



2010 ANNUAL INFORMATION FORM

APRIL 27, 2010

PHOSCAN CHEMICAL CORP.

ANNUAL INFORMATION FORM

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Documents Incorporated by Reference

The following documents are specifically incorporated by reference in this Annual Information Form:

1. The consolidated financial statements of PhosCan Chemical Corp. (“PhosCan” or the “Corporation”) for the year ended January 31, 2010 prepared in accordance with Canadian generally accepted accounting principles and the auditors' report thereon (the “2010 Annual Financial Statements”);
2. Management’s Discussion and Analysis of PhosCan for the year ended January 31, 2010 (the “2010 Annual MD&A”);
3. A Technical Report dated May 16, 2008 entitled “N.I. 43-101 Technical Report: Martison Phosphate Project Preliminary Feasibility Study”, prepared by James S. Spalding, David Sprott, Paul S. Waters, Joe Demidovich and Milton Jennings (the “2008 Technical Report”) prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* adopted by the Canadian Securities Administrators (“NI 43-101”).

The above documents are available for review on the System for Electronic Data Analysis and Retrieval (“SEDAR”), which may be accessed on the Internet at website: www.sedar.com.

Currency

In this Annual Information Form, references to “US\$” are to United States dollars, and references to “\$” are to Canadian dollars. The nominal noon rate of exchange on April 26, 2010, as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars was US\$1.00 = \$1.0009.

Defined Terms

In this Annual Information Form, in addition to the terms which are parenthetically defined, the following terms have the following meanings respectively:

Acidulation	The process whereby phosphate rock is reacted with a mineral acid to produce a fertilizer solution (phosphoric acid) and gypsum. Hemihydrate and dihydrate processes use sulphuric acid and produce gypsum with the formula $\text{CaSO}_4 \cdot 1/2\text{H}_2\text{O}$ and $\text{CaSO}_4 \cdot 2\text{H}_2\text{O}$ respectively.
Attack	The reaction or digestion of phosphate rock by acid.
cm	centimetres
DDH	Diamond drill hole
Filter Acid	The phosphoric acid filtrate product prior to washing the filter cake.
Filter Cake	The gypsum crystals retained on the filter cloth after filtration and washing.
Filtration	The separation of phosphoric acid from gypsum using a porous medium (filter cloth) to retain the gypsum crystals and pass the liquid acid.
h	hour
km	kilometres
kV	kilovolts
kW	kilowatts
m	metres
mm	millimetres
MAP	Monoammonium Phosphate, $\text{NH}_4\text{H}_2\text{PO}_4$ (the percent nitrogen: phosphorus:potassium analysis is typically between 10:48:00 and 12:52:00)
MGA	Merchant Grade Acid, typically 54% P_2O_5
MVa	Megavoltamperes
N	Symbol for Nitrogen, an essential crop nutrient.
P	Symbol for Phosphorous, an essential element for life.
P_2O_5	Phosphorous pentoxide
PEM	Potentially Economic Material: Resource material that has not yet been converted to ore reserves according to NI 43-101 guidelines.
Reactor	The vessel in which acidulation takes place (also known as attack tank).
Recovery	% of the P_2O_5 in the process feed that reports to the process product.
Rock	Phosphate rock is the commercial name for natural mineral concentrates containing phosphorous compounds. In a mining context, rock may also refer to the total quantity of ore and waste handled.
Slurry	A mixture of solid and liquid components. For the slurry pipeline the components are inert phosphate rock and water. For the phosphate plant, the components fed to the reactor are phosphate rock, sulphuric acid, and return acid. The reactor discharge contains gypsum crystals and phosphoric acid.
SPA	Super Phosphoric Acid, typically 70% P_2O_5 . Referred to as black SPA before the carbon is removed and as green SPA after the carbon is removed.
t	metric tonne = 1,000 kg

Forward-Looking Statements

This Annual Information Form contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performances of PhosCan, the Martison Phosphate Project, the future supply, demand, inventory, production and price of phosphate, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, requirements for additional capital for the Martison Phosphate Project, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of PhosCan to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed in the section entitled “*Description of the Business - Risk Factors*” in this Annual Information Form. Although PhosCan has attempted to identify important 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 to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Annual Information Form based on the opinions and estimates of management, and PhosCan disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. 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, potential investors should not place undue reliance on forward-looking statements.

ITEM 1 - CORPORATE STRUCTURE

1.1 Name, Address and Incorporation

The Corporation was originally formed upon the amalgamation of Everdeen Resources Ltd. and Hendricks Minerals Canada Limited on March 22, 1994 under the *Business Corporations Act* (Ontario) under the name Hendricks Minerals Canada Limited. Hendricks Minerals Canada Limited changed its name to MCK Mining Corp. on May 6, 1997. MCK Mining Corp. changed its name to PhosCan Chemical Corp. on July 25, 2006. On October 19, 2006, the Corporation was continued under the *Canada Business Corporations Act*.

The principal office of the Corporation is located at 2 Bloor Street West, Suite 2005, Toronto, Ontario, Canada, M4W 3E2 and the registered office of the Corporation is located at 50 Richmond Street East, Suite 101, Toronto, Ontario, Canada, M5C 1N7.

1.2 Intercorporate Relationships

The Corporation has two wholly-owned subsidiaries: Baltic Resources Inc., which was formed upon the amalgamation of Baltic Resources Inc. and 1366825 Alberta Ltd. on March 10, 2008 under the *Business Corporations Act* (Alberta); and MCK Mining Cayman Corp., which is in the process of being dissolved by PhosCan.

As used herein the term the “Corporation” or “PhosCan” refers to PhosCan Chemical Corp., and, where appropriate, its predecessor corporations and its wholly-owned subsidiaries. The term “Baltic” refers to Baltic Resources Inc.

ITEM 2 - GENERAL DEVELOPMENT OF THE BUSINESS

2.1 Three Year History

PhosCan is engaged in the development of the Martison Phosphate Project, which consists of the Martison Phosphate Deposit and a planned phosphate mine, beneficiation plant, conversion complex and solid fertilizer production facility (the “Martison Project”). In December of 2008, PhosCan announced that, given current financial market and fertilizer industry conditions, it was deferring several tasks related to the development of the Martison Project such as construction of the balance of the permanent road to access the proposed mine site and detailed project engineering. As a result, the Corporation has been actively sourcing and reviewing a broad range of corporate development opportunities.

