conditions in the Project area. Census data and weather data will also aid in the completion of permitting and licensing. These types of data were not necessary for the authors to fulfill Powertech's request to identify the uranium resource of the Centennial Project. Any additional drill hole or geologic data may increase the confidence level of the resource evaluation but it is not likely that any data exists that could detract from the conclusions presented herein by the authors.

Prospects in New Mexico, USA

West Ambrosia Lake Prospect – McKinley County

The Company acquired the West Ambrosia Lake prospect through staking 223 mining claims covering approximately 4,200 acres.

ITEM 5. DIVIDENDS

5.1 Dividends

As part of the Private Placement with Synatom, the Company adopted the following dividend policy, which policy will be reviewed annually:

> "The Company will seek to achieve and maintain a net cash flow covering projected costs for two years forward and, as of the date such net cash flow is achieved, it will thereafter distribute 40% of its net income as dividends."

Any determination to pay any future dividends will remain at the discretion of the Board of Directors and will be made based on the Company's financial condition and other factors deemed relevant by the Board of Directors. The Company has not paid any dividends since its incorporation. There are no restrictions on the ability of the Company to pay dividends except as set out under its governing statute.

ITEM 6. DESCRIPTION OF SHARE CAPITAL

6.1 Common Shares

The Company is authorized to issue an unlimited number of common and preferred shares without par value. As of June 18, 2008, 55,429,020 Common Shares were issued and outstanding. No preferred shares have been issued.

The holders of the Common Shares are entitled to one vote for each share held on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the board of directors out of funds

legally available therefore and to receive pro rata the remaining property of the Company on a liquidation, dissolution or winding-up of the Company.

ITEM 7. MARKET FOR SECURITIES

7.1 Trading Price and Volume

Powertech Common Shares are listed and posted for trading on the TSX under the symbol "Powertech". The table below sets forth the high and low closing prices and the volumes for the Common Shares traded through the TSX on a monthly basis for the period commencing on April 1, 2007, and ending on March 31, 2008.

	High	Low	Average Volume
April 2007	$4.40	$3.27	201,700
May 2007	$3.60	$2.90	191,100
June 2007	$3.07	$2.28	192,400
July 2007	$2.87	$2.26	112,800
August 2007	$2.40	$1.24	173,500
September 2007	$1.90	$1.40	94,800
October 2007	$2.49	$1.72	82,500
November 2007	$2.78	$1.74	91,600
December 2007	$1.86	$1.35	76,500
January 2008	$1.65	$0.84	173,300
February 2008	$1.46	$0.83	108,800
March 2008	$1.52	$1.19	73,400

ITEM 8. ESCROW SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

8.1 Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

Designation of Class	Number of Securities Held in Escrow or that are Subject to a Contractual Restriction on Transfer	Percentage of Class
Common Shares	1,275,000	2.3%

On August 23, 2007, the Company's shareholders approved the issuance of 1,700,000 Common Shares to Greg Burnett and Tom Doyle for services rendered in connection with performance achievements. The Common Shares were issued subject to an escrow agreement. In conjunction, the officers agreed to return to treasury 1,700,000 Common Shares held in escrow subject to a performance agreement which were cancelled by the Company. These transactions did not result in any change in the number of shares outstanding or in the number of Common Shares held by the officers.

In connection with the Private Placement, Wallace M. Mays, the Wallace M. Mays 2006 Family Trust No. 1, Richard Clement, the Clement Family Limited Partnership, Tom Doyle and Greg Burnett entered into a Shareholders Agreement with the Company and Synatom regarding, among other things, mutual rights of first refusal on the sales of their respective Common Shares, subject to certain exceptions, and certain anti-dilution rights in favour of Synatom. Wallace M. Mays, Richard Clement, Tom Doyle and Greg Burnett have also agreed to remain in their current positions for a period of five years and to refrain from competing with the Company and Powertech USA for a period of one year after they cease providing services to the Company or Powertech USA.

ITEM 9. DIRECTORS AND OFFICERS

9.1 Name, Occupation and Security Holding

The following table sets forth, for each of the directors and executive officers of the Company, the individual's name, municipality of residence, position held with the Company, principal occupation and, in the case of the directors, the period during which the individual has served as a director of the Company.