Year ended January 31, 2008

On March 2, 2007, a brokered private placement of 4,575,000 common shares for gross proceeds of \$1,601,250 was completed. The proceeds of the private placement were used for business development, working capital, and for general corporate purposes.

In May 2007, James Spalding completed an independent mineral reserve estimate and prepared a technical report entitled “Technical Report: Martison Project “South of Ridge Lake” Area, North of Hearst, Ontario” dated May 30, 2007 (the “2007 Technical Report”). The 2007 Technical Report was prepared to review and update the geological and resource base for the Martison Project. The resource estimates were based on data from 120 holes completed in six drilling campaigns. Estimates included measured and indicated resources of 62.2 million tonnes averaging 23.6% P₂O₅ plus an additional 55.7

million tonnes of inferred resources averaging 21.9% P₂O₅. The 2007 Technical Report was the first NI 43-101 compliant resource estimate prepared for the Martison Project.

On August 14, 2007, a brokered private placement of 17,710,000 common shares for gross proceeds of \$15,939,000 was completed. The proceeds of the private placement were used for advancement of the Martison Project, working capital, and for general corporate purposes.

In November of 2007, an independently conducted phosphoric acid test utilizing concentrate from the Martison Project was completed. PhosCan and its consultant, Jacobs Engineering Group Inc. of Lakeland, Florida ("Jacobs"), successfully completed the technology development for the production of high-quality phosphate fertilizers from the Martison Project phosphate concentrate. High quality SPA and MAP were produced in Jacobs' laboratory/pilot plant. The commercial liquid fertilizer 10-34-0 was also produced in the laboratory with high polyphosphate and low magnesium content.

On November 20, 2007, a brokered private placement of 16,050,000 common shares for gross proceeds of \$17,655,000 was completed. The proceeds of the private placement were used for advancement of the Martison Project, working capital, and for general corporate purposes.

Year ended January 31, 2009

PhosCan commenced a bankable feasibility study (the "Bankable Feasibility Study" or "BFS") during the winter 2008 field program, which included: a geotechnical program on the proposed mine pit and infrastructure areas; collection of a 40 tonne bulk sample for metallurgical testing and final beneficiation plant design; and a hydrogeological program examining water flows within the proposed mine pit area.

A plan of arrangement between PhosCan and Baltic (the "Plan of Arrangement") was approved by shareholders of PhosCan and Baltic separately on March 4, 2008 and by a final order of the Alberta Court of Queen's Bench issued on March 7, 2008. The Plan of Arrangement was completed on March 10, 2008. On that date PhosCan acquired all of the issued and outstanding shares of Baltic, which owns the remaining 50% interest in the Martison Project, such that PhosCan now holds, directly and indirectly, 100%, of the Martison Project.

The Corporation engaged the services of Golder Associates Ltd. ("Golder") and Jacobs to conduct a pre-feasibility study for the Martison Project in October of 2006 (the "Pre-Feasibility Study"). The Pre-Feasibility Study was completed at the end of May, 2008, and is summarized in the 2008 Technical Report. The Pre-Feasibility Study included: a comprehensive review of information and studies generated over 25 years, including 16,284 meters of drilling over seven drilling programs, extensive metallurgical testing, and environmental and geotechnical studies; an assessment of mineral resources; tests producing phosphate concentrate, phosphoric acid and the two fertilizer products contemplated for the market place; marketing and logistics studies; engineering studies of vertically-integrated high-analysis fertilizer production facilities, including the preparation of capital and operating costs (in fourth quarter 2007 U.S. dollars).

On June 17, 2008, a brokered private placement of 29,000,000 common shares for gross proceeds of \$55,100,000 was completed. The proceeds of the private placement were to be used for advancement of the Martison Project, working capital, and for general corporate purposes.

In September of 2008, the board of directors of PhosCan approved the adoption of a shareholder rights plan.

On December 8, 2008, PhosCan announced an update on the development of the Martison Project. Subsequent to the Pre-Feasibility Study, the Corporation completed: an upgrade of the existing portion of the permanent access road, which was completed by a construction company in a joint venture with a local First Nation; archaeological, traditional native land use and occupancy, and biological studies; purchase of the land required for the proposed MAP fertilizer production facility in Brandon, Manitoba; and preliminary site layout and process flow diagrams and design criteria for the proposed MAP fertilizer production facility and a portion of the proposed phosphate plant.

PhosCan also announced that, given current financial market and fertilizer industry conditions, it was deferring several tasks related to the development of the Martison Project such as construction of the balance of the permanent road to access the proposed mine site and detailed project engineering. As a result, the Corporation no longer expects production to begin at the Martison Project in 2012 as previously announced. PhosCan intends to continue to advance the Martison Project and will remain prudent and disciplined, and work to find the right balance between advancing the Martison Project and preserving its cash.

Year ended January 31, 2010

Effective February 5, 2009, the common shares of the Corporation commenced trading on the Toronto Stock Exchange (the “TSX”) under the symbol FOS. Concurrently, the Corporation’s common shares were delisted from the TSX Venture Exchange.

On February 11, 2009, Phoscan held a special meeting of shareholders. At the meeting, shareholders ratified and approved the Shareholder Rights Plan (See “*Item 6.4 – Rights Plan*”) and authorized the directors of the Corporation to reduce the stated capital of the Corporation’s common shares, in order to enable PhosCan to undertake a normal course issuer bid (See “*Item 6.5 – Reduction in Stated Capital*”). The directors have not yet reduced the stated capital pursuant to such authorization.

On March 26, 2009, Phoscan entered into an agreement with IAMGOLD Corp. (“IAMGOLD”) for the evaluation of the potential to recover and sell niobium contained on the Martison Property. Under the agreement, an extension of which is under discussion, PhosCan will provide IAMGOLD samples of niobium-enriched material from the Martison Property and tailings material from the Corporation’s ongoing pilot-plant beneficiation testing of the Martison Phosphate Deposit. Using this material, IAMGOLD will, at its own expense, test the commercial viability of extracting the niobium from both materials. Upon completion of this test work, IAMGOLD may elect to conduct, at its own expense, a feasibility study in respect of the extraction, processing and marketing of the niobium. Upon completion of the feasibility study, IAMGOLD may elect to enter into a joint venture with PhosCan to extract, process and market niobium from the Martison Phosphate Deposit. In return for funding all capital costs related to the extraction and processing of the niobium, IAMGOLD would earn the right to market the niobium and an interest in the profits from the sale of the niobium. The Martison Phosphate Deposit contains low grade niobium mineralization and is also overlaid by a higher-grade niobium-enriched lateritic oxide cap in the northern portion of the Martison Property. The 2008 Technical Report outlined a measured and indicated resource containing at least 62.3 million *in-situ* tonnes of phosphatic material averaging 23.6% P₂O₅ (phosphorus oxide) and 0.34% Nb₂O₅ (niobium oxide) and a further 55.7 million tonnes of inferred resource averaging 21.9% P₂O₅ and 0.34% Nb₂O₅.

Under the reduced development program announced in December of 2008, the Corporation continued to advance the following aspects of the Martison Project during the fiscal year ended January 31, 2010:

- Environmental and permitting;
- Taking the mine claims to lease;

- Bench and pilot plant beneficiation testing of phosphate ore from the Martison Project; and
- Phosphoric acid pilot plant testing of flotation concentrate produced from the pilot plant beneficiation test program to collect critical data for engineering design.

The bench and pilot plant beneficiation tests and phosphoric acid pilot plant tests were the largest of these activities. PhosCan spent approximately \$983,000 on these tests, which were conducted by Jacobs, during the twelve months ended January 31, 2010. Results to date are encouraging and, as with each of the four activities, work is ongoing.

2.2 Significant Acquisitions

The Corporation did not make any significant acquisitions during the fiscal year ended January 31, 2010.

ITEM 3 - DESCRIPTION OF THE BUSINESS

3.1 General

Summary

PhosCan is engaged in the development of the Martison Project, which is located near Hearst in north-central Ontario and is close to rail, power, highway, and other infrastructure. PhosCan owns, directly and indirectly through its wholly-owned subsidiary, Baltic, a 100% interest in the Martison Project. The Martison Project contains a major carbonatite (igneous carbonate-rich) pipe capped by a residual deposit (residuum) enriched in phosphate and niobium minerals.

Phosphate fertilizers are used worldwide to sustain and improve crop yields, which are required to meet the needs of both a growing world population and annual depletion of soil nutrients. There is growing demand by chemical plants for phosphate from igneous sources because of its low cadmium content. Cadmium is an undesirable element in fertilizers due to possible toxicity. Restrictions on the cadmium content in both phosphate fertilizers and animal feed phosphates are a growing major objective. Most of the phosphate production is processed to fertilizer and shipped directly to consumer markets. The starting point for the manufacture of most phosphate-fertilizer products is phosphoric acid. It is made by the acidulation of phosphate concentrate (phosphate rock) using sulphuric acid, followed by filtering out the resulting calcium sulphate (gypsum), leaving phosphoric acid containing 25% to 40% P₂O₅, depending on the process being employed.

Principal Markets and Distribution Methods

SPA and MAP are expected to be sold to grain farmers in areas such as Manitoba, Saskatchewan, North and South Dakota, Minnesota, Wisconsin, and Ohio. Phoscan is expected to enjoy a freight advantage over producers that currently transport these fertilizer products to the target market area.

MAP is produced by reacting ammonia with phosphoric acid. Ammonia is produced in the Brandon area and the projected long term cost is US\$400/t of ammonia delivered to the proposed Brandon granulation plant.

The SPA and MGA produced at the Hearst plant site are expected to be shipped by tank car on the adjacent CN rail line. Sulphuric acid or sulphur is also expected to be shipped by rail to the Hearst plant site. Ammonia would be received at the proposed Brandon plant site by tank car. MAP produced at the granulation plant would be dispatched to customers by truck and by rail.

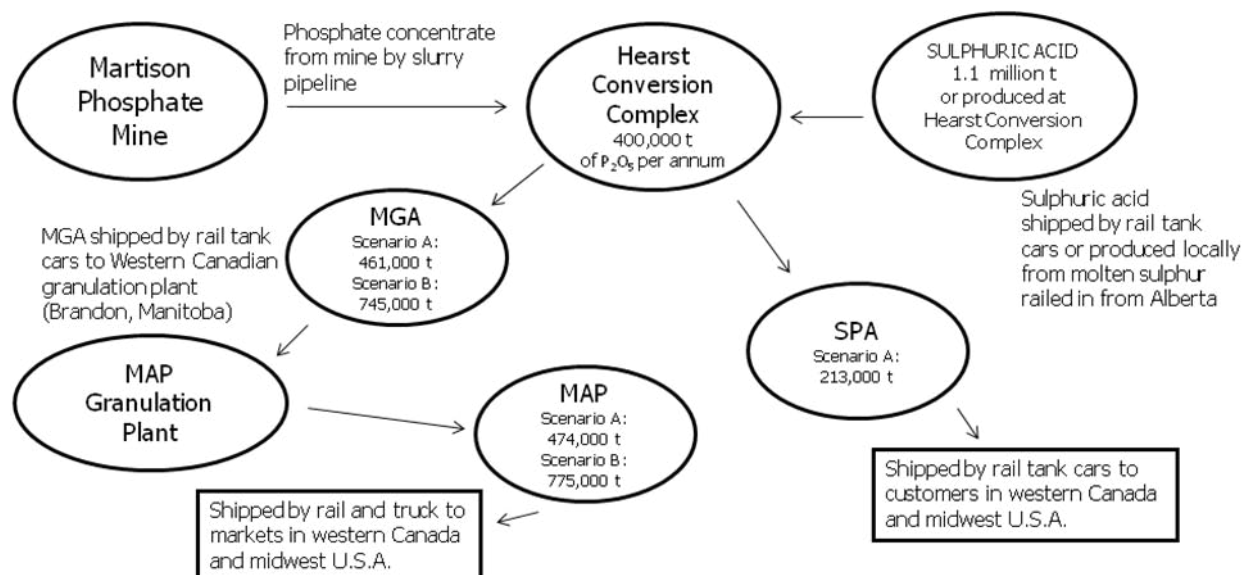
Production

The Pre-Feasibility Study examined two scenarios for the Martison Project. The scenarios were differentiated by the types and quantities of fertilizers produced, the process technology for producing fertilizer solutions, and the sources of sulphuric acid used to make fertilizer solutions from the phosphate concentrate.

Common to both scenarios was an open pit mine, phosphate beneficiation plant, and slurry pipeline to transport 1.16 million tonnes per year of phosphate concentrate to a conversion complex near Hearst to produce 400,000 tonnes of P_2O_5 per year. Each scenario had a 19.3 year period of operation, based on the defined measured and indicated phosphate resources and a preliminary mine plan.