Name Province/State Country of Residence and Position(s) with the Company [(1)]	Principal Occupation Business or Employment for Last Five Years [(1)]	Periods during which Nominee has Served as a Director	Number of Common Shares Owned [(1)]
Wallace M. Mays Colorado, USA Chief Operating Officer, Chairman of the Board and Director	Mr. Mays has been a director of the Company since May 11, 2006 and was appointed Chief Operating Officer on February 21, 2008. Mr. Mays is a chemical engineer who spent the early part of his career with Atlantic Richfield Co. where he was responsible for the design, construction, and operation of the first ISL (in-situ leaching) uranium mine in the United States. From 1977 to February 1, 2008, Mr. Mays was involved as a principal and/or senior executive in many uranium mining ventures in the United States and abroad, including Everest Minerals Corporation and Uranium Resources, Inc., a public company listed on the TSX Venture Exchange, and he has permitted, designed, constructed, and operated numerous ISL uranium mines across the south western United States. In 1996, he was awarded membership in the Uranium Hall of Fame.	May 11, 2006 to present	2,068,000 [(2)]
Richard Clement New Mexico, USA President, Chief Executive Officer, and Director Compensation Committee Member and Disclosure Committee Member	Since May 11, 2006, Mr. Clement has been the President, Chief Executive Officer and a director of the Company. Mr. Clement is a professional geologist who spent the early part of his career, from 1967 through 1983, with Mobil Oil Corp. in the United States and Australia where he was responsible for the operations management of Mobil Oil's uranium exploration programs throughout the United States, development of world-wide strategy for mineral exploration, and managing country operations as Vice President / Exploration Manager of Mobil Energy Minerals Australia Inc. From 1983 through 1999, Mr. Clement was employed by Uranium Resources, Inc., formed in 1977 which became a Canadian public company in 1988 specializing in the ISL development of uranium deposits. Mr. Clement served as a director and Senior Vice President - Exploration of Uranium Resources from 1983 to 1996 and subsequently as President of Uranium Resource's New Mexico subsidiary, Hydro Resources Inc. until 1999 where he oversaw the securing of all necessary mining permits for ISL development of Hydro Resource's uranium deposits. From 1999 until joining the Company, Mr. Clement provided various consulting services to the uranium and petroleum industries through privately held companies controlled by Mr. Clement.	May 11, 2006 to present	3,528,000 [(3)]

Name Province/State Country of Residence and Position(s) with the Company [(1)]	Principal Occupation Business or Employment for Last Five Years [(1)]	Periods during which Nominee has Served as a Director	Number of Common Shares Owned [(1)]
Tom Doyle British Columbia, Canada Chief Financial Officer, Vice President – Finance, Secretary and Director Disclosure Committee Member	Since May 11, 2006, Mr. Doyle has been the Chief Financial Officer, Vice President – Finance, Secretary and a director of the Company. Mr. Doyle is the President and a director of Wolverine Minerals Corp., a junior mineral exploration company focussed in British Columbia. Until June 2006, Mr. Doyle was the President and Chief Executive Officer of Arctos Petroleum Corp., a public junior oil and gas company, which resulted from the acquisition of Spearhead Resources by Camflo International Inc. Mr. Doyle joined Camflo International Inc. as President and Chief Executive Officer in June 2003. Prior to this, Mr. Doyle held a variety of senior positions across numerous aspects of the financial industry in Canada, the United States and internationally. Through these enterprises, Mr. Doyle developed extensive expertise in domestic and foreign financial markets, management, business plan development, and capital formation for a variety of industries, but primarily within the mineral resource and oil and gas industry.	May 11, 2006 to present	2,813,400 [(4)]
Douglas E. Eacrett British Columbia, Canada Director Audit Committee Member and Compensation Committee Member	Mr. Eacrett is currently a practicing corporate finance and securities lawyer and a chartered accountant registered with the Institute of Chartered Accountants in British Columbia. Mr. Eacrett has been a director and or officer of a number of public companies in the past five years, all of which have traded on the TSX Venture Exchange. Mr. Eacrett is currently a director of Regent Ventures Ltd., which position he has held from May 2002 and the Secretary of Clear Frame Solutions Corp., which position he has held from April 6, 2005.	February 27, 2005 to present	175,000 [(5)]
Greg Burnett British Columbia, Canada Vice President – Administration and Director Audit Committee Member and Disclosure Committee Member	Since May 11, 2006, Mr. Burnett has been the Vice President – Administration of the Company. He became a director on June 30, 2006. Mr. Burnett has 18 years of diversified business experience in corporate finance and administration. Since 1989, he has been President and principal shareholder of Carob Management Ltd., a private management consulting company based in Vancouver, British Columbia specializing in the provision of due diligence services, development of business plans, and structuring / financing / management of venture capital projects, primarily in the public market arena. Mr. Burnett presently serves on the board of directors and is a consultant to the following public companies: Garibaldi Resources Corp., a junior gold exploration company focusing on projects in Mexico, and Marifil Mines Limited, a junior metals exploration company focused in Argentina, and Wolverine Minerals Corp., a junior mineral exploration company focussed in British Columbia. Mr. Burnett holds a Master of Business Administration degree (1986) and a Bachelor of Applied Sciences degree in Civil Engineering (1984) from the University of British Columbia.	June 30, 2006 to present	2,185,000 [(6)]