Scenario A examined the feasibility of producing 213,000 solution tonnes per year of SPA and 461,000 solution tonnes of MGA, using sulphuric acid from base-metal smelters in northern Ontario and Quebec, at a proposed phosphate plant located west of Hearst, Ontario and 86 km south of the mine site. The MGA would be subsequently converted to 474,000 tonnes per year of granular MAP at a proposed granulation plant located at Brandon, Manitoba. Evaluation of Scenario A cash flows indicated a five year payback and an internal rate of return of 20.6%. The initial capital investment for Scenario A, including fixed capital, spares, training, land, and working capital was estimated at US\$893 million.

Scenario B examined the feasibility of producing 754,000 solution tonnes per year of MGA at the proposed conversion complex site near Hearst, Ontario, using sulphuric acid produced by a captive sulphur-burning acid plant. The waste heat from burning sulphur produces steam that would be used to generate electricity and evaporate water from the fertilizer solution. The MGA would be subsequently converted to 775,000 tonnes per year of MAP at the proposed granulation plant at Brandon. Evaluation of Scenario B cash flows indicated a five year payback and an internal rate of return of 20.9%. The initial capital investment for Scenario B, including fixed capital, spares, training, and working capital is estimated at US\$1,017 million.



Specialized Skill and Knowledge

Management of PhosCan is composed of a team of individuals who have proven expertise in mining, fertilizer production, financing, development, and stakeholder and First Nations consultation. Management is complemented by an experienced Board of Directors with expertise in the fertilizer industry.

Competitive Conditions

The chemical and fertilizer business is competitive in all of its phases. PhosCan competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than PhosCan, in the development of the Martison Project, and in the search for markets for any products which may be produced.

Environmental Protection

The Martison Project is, and will be, subject to federal environmental protection legislation, as described below in Item 4.1 - Environmental and – Permitting.

Employees

As at January 31, 2010, PhosCan had four direct employees located in the Corporation's Toronto office. As operations require, PhosCan also retains geologists, engineers, geophysicists and other consultants on a fee for service basis.

3.2 Risk Factors

An investment in the securities of the Corporation is speculative and involves a high degree of risk. In addition to matters set out elsewhere in this Annual Information Form, the following are risks related to the Corporation and its business:

Single Mineral Property

The Corporation's only mineral property is the Martison Project. Any adverse development affecting this property would have a material and adverse effect on the Corporation.

Nature of Mineral Exploration and Development

PhosCan is exclusively engaged in the business of exploring, developing and operating mineral properties, which is a highly speculative endeavour. PhosCan's viability and potential success lie in its ability to develop, exploit and generate revenue out of mineral deposits. The exploration and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on the exploration property in which PhosCan has an interest will result in a profitable commercial mining operation.

The operations of PhosCan are subject to all of the hazards and risks normally incidental to exploration and development of mineral properties, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The activities of PhosCan may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which PhosCan has interests. Hazards, such as unusual or unexpected formations, rock bursts, pressures, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While PhosCan may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks are such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which PhosCan 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 PhosCan and, potentially, its financial position.

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 its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in PhosCan not receiving an adequate return on invested capital.

Fluctuating Prices

Factors beyond the control of PhosCan may affect the marketability of any products produced. The prices for phosphate concentrate, phosphoric acid and phosphate fertilizers have fluctuated widely and are affected by numerous factors beyond PhosCan's control. The effect of these factors cannot be accurately predicted.

Competition

The chemical and fertilizer business is competitive in all of its phases. PhosCan competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than PhosCan, in the development of the Martison Project, and in the search for markets for any products which may be produced. There is no assurance that PhosCan will continue to be able to compete successfully with its competitors in developing the Martison Project or finding markets for the products which may be produced.

Financing Risks

PhosCan has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of the Martison Project. Although PhosCan has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that PhosCan will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Martison Project.

Estimates of Mineral Resources

The figures for mineral resources presented in this Annual Information Form are estimates and no assurance can be given that the anticipated tonnage and grades will be achieved or that the indicated level of recovery will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Establishment of a reserve and development of a mine does not assure a profit on the investment or recovery of costs. In addition, geological complexity, mining hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from a mine. These conditions include delays in obtaining governmental approvals or consents, or other geological and mechanical conditions. While diligent mine supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels.

The quantity of a given mineral tends to vary in all types of deposits. Due to the nature of drilling and building reserves, small variances both positive and negative must be anticipated. Inferred resources are estimated and must account for large sections of ore bodies that are believed to contain what the average overall results demonstrate.

First Nations Land Claims

The Martison Project is on land over which at least one First Nation has made aboriginal and treaty rights claims. The Supreme Court of Canada has held that aboriginal groups may have unextinguished aboriginal or treaty rights over lands they claim to be their traditionally lands and by virtue of such, are owed a legal duty of consultation by the Crown on how mining activities might impact on their claims. However, such rights or title are not absolute and may be infringed by government in furtherance of a valid legislative objective, including mining, subject to meeting a justification test. The effect on any particular lands will not be determinable until the exact nature of historical use, occupancy and rights in any particular piece of property have been clarified, or until the parties reach practical agreements that set out how any adverse impacts will be mitigated. The Supreme Court of Canada has also held that even before claims of rights and title are proven with some finality by the courts, the Crown has a duty to consult with First Nations, which can become a duty to seek possible accommodations. The Crown is required to consult in good faith with the intention of substantially addressing First Nation concerns.

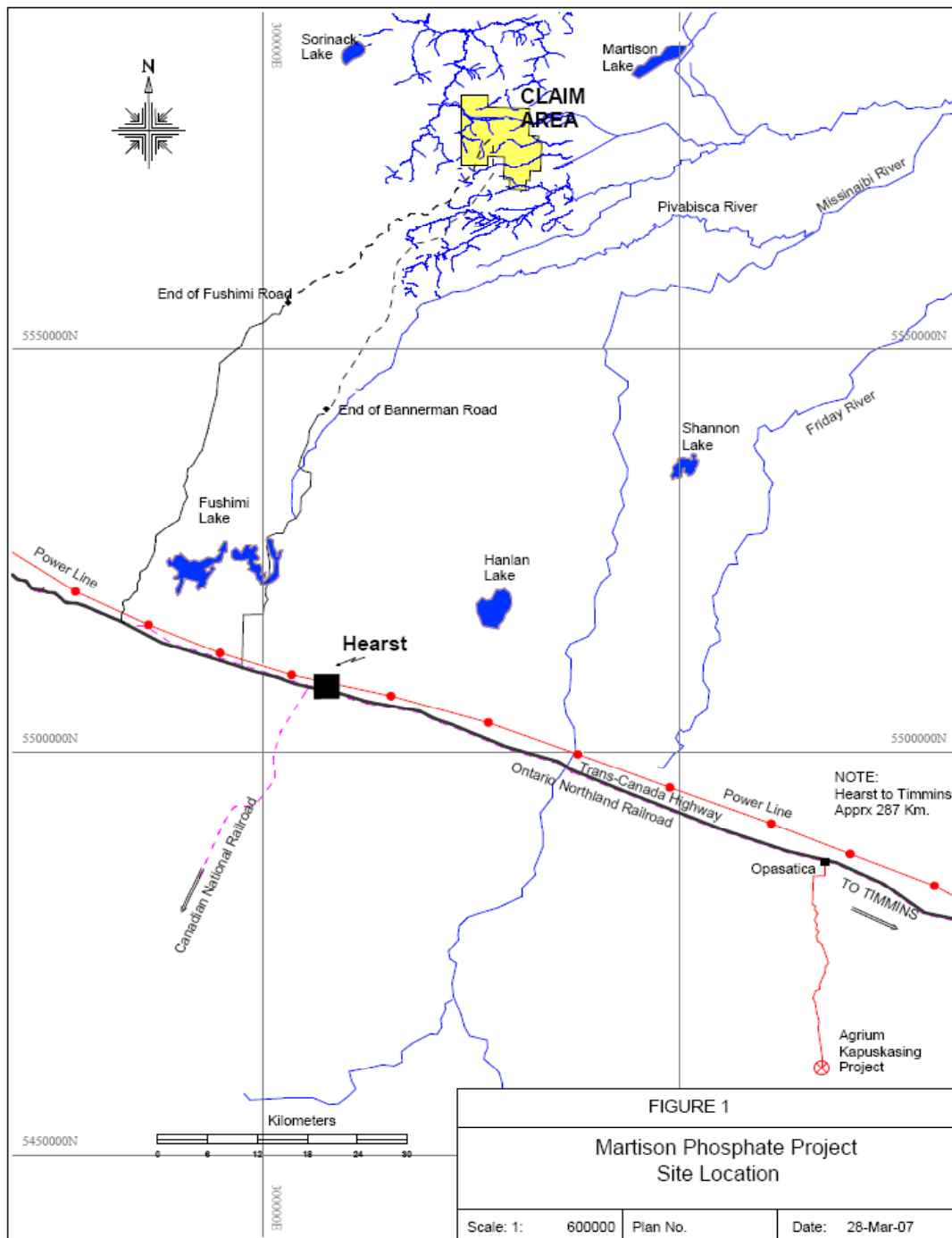
In order to further explore and develop the Martison Project, PhosCan will likely have to negotiate one or more agreements with any First Nation that raises any legitimate aboriginal or treaty rights based claims over the land on which the Martison Project is located. Like any negotiations, there are no assurances that any such agreements can be reached. If PhosCan is unable to negotiate such agreements, its ability to explore, develop and mine the Martison Project may be adversely affected. If PhosCan is able to negotiate such agreements with the First Nations groups, the financial implications of any such agreements will have to be factored into any business model and the overall financial model of the Martison Project.

ITEM 4 - MARTISON PHOSPHATE PROJECT

Unless otherwise stated, the following description of the Martison Project is derived from the 2008 Technical Report. Each of the authors of the 2008 Technical Report is a “qualified person” within the meaning of NI 43-101. Each of the authors is “independent” of the Corporation within the meaning of NI 43-101.

4.1 Property Description and Location

The mine site property encompasses an area of approximately 20,600 acres and is located approximately 70 km northeast of Hearst, Ontario, and 15 km southwest of Martison Lake in the James Bay Lowlands. The Martison Property is located in the “South of Ridge Lake” area and centered about 50° 18’ 52” N., 83° 24’ 52” W.



The mine site area consists of one mining lease # ML 107415 (granted in September 2002) and 40 unpatented contiguous mineral claims, which total 507 units, together comprising approximately 8,338 hectares. The mineral lease and all claims are located within the “South of Ridge Lake” area, Porcupine Mining Division, Cochrane Land Titles & Registry Division, Province of Ontario as shown on Claim Map G-1716 on record at the Provincial Recording Office, Sudbury, Ontario. The claims are registered in the name of PhosCan and Baltic. Each company owns title to 50% of such lease and claims. PhosCan owns all of the issued and

outstanding shares of Baltic, such that it owns, directly or indirectly, 100% of the Martison Project. A complete claim listing is presented below¹:

Number	Type	Status	Due Date	Claim Units	Hectares
					Surveyed
ML 107438 ²	Lease	Active	2023-07-31	14	226.305
					Estimated
P 3002449	Claim	Active	2010-06-27	16	256
P 3002450	Claim	Active	2011-06-27	16	256
P 3002451	Claim	Active	2011-06-27	16	256
P 4202104	Claim	Active	2011-04-10	8	128
P 4202105	Claim	Active	2011-04-10	10	160
P 4202106	Claim	Active	2011-04-10	12	192
P 4202107	Claim	Active	2011-04-10	15	240
P 4202108	Claim	Active	2011-04-10	15	240
P 4202109	Claim	Active	2011-04-10	15	240
P 4202110	Claim	Active	2011-04-10	12	192
P 4202111	Claim	Active	2011-04-10	15	240
P 4202112	Claim	Active	2011-04-10	6	96
P 4202113	Claim	Active	2011-04-10	15	240
P 4202961	Claim	Active	2010-08-11	8	128
P 4202962	Claim	Active	2010-08-11	10	160
P 4202963	Claim	Active	2010-08-11	9	144
P 4202964	Claim	Active	2010-08-11	16	256
P 4202965	Claim	Active	2010-08-11	12	192
P 4208262	Claim	Active	2011-03-15	15	240
P 4208263	Claim	Active	2011-04-10	15	240
P 4208264	Claim	Active	2010-06-27	12	192
P 4208265	Claim	Active	2010-06-27	12	192
P 4208266	Claim	Active	2010-06-27	8	128
P 4208267	Claim	Active	2010-06-27	12	192
P 4208268	Claim	Active	2010-06-27	16	256
P 4208269	Claim	Active	2010-06-27	12	192
P 4208270	Claim	Active	2010-06-27	12	192
P 4208271	Claim	Active	2010-06-27	16	256
P 4208272	Claim	Active	2011-01-19	16	256
P 4204292	Claim	Active	2011-03-15	10	160
P 4214675	Claim	Active	2011-03-15	16	256
P 4214676	Claim	Active	2011-03-15	16	256
P 4214677	Claim	Active	2011-03-15	16	256
P 4214678	Claim	Active	2011-03-15	12	192
P 4214679	Claim	Active	2011-03-15	6	96
P 4214680	Claim	Active	2011-03-15	4	64
P 4214681	Claim	Active	2011-03-15	16	256

¹ The claim listing reflects renewals and claims acquired since the date of the 2008 Technical Report.