Name Province/State Country of Residence and Position(s) with the Company [1]	Principal Occupation Business or Employment for Last Five Years [1]	Periods during which Nominee has Served as a Director	Number of Common Shares Owned [1]
Malcolm F. Clay British Columbia, Canada Director Chairman of the Audit Committee and Compensation Committee Member	Mr. Clay was appointed to the Company's board of directors on January 14, 2008. He was a partner of KPMG, Chartered Accountants, for 27 years. As a public accountant, he served as lead audit or concurring partner for public companies listed on AMEX, NYSE and the Canadian stock exchanges. Mr. Clay was Partner in Charge of the Vancouver Audit Practice of KPMG for 10 years. In 1997, he was elected non-executive chairman of KPMG Canada. Mr. Clay retired from his career at KPMG in 2002 and since then, has served as a consultant and advisor to numerous public and private companies. Mr. Clay currently serves on the board of directors and as Chairman of the Audit Committee for Versatile Systems Inc., Abode Mortgage Holdings Corp., Zongshen Pem Power Systems Inc. and Minco Gold Corporation .	January 14, 2008 to present	Nil [7]

(1) Information has been furnished by the respective nominees individually.

(2) This number does not include stock options to acquire an aggregate of 1,000,000 Common Shares (600,000 exercisable at $1.00 per Common Share until May 11, 2011 and 400,000 exercisable at $1.50 per Common Share until June 18, 2013) and 2,112,000 Common Shares which were transferred to The Wallace M. Mays 2006 Family Trust No. 1 for estate planning purposes.

(3) These Common Shares are held by the Clement Family Limited Partnership. This number does not include stock options to acquire an aggregate of 1,000,000 Common Shares (600,000 exercisable at $1.00 per Common Share until May 11, 2011 and 400,000 exercisable at $1.50 per Common Share until June 18, 2013).

(4) Of the 2,813,400 Common Shares held by Tom Doyle, 637,500 Common Shares are subject to an escrow agreement dated January 2, 2008. This number does not include stock options to acquire an aggregate of 1,000,000 Common Shares (600,000 exercisable at $1.00 per Common Share until May 11, 2011 and 400,000 exercisable at $1.50 per Common Share until June 18, 2013).

(5) This number does not include stock options to acquire an aggregate of 150,000 Common Shares (100,000 exercisable at $1.00 per Common Share until May 11, 2011 and 50,000 exercisable at $1.50 per Common Share until June 18, 2013).

(6) Of the 2,185,000 Common Shares held by Greg Burnett, 637,500 Common Shares are subject to an escrow agreement dated January 2, 2008. This number does not include stock options to acquire an aggregate of 1,000,000 Common Shares (600,000 exercisable at $1.00 per Common Share until May 11, 2011 and 400,000 exercisable at $1.50 per Common Share until June 18, 2013).

(7) This number does not include stock options to acquire an aggregate of 200,000 Common Shares exercisable at $1.50 per share until January 14, 2013.