² By order of the Ontario Crown, Mining Lease 107415 was changed to 107438 on April 11, 2003.

Number	Type	Status	Due Date	Claim Units	Hectares
P 4214682 ³	Claim	Active	2010-04-16	15	240
P 4214327 ³	Claim	Active	2010-04-16	9	144
P 4214328 ³	Claim	Active	2010-04-16	15	240
P 4240199	Claim	Active	2010-07-28	4	64
41	Claims			511	8,402

Royalties, Payments and Encumbrances

The Martison Project is subject to certain royalties held by Donald D. McKinnon of Timmins, Ontario. Mr. McKinnon holds the following royalties, pursuant to agreements dated February 28, 2002:

- (i) a net sales returns royalty” of 1% of net sales returns on phosphate concentrate (the “Phosphate NSR Royalty”);
- (ii) a net sales returns royalty of 2% of “special products”, which includes all products other than ores sold on the basis of their phosphate content, phosphate concentrate, and all products manufactured downstream of the phosphate beneficiation plant or any aggregate used for the purposes of the Martison Project; and
- (iii) a production royalty calculated on the basis of the number of tonnes of phosphate concentrate produced from the Martison Property; the production royalty rate is \$0.40 per tonne, subject to a proportionate adjustment to reflect any change in the market price of phosphoric acid from the base rate, being the average price for the twelve months ended August 30, 1998.

Prior to the commencement of commercial production, PhosCan may elect to purchase the Phosphate NSR Royalty for a total purchase price of \$3,000,000.

Environmental

Preliminary design for the mine site includes the concept of managing surface water such that most of it will not come in contact with the workings of the mine site and instead will be redirected away from the site to its appropriate watershed without the need for treatment.

Effluent discharged from the mine may either be directed to a stream or lake located on site. If additional engineering design and environmental data suggests that none of the water bodies located on site can handle the effluent discharge, then PhosCan will look at the Pivabiska River as a receiver. The Pivabiska River is the largest receiver within reasonable distance from the site. Effluent will be treated and monitored prior to release into the chosen receiver to show that it meets applicable effluent limits and will not have an impact on the river system and associated biota.

The development of the mine will disturb the terrestrial environment. A closure plan will be developed to mitigate this disturbance, and disturbed areas will be rehabilitated resulting in limited long-term impact to the area.

Permitting

Mining projects, normally being private projects, are generally not subject to the Environmental Assessment Act (Ontario) unless designated. If a project becomes designated, then the project must complete an individual environmental assessment prior to any permits being issued. Based on the

³ Work to maintain active status complete. Final approval pending by Ontario Ministry of Northern Development, Mines and Forestry.

proposed project description for the site, at this time there does not appear that any federal environmental assessment process will be triggered as a result of the Martison Project. Federal and provincial permits will be required to authorize construction and operations at the mine, conversion complex and solid fertilizer production facility sites. The 2008 Technical Report outlined a recommended schedule for the permitting process which prioritized the various permitting applications. However, as a result of the decision made in late 2008 to defer certain tasks related to the development of the Martison Project, this schedule is no longer applicable. The permitting activities taken by the Corporation subsequent to that decision are described below in Item 4.13 – Activities Subsequent to 2008 Technical Report.

4.2 Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

There are two potential access roads to the mine site. One, identified as Bannerman Township Road, has been examined in past project studies. The total length of this access between Hearst and the deposit is 90 km comprised of 8 km on Highway 11, 38 km on the Bannerman Township Road, and 44 km of “path” which is used for winter access to the deposit.

The second access route, and the most recently used, which has been the main access to the deposit during past exploration programs, is the Fushimi Lake Road. This access route has been extended and upgraded by the timber industry in recent years. The total length of this route from Hearst to the Martison Phosphate Deposit is about 112 km comprised of 26 km on Highway 11, 48 km on the Fushimi Road, and 38 km of “path” which has been used for winter access to the deposit. This route was used for the recently completed winter field program.

The proposed site, although not yet finalized, for the conversion complex, is located near the junction of Fushimi Road and Highway 11, between the towns of Hearst and Calstock. The site can be serviced by the main Ontario power grid and a transcontinental gas pipeline and has access to the Northern Ontario rail line.

The proposed granulation plant is on an industrial zoned site at Brandon, Manitoba, with access to city utilities, paved roads, a gas pipeline, and the CN rail line.

Proximity

Medical and emergency facilities are available at Hearst which has hospital facilities and is about one-half hour away by helicopter. Local socio-economic resources are generally limited due to the paucity of population in the region. Basic food, lumber, exploration supplies, fuel, etc. can be purchased at Hearst while other more technical supplies can be obtained in Timmins (a long established mining center). The residents of Hearst are favorably committed to the responsible development of the natural resources of the region and are eager for new employment opportunities.

Climate

The weather in the area of the Martison Property is typical of a mid-continental climate with cold winters and short warm summers. Temperatures vary dramatically over short time intervals. The region experiences five months of often very cold winter and four months of warm summer.

Surface Rights

The Martison Property is located approximately 70 km by air from Hearst and is in close proximity to rail, power, highway and other industrial infrastructure. It is believed, pending further study, that sufficient water is available nearby the site for anticipated mining and industrial use.

Within the mining lease, up to 10% of the surface rights are withheld for future public transportation routes. Also withheld are unspecified areas for the future development of hydropower infrastructure, power transmission, and hydrocarbon pipeline corridors, as well as free use and passage upon all navigable waterways including access to shorelines up to 20 m in depth from the high-water mark. The mining lease further withholds all deposits of sand, gravel, and peat as well as all timber.

The watersheds and streams in which the proposed mine will be established are currently being monitored through a surface water quality and flow measurement sampling program which was initiated by Golder in 2007. The laboratory analysis suggests the surface water quality was similar within each of the water bodies sampled in June (spring - freshet), August (summer - low flow) and September 2007 (fall rains – high flow). Surface water quality was compared to the Provincial Water Quality Objectives (“PWQO”) (Ministry of Environment and Energy 1994). In general, the natural background levels within the Project boundary conformed to the PWQO guidelines.

The mineral claims withhold surface rights up to 122 m around all lakes and rivers, including land under water, as well as reserving all sand, gravel, and peat deposits.

Infrastructure

Mine Access Corridor

A corridor leading to the mine site from the conversion complex near Hearst will contain the access road, electric transmission line, and buried slurry pipeline. Construction of the all-weather access road from Highway 11 to the mine site will consist of 90 km of new and upgraded existing roadway. The access road must be constructed prior to bringing equipment and materials to the mine area for site dewatering, pre-mining activities, and construction activities.

The electric transmission line will provide 115 kV service, which will be transformed at the mine site. The substation will be rated at 12 MVa. A 300 kW diesel powered generator will supply emergency power.

Slurry Pipeline - Concentrate Transportation

The phosphate rock produced at the mine will be thickened, stored in agitated slurry tanks, and pumped to the conversion complex near Hearst. The pipeline system will have the following major components:

- Mine site pumping station
 - One 25 m diameter thickener
 - Two agitated slurry storage tanks (12 hours storage total)
 - Two horizontal centrifugal charge pumps
 - One variable speed positive displacement diaphragm slurry pump (operating)
 - One variable speed positive displacement diaphragm slurry pump (standby)
 - Nominally 86 km of buried 219 mm outer-diameter steel pipe with 12.7 mm wall thickness
- Conversion complex terminal station
 - One slurry storage tank (6 hours storage total) for Scenario A
 - Four slurry storage tanks and one thickener for Scenario B

Ancillary Buildings and Utilities

The ancillary buildings are used for maintenance, warehousing, administration, and personnel needs. The following utilities will be supplied to support the production and maintenance activities at the Martison Phosphate Deposit site:

- Water supply and sewage treatment

- Fire water system.
- Diesel fuel storage
- Compressed air
- Package boiler

Mine Site Preparation

The areas for the mine pit, the waste dump, mine buildings, beneficiation plant, and tailings impoundment are saturated shallow muskeg perched on impermeable glacial till. A coordinated dewatering operation will be required for the development of the site infrastructure and operations. Site preparation activities for the areas for the mine and beneficiation plant include: constructing impermeable perimeter berms, excavating the muskeg under the berm footprint, and backfilling with material to an elevation above grade.

Muskeg from the infield portion of the south waste dump will be dewatered but not removed. The remaining muskeg will be excavated and replaced with glacial till from the mine site.

Tailings Impoundment

The area adjacent to the beneficiation plant site is flat-lying and therefore above-ground dikes will be constructed to impound the tailings. It is envisioned that three impoundments (cells), each with seven year's storage capacity, will be constructed sequentially.

The same basic dewatering and berm building activities as outlined previously will be used, except the tailings dams will be constructed to approximately six metres above grade. The infield muskeg will not be removed. The first tailings dam, roughly 1,200 m x 1,200 m, will be constructed approximately 500 m east of the proposed beneficiation plant. The subsequent dams will be constructed in years six and 13. The location of the tailings dams will be reviewed in the Bankable Feasibility Study based on geotechnical work.

Mobile equipment will be purchased to support the mining and beneficiation operations, as part of the infrastructure account.

Capital Costs of Mine Infrastructure

The estimated capital cost of the mine site infrastructure components for Scenario A has been estimated at US\$173 million and Scenario B at US\$182 million. Scenario B costs are higher because of changes at the pipeline terminal. The allowance for unforeseen was 15% on all components except the slurry pipeline which had a 20% allowance.

Hearst Site Infrastructure

The infrastructure differences between Scenarios A and B are summarized below:

	Units	Scenario A	Scenario B
Rail Yard	km of track	8.8	7.7
Raw Water	m ³ /h	100	300
Waste Water Treatment	m ³ /h	200	100
Fire Protection	m ³ /h	200	250
Compressed Air	m ³ /h	1,000	1,200
Railcar Shelters	m ²	2,230	5,100

Scenario B requires less rail siding because no SPA is dispatched and there are fewer sulphur cars than sulphuric acid cars to receive. Scenario B requires more raw water to produce sulphuric acid and more dilute filter acid relative to Scenario A. Consequently there is less water to be treated and discharged. Additional fire water is required for sulphur and the sulphuric acid plant in Scenario B. The numbers of rail car unloading and loading stations and associated rail car shelters increase for Scenario B because of the time required to reheat sulphur tank cars.

The access road is 1.5 km for both scenarios. Site preparation for construction remains essentially the same, as does the mobile equipment fleet.

Hearst Site Infrastructure Capital Costs

Site preparation and buildings were estimated based on material takeoffs with subcontract installation. The mobile equipment was estimated as purchased equipment delivered to the site. Process type equipment was quoted or priced from in-house data, and installation costs were as subcontracts.

The estimated total installed cost required for the equipment, materials, engineering, design, and construction services associated with the Hearst site infrastructure is US\$33 million for Scenario A and US\$40 million for Scenario B.

Brandon Site Infrastructure

The infrastructure requirements for Scenarios A and B are identical in scope but differ in magnitude for those components influenced by plant capacity. Infrastructure differences between Scenarios A and B are listed below:

Component	Units	Scenario A	Scenario B
Rail Yard	m of track	4,390	6,400
Electric Substation	MW	7.5	10.0
Tank Car Unloading Sheds	m ²	1,160	1,630
MAP Load Out	m ²	1,510	1,860
MAP Storage	tonnes	100,000	140,000

The major changes relate to increased rail traffic in Scenario B. More MGA is received and more MAP is dispatched.

The access road, site preparation, plant roads, and utilities are identical for both scenarios.

The capital cost of the various infrastructure costs for Scenario A is US\$40 million and Scenario B is US\$44 million.

Physiography

The terrain, at the property, consists of spruce forest, wet muskeg and numerous small lakes and rivers. The maximum reported depth for the lakes in the area is 4 m. Local relief is minimal with variations of only a few metres, making the ground very poorly drained, alternating between wet and dry. The maximum relief over the deposit itself is reported to be 1.4 m. These conditions currently limit access to the site for field activities to only the winter season.

An overburden and bedrock hydrogeology investigation was started by consulting engineers AMEC during the 2008 winter drill program. The hydrogeology study program was developed to obtain representative estimates of aquifer parameters, such as aquifer transmissivity and storativity, in order to estimate groundwater inflows into the proposed open pit workings.

Observations recorded during the 2007 field program indicated that the vegetation cover within the Martison Property boundary is mainly black spruce forest and wetland habitat. Terrestrial surveys completed as part of the baseline studies did not identify any features of significance (Golder 2007) that will be impacted by the proposed mine plan.