Advisory Board

On August 2, 2006, the Company announced the establishment of an advisory board to provide strategic support to management in regards to the exploration and development of its uranium properties and the identification of new business opportunities. The Company has appointed Dr. Charles G. Groat and Anthony J. Thompson as the first two members of this board.

Dr. Groat currently is the director of the Center for International Energy and Environmental Policy at the University of Texas at Austin. The center supports research and informs governments and corporations on the formulation of policies and strategies on energy and environment. In addition, Dr. Groat leads the graduate program in energy and mineral resources within the Jackson School of Geosciences. Prior to adding this honor to his accomplishments, Dr. Groat was director of the United States Geological Survey from 1998 through 2005 and before that, he was executive director of the American Geological Institute. Throughout his career, Dr. Groat has combined

geotechnical pursuits and public interests. He held top positions at the University of Texas as an associate professor and associate director and acting director of the Bureau of Economic Geology. He was director of the Louisiana Geologic survey and assistant to the Secretary of the Louisiana Department of Natural Resources. Dr. Groat received his Bachelor of Arts degree in Geology from the University of Rochester, a Master of Science in Geology from the University of Massachusetts, and a Ph.D. in Geology from the University of Texas at Austin.

Anthony J. Thompson has been practicing environmental and occupational health and safety law since the mid-1970s. His practice includes legislation, regulatory counseling and litigation involving development of and compliance with environmental and natural resources law and regulations, risk assessment and management, and occupational health and safety regulatory matters. As primary outside counsel to the American Mining Congress (AMC), now the National Mining Association (NMA), for radioactive waste issues, he has represented virtually the entire domestic uranium mining and milling industry either as counsel to AMC/NMA or as a counsel to individual licensees since the late 1970's. Thus, for over two decades, his practice has encompassed uranium recovery legislative, regulatory, licensing and litigation issues for both conventional and ISR facilities, radiation health and safety issues, including radioactive waste disposal issues, Clean Air Act (CAA) and title (CERCLA) issues, issues related to releases of radionuclides, and constitutional issues related to federal preemption of Atomic Energy Act (AEA) materials. Mr. Thompson is the prime author of NMA's White Paper entitled "Recommendations for a Coordinated Approach to Regulating the Uranium Recovery Industry" and NMA's Fuel Cycle Facilities Forum's (FCFF) joint White Paper entitled "Direct Disposal of Non-11e.(2) Byproduct materials in uranium Mill Tailings Impoundments". Mr. Thompson received his B.A. degree in History from Princeton University and his law degree from the University Of Virginia School Of Law. He was a member of the National Risk Assessment and Management Commission, appointed by President Bush in 1992. He is currently a member of the American Nuclear Society, the American Bar Association, Society for Mining, Metallurgy, and Exploration, Inc., and numerous other associations.

Audit Committee Disclosure

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

The Audit Committee Charter

The following Audit Committee Charter was adopted by the board of directors of the Company:

Mandate

The primary function of the audit committee (the "Committee") is to assist the Company's board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;

- review and appraise the performance of the Company's external auditors; and

- provide an open avenue of communication among the Company's auditors, financial and senior management and the board of directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the board of directors. All of the members of the Committee shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full board of directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

    (a) review and update this Audit Committee Charter annually; and

    (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. External Auditors

    (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's board of directors and the Committee as representatives of the shareholders of the Company;

    (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;

    (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;

    (d) take, or recommend that the Company's full board of directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(e) recommend to the Company's board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;

(f) recommend to the Company's board of directors the compensation to be paid to the external auditors;

(g) at each meeting, consult with the external auditors about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

(i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and

(j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,

(ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and

(iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes

(a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;

(b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

(g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

(a) review any related-party transactions;

(b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and

(c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors, Douglas E. Eacrett, Greg Burnett and Malcolm Clay. As defined in NI 52-110, Douglas E. Eacrett and Malcolm Clay are "independent". All of the Audit Committee members are "financially literate", as defined in NI 52-110.

Relevant Education and Experience

Mr. Eacrett is currently a practicing corporate finance and securities lawyer and a chartered accountant registered with the Institute of Chartered Accountants in British Columbia. Mr. Eacrett has been a director and or officer of a number of public companies in the past five years, all of which have traded on the TSX Venture Exchange.

Mr. Burnett has 18 years of diversified business experience in corporate finance and administration. Since 1989, he has been President and principal shareholder of Carob Management Ltd., a private management consulting company based in Vancouver, British Columbia specializing in the provision of due diligence services, development of business plans, and structuring / financing / management of venture capital projects, primarily in the public market arena. Mr. Burnett holds a Master of Business Administration degree (1986) and a Bachelor of Applied Sciences degree in Civil Engineering (1984) from the University of British Columbia.

Mr. Clay was a partner of KPMG, Chartered Accountants, for 27 years. As a public accountant, he served as lead audit or concurring partner for public companies listed on AMEX, NYSE and the Canadian stock exchanges. Mr. Clay was Partner in Charge of the Vancouver Audit Practice of KPMG for 10 years. In 1997, he was elected non-executive chairman of KPMG Canada.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Company's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4, 3.2, 3.4, 3.5, 3.6, 3.8 or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. Please refer to the section entitled "Audit Committee Disclosure" to review the terms of the Audit Committee Charter.

External Auditor Service Fees

In the following table, "audit fees" billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ended March 31	Audit Fees	Non-Audit Fees	Tax Fees	All Other Fees
2008	$51,125	Nil	$3,828	Nil
2007	$57,752	$4,317	Nil	Nil

Disclosure Committee

On July 24, 2007, the Company adopted a Disclosure, Confidentiality and Insider Trading Policy. In accordance with this Policy, a Disclosure Committee was created to implement the terms of the Policy.

Mandate

The Disclosure Committee will have the responsibility to:

- evaluate the necessity of making public disclosures;
- review and approve, before they are generally disclosed, each document to assess the quality of the disclosures made in the document including, but not limited to, whether the document is accurate and complete in all material respects;
- review and approve the guidelines and procedures to be distributed to appropriate management and other Company personnel designed to gather the information required to be disclosed in core documents;

- establish timelines for the preparation of core documents, which timelines will include critical dates and deadlines during the disclosure process relating to: (i) the preparation of drafts, (ii) the circulation of drafts to appropriate Company personnel, the Company's independent auditors and the Audit Committee of the board of directors of the Company (the "Board"), (iii) the receipt of comments, and (iv) the review of the comments by the Disclosure Committee. Such timetables will allow for circulation of draft Core Documents to the Chief Executive Officer, the Chief Financial Officer, the Audit Committee of the Board and the Board sufficiently in advance of the applicable filing deadline in order to enable such persons to review carefully the filing and discuss any questions and comments related thereto;

- make determinations about whether:

    - any information is Material Information,

    - a Material Change has occurred,

    - selective disclosure has been or might be made, or

    - a Misrepresentation has been made;

- oversee the design and implementation of this Policy and the Company's "Disclosure Controls and Procedures", which are defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Core Documents is recorded, processed, summarized and reported within the specified time periods;

- periodically evaluate the effectiveness of the Company's Disclosure Controls and Procedures, particularly prior to the filing of each Core Document, and assist the Chief Executive Officer and the Chief Financial Officer with their evaluation of the effectiveness of such Disclosure Controls and Procedures. The Disclosure Committee's evaluation will include an assessment of the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Core Documents is being recorded, processed, summarized and reported;

- make recommendations to the Chief Executive Officer and the Chief Financial Officer with respect to the disclosures to be contained in the Core Documents to be filed by the Company;

- in its discretion, conduct interim evaluations of the Company's Disclosure Controls and Procedures in the event of significant changes in securities regulatory requirements, Canadian GAAP, legal or other regulatory policies, or stock exchange requirements, or if it otherwise considers such evaluations appropriate;

- educate the Directors, Officers, Employees and Contractors about the matters contemplated by this Policy;

- monitor the effectiveness of, and compliance with, this Policy and report to the Audit Committee of the Board on the operation of this Policy, or to the Chief Executive Officer and the Chief Financial Officer in the case of the effectiveness of the Disclosure Controls and Procedures and the Disclosure Committee's assessment of the quality of the disclosures made in Documents, and recommend any necessary changes to this Policy;

- annually review and re-assess the adequacy of this Policy and, if necessary, recommend any proposed changes to the Chief Executive Officer and the Chief Financial Officer for approval such that the Policy complies with changing requirements and best practices;

- accumulate information which may be required to be reported upon or disclosed and communicated to the executive officers of the Company to allow the Company to meet its disclosure obligations on a timely basis; and

- report to the Chief Executive Officer and the Chief Financial Officer prior to such officers executing their certifications related to the Core Documents setting out the evaluation, findings and conclusions of the Disclosure Committee regarding the effectiveness of the Disclosure Controls and Procedures and the Disclosure Committee's assessment of the quality of the disclosures made in the Core Documents.

Composition

Various representatives of the Company, as may be designated by the Chief Executive Officer and the Chief Financial Officer, from time to time, will be responsible for the implementation of this Policy. Currently, the Disclosure Committee is composed of Greg Burnett, Tom Doyle, and Richard Clement.

9.2 Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set out below, to the best of management's knowledge, no proposed director of the Company has, within 10 years before the date of this AIF, been a director or officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

On or about May 24, 2000, Golden Maritime Resources Ltd. was the subject of a cease trade order issued by the Ontario Securities Commission with a view to allowing the company an additional two months to secure a financing and file the company's December 31, 1999 audited financial statements. The company failed to secure the financing and on July 24, 2000**,** Golden Maritime Resources Ltd. was subject to, and continues to be subject to, a cease trade order for failing to file financial statements. Douglas Eacrett was a director of the company from January 1996 to December 2003. On November 3, 2005, Clear Frame Solution Corp. was made the subject of a cease trade order for failing to file financial statements. Douglas Eacrett is the Secretary of that company.

Greg Burnett was a director of Arctos Petroleum Corp., Orko Gold Corp., and East Asia Gold Corp. when these companies were subject to cease trade orders for failing to file certain financial information in a timely manner. All cease trade orders were revoked upon filing the required financial information.

Tom Doyle was a director of Arctos Petroleum Corp. when this company was subject to a cease trade order for failing to file certain financial information in a timely manner. This cease trade order was revoked upon filing the required financial information.

9.3 Bankruptcies

Other than as set out below, to the best of management's knowledge, no proposed director of the Company has, within 10 years before the date of this AIF, been a director or officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets.

In the year subsequent to Greg Burnett resigning as a director of Commercial Consolidators Corp. and Prefco Enterprises Inc., both companies were subject to bankruptcy and receivership proceedings.

9.4 Conflicts of Interest

In the event conflicts arise at a meeting of the board of directors, a director who has such a conflict will declare the conflict and abstain from voting. In appropriate cases, the Company will establish a special committee of independent non-executive directors (drawn from the majority of its members who must at all times be

"independent" within the meaning of Multilateral Instrument 52-110 - Audit Committees) to review a matter in which one or more directors, or management, may have a conflict.

Except as disclosed in this AIF, to the best of the Company's knowledge there are no other known existing or potential conflicts of interest between the Company and any director or officer of the Company, except that certain of the directors of the Company serve as directors and officers of other public companies and it is therefore possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of such other companies. Where such conflicts arise, they will be addressed as indicated above.

ITEM 10. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

10.1 Legal Proceedings

The Company was named in a wrongful dismissal claim (Vancouver Supreme Court Action No. S060633, Mehizad Movassaghi v. Abolghassan Aghtai, Powertech Uranium Corp. et al) related to the termination of a former president of the Company in 2004 prior to the sale of the Company's former business. Since such a claim was considered possible at the time of the sale of the business, the former controlling shareholder of the Company and purchaser of the business, agreed to indemnify the Company for any damages or costs incurred in connection with any such claim. Pursuant to the indemnity agreement, the former controlling shareholder has assumed the defence of the claim on behalf of the Company.

ITEM 11. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

11.1 Interest of Management and Others in Material Transactions

At the time that the Company entered into the Private Placement Agreement with Synatom, Synatom owned 4,890,000 Common Shares. For details on the private placement by Synatom, see the section entitled "General Development of the Business – Three Year History – Private Placement with Société Belge de Combustibles Nucléaires Synatom SA".

ITEM 12. TRANSFER AGENTS AND REGISTRARS

12.1 Transfer Agents and Registrars

The transfer agent and registrar for the common shares of Powertech is Pacific Corporate Trust Company in Vancouver, British Columbia.

ITEM 13. MATERIAL CONTRACTS

13.1 Material Contracts

There are no other contracts, other than those disclosed in this AIF and those entered into in the ordinary course of the Company's business, that are material to the Company and which were entered into in the most recently completed fiscal year or which were entered into before the most recently completed fiscal year but are still in effect as of the date of this AIF.

1. Agreement of Purchase and Sale of Assets dated September 30, 2004, among the Corporation, Gasmaster Industries and Fama Holdings.

2. Debt Settlement Agreement dated March 22, 2005, between the Corporation and Roy Brown.

3. Letter of Intent dated August 9, 2005, between the Corporation and Denver Uranium.

4. Letter Agreement dated April 7, 2006, between the Corporation and Pacific International Securities Inc. regarding up to a $10,000,000 financing by way of a best efforts private placement. The Letter Agreement provides for the placement of up to 10,000,000 units priced at $1.00 per unit, each unit consisting of one Common Share and one-half of one share purchase warrant. Each whole warrant allows the holder to acquire one Common Share for one year from the closing date at a price of $1.30 per Common Share. The Corporation has also granted Pacific International Securities Inc. an over-allotment option exercisable at any time prior to the closing of the placement of up to an additional 2,000,000 units. Pursuant to the terms of the Letter Agreement, the Corporation will pay Pacific International Securities Inc. a commission of 7% of the gross proceeds of the offering, in cash and/or units, at the election of Pacific International Securities Inc., a corporate finance fee of $5,000 and will issue them warrants in a number equal to 9% of the units sold, with each unit entitling them to acquire one Common Share at a price of $1.20 per Common Share for one year from closing. The issuance of additional equity securities by the Corporation may result in a significant dilution in the equity interests of the Corporation's shareholders. The Corporation can offer no assurance that it will be able to close the $10,000,000 financing or obtain funds required to continue its operations and commence development of the Mineral Assets.

5. Agreement of Purchase and Sale dated February 20, 2006 between Denver Uranium Company, LLC, Powertech (USA) Inc., Powertech Industries Inc., Wallace M. Mays, and Richard Clement.

6. Loan Conversion Agreement dated February 20, 2006, between Powertech Industries Inc., Greg Burnett and Tom Doyle.

7. Performance Escrow Agreement, dated February 21, 2006 between Powertech Industries Inc., Douglas E. Eacrestt, Wallace M. Mays, and Richard Clement.

8. Letter Agreement dated November 16, 2005 between Powertech Industries Inc. and Energy Metals Corporation (to acquire 100% interest in mineral claims held by Energy Metals Corporation located in Black Hills Meridian).

9. Management Services Contract dated May 1, 2006 between Powertech Industries Inc. and Tom Doyle.

10. Management Services Contract dated May 1, 2006 between Powertech Industries Inc. and Carob Management Ltd. (Greg Burnett).

11. Management Services Contract dated May 1, 2006 between Powertech Industries Inc. and Richard Clement.

12. Management Services Contract dated May 1, 2006 between Powertech Industries Inc. and WM Mining Company LLC. (Wallace Mays).

13. TSX-V Escrow Agreement Value Security, Form 5D, dated May 11, 2006 between Pacific Corporate Trust Company, Powertech Industries Inc., Wallace M. Mays, Richard Clement (Time Release Escrow Agreement).

14. TSX-V Escrow Agreement Value Security, Form 5D, dated May 11, 2006 between Pacific Corporate Trust Company, Powertech Industries Inc., Tom Doyle and Greg Burnett (Time Release).

15. Lease Agreement dated March 22, 2007 between MID Holdings Inc., by its duly authorized agent, Tonko Realty Advisors (B.C.) Ltd. and Habanero Resources Inc. and Powertech Uranium Corp. (jointly & severally).

16. Data Purchase and Sale Agreement dated December 11, 2006 between Energy Metals Corporation and Powertech Uranium Corp. (geological data related to exploration prospects in Wyoming).

17. Amendment Agreement to Data Purchase & Sale Agreement dated December 15, 2006 between Energy Metals Corporation and Powertech Uranium Corp.

18. Asset Purchase Agreement dated August 9, 2006 between R. B. Smith & Associates, Inc. and Powertech Uranium Corp. (purchase of a database of information relating to certain mineral properties in the U.S.A.)

19. Purchase and Sale Agreement dated September 27, 2006 between Anadarko Land Corp. and Powertech Uranium Corp. (lands located in Weld County, Colorado).

20. Investor Relations Agreement dated October 5, 2006 between Powertech Uranium Corp. and Studer Consulting.

21. Purchase Agreement dated March 31, 2006 between Richard E. Elston and Powertech (USA) Inc. (undivided 1/3 interest to mineral properties in Custer County, South Dakota).

22. Employment Contract dated May 1, 2006 between Powertech (USA) Inc. and James Bonner.

23. Employment Contract dated May 1, 2006 between Powertech Uranium Corp. and Frank Lichnovsky.

24. Employment Contract dated July 10, 2006 between Powertech (USA) Inc. and Richard E. Blubaugh.

25. Employment Contract dated January 16, 2007 between Powertech (USA) Inc. and Lane Douglas.

26. Employment Contract dated May 14, 2007 between Powertech (USA) Inc. and Mark Hollenbeck.

27. Lease Agreement dated July 25, 2006 between Rogers W. Martin and Powertech (USA) Inc.

28. Amended Lease Agreement dated February 13, 2007 between Steve Simunek and Powertech (USA) Inc.

29. Lease Agreement dated December 1. 2006 between Steve Simunek and Powertech (USA) Inc.

30. Professional Services Agreement dated January 30, 2007 between Powertech (USA) Inc. and R Squared Inc.

31. Professional Services Agreement dated June 22, 2007 between Powertech (USA) Inc. and Knight Piesold and Co.

32. Private Placement Agreement, dated June 3, 2008 among Powertech Uranium Corp., Powertech (U.S.A.), Inc. and Société Belge de Combustibles Nucléaires Synatom SA

33. Voting Agreement, dated June 3, 2008, among Powertech Uranium Corp., Powertech (U.S.A.), Inc., Société Belge de Combustibles Nucléaires Synatom SA, Wallace M. Mays, the Wallace M. Mays 2006 Family Trust No. 1, Richard Clement, the Clement Family Limited Partnership, Tom Doyle and Greg Burnett

34. Shareholders Agreement, dated June 3, 2008, among Powertech Uranium Corp., Powertech (U.S.A.), Inc., Société Belge de Combustibles Nucléaires Synatom SA, Wallace M. Mays, the

Wallace M. Mays 2006 Family Trust No. 1, Richard Clement, the Clement Family Limited Partnership, Tom Doyle and Greg Burnett

35. First Series Share Purchase Warrant, dated June 4, 2008, issued to Société Belge de Combustibles Nucléaires Synatom SA

36. Second Series Share Purchase Warrant, dated June 4, 2008, issued to Société Belge de Combustibles Nucléaires Synatom SA

37. Purchase Agreement, dated May 29, 2008 between Powertech (U.S.A.), Inc. and Elston Bros. Realty Co., LLC

ITEM 14. EXPERTS

14.1 Names of Experts

Robert B. Smith prepared a technical report dated December 15, 2005, on the Dewek-Burdock Property and W. Cary Voss and Daniel E. Gorski prepared a technical report dated March 28, 2007, on the Centennial Project. To the best knowledge of management of the Company, as at the date hereof, Robert B. Smith, W. Cary Voss and Daniel E. Gorski did not have any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or its predecessor entities when the experts prepared their respective reports.

ITEM 15. ADDITIONAL INFORMATION

15.1 Additional Information

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular prepared in connection with the Company's annual meeting of shareholders to be held on July 15, 2008 which is available on SEDAR at www.sedar.com. Additional financial information is provided in the Corporation's financial statements and management discussion and analysis for the financial year ended March 31, 2007.