4.3 History of the Martison Phosphate Project

The Martison Carbonatite Complex was located by a Canada-wide airborne magnetic-electromagnetic survey in 1965. In 1965, ground surveys of the Martison Property indicated a conductive zone about 500 metres long with a coincident magnetic anomaly. In 1967, the large northern magnetic anomaly (Anomaly A) was covered by 98 claims staked by an unknown party, probably Goldray Mines Ltd. The existence of the Martison Carbonatite Complex was first formally interpreted in 1970 by the Ontario Department of Mines and Northern Affairs.

Between April 1980 and June 1981, Shell Canada Resources Limited staked 222 mining claims in a single contiguous block over the interpreted Martison Carbonatite Complex. Major drilling programs were conducted in 1981, 1982, 1983, and 1984 by various parties/owners.

During 1993, Sherritt Gordon Ltd. (the then controlling party) allowed the Martison Phosphate Deposit claim block to expire through lack of timely filing of assessment work. In the same year, McKinnon Prospecting Ltd. (“McKinnon Prospecting”) of Timmins, Ontario established a new claim block covering the Martison Carbonatite Complex. In 1997, McKinnon Prospecting began negotiations with PhosCan (then Hendricks Minerals Canada Limited) and Baltic, which negotiations resulted in an option agreement pursuant to which Donald D. McKinnon, principal and owner of McKinnon Prospecting, granted to each of PhosCan and Baltic the right to earn a 50% interest in the Martison Property (the “Martison Option Agreement”).

4.4 Geological Setting

The Martison Carbonatite Complex is situated in the large expanse of “low ground” southwest of Hudson Bay. The property encloses a very gently rolling terrain dominated by muskeg and black spruce swamp. There are no exposures of the carbonatite or its enclosing wall rocks and all geological data result from drilling information and interpretations of geophysical surveys. Most carbonatites in Ontario are of Precambrian age and belong to two age groupings: 1,800 to 1,900 Ma (Paleo-proterozoic) and 1,000 to 1,100 Ma (Meso-proterozoic). It is currently not established in which grouping the Martison Carbonatite Complex belongs, if either.

Differential weathering of the Martison Carbonatite Complex has resulted in an irregular surface of carbonatite, the depth of which varies greatly over short distances. Depressions in this carbonatite surface are filled with the weathered carbonatite residuum that represents the bulk of the phosphatic material of economic interest.

Geophysical exploration of the Martison Carbonatite Complex identified three aeromagnetic anomalies. The development of phosphate resources at Anomaly A is the subject of the 2008 Technical Report; Anomaly B is about 5 km to the SE; and Anomaly C which is about 3 km ESE of Anomaly A. Currently, only Anomaly A is being considered for production of phosphate concentrate to feed the proposed phosphate plant and the downstream granulation plant.

Within Anomaly A, the residuum material has been sub-divided into two main units based on lithology: Unit 2A which is unconsolidated (0.0 to 58.5 metres thick) and Unit 2B which is consolidated (re-

cemented) residuum material (0.0 to 91.6 metres thick). A third and minor type of material, partially weathered carbonatite, occurs as “lenses” within the residuum.

4.5 Exploration

In early 1997, PhosCan (formerly named MCK Mining Corporation and before that Hendricks Minerals Canada Limited) was reorganized to more aggressively pursue advanced mining projects and subsequently entered into the Martison Option Agreement.

In March 2008, PhosCan acquired all of the issued shares of Baltic, such that PhosCan now owns, directly and indirectly, 100% of the Martison Project.

In 1999, 2001, 2002 and 2008, the Martison Carbonatite Complex area was again drilled. PhosCan managed all four drilling programs. The table below provides a summary, except for the 2001 Anomaly B program, of the mineral exploration and development programs.

YEAR	HOLES	METRES	START	END	DAYS	m/DAY	m/SHIFT
1981	5	554	3/25	4/27	34	16.3	8.1
1982	35	2,813	1/19	4/5	77	36.5	18.3
1983	28	2,746	2/9	3/29	49	56.0	28.0
1984	33	2,656	1/13	3/26	74	35.9	17.9
1999	13	1,698	2/18	3/27	41	41.4	20.7
2002	6	943	3/18	4/2	16	58.9	29.5
2008	34	4,874	1/24	3/15	51	95.6	47.8
TOTALS	154	16,284			342	47.6	23.8

Coincident with the drilling programs, major phosphate beneficiation studies were completed, using samples collected in 1982, 1983, 1984, 1999 and 2002. These studies provide the background for pilot-scale testing which is being conducted as part of the BFS, currently underway, utilizing samples collected during the 2008 drilling program.

4.6 Mineralization

The minerals of the residuum fall into three classifications: primary, secondary, and detrital. The chief primary minerals are apatite, magnetite, pyrochlore, calcite, dolomite, barite, columbite, and occasional quartz. The secondary minerals are the result of the breakdown of the primary minerals, replacements of the primary minerals, or redeposition of elements after dissolution of the primary minerals. Chief secondary minerals include francolite, calcite, dolomite, ankerite, siderite, limonite, goethite, hematite, ilmenite, phlogopite, pyrite, and pyrochlore. The detrital minerals include clay (tentatively identified as kaolin and crandallite), feldspars, and quartz.

4.7 Drilling

120 drill holes, totaling 11,410 m, were drilled during the six field drilling campaigns at the Martison Property between 1981 and 2002. Of this total, 4,090 m were reverse circulation drilling, 3,443 were sonic core, 502 metres were DDH tricone, and 3,374 m were NQ-size and HQ-size diamond drill core. In all drilling campaigns at the Martison Carbonatite Complex, all holes were oriented vertically. No drill-hole orientation surveys were reported for any of the seven drilling campaigns. Based on the drilling techniques used and the lithology of the deposit, it is believed that no systemic drill-hole deviations are present that affect the conclusions and interpretations of the data.

In 2008, from January 24 through March 15, a total of 34 drill holes (using sonic methods – 10.6 cm core diameter) were completed at seven individual sites in the Anomaly A area of the Martison Property. This work yielded over 42 tonnes of residuum material for the pilot-scale beneficiation testing.

4.8 Sampling, Analysis and Data Verification

In general, samples from the reverse-circulation drilling method weighed about 5 kilograms derived from a sampling length which generally approximated 1.5 m. Each water-saturated sample required about one week to dry in an oven before it was homogenized and split for assay. In the field, the sample pails were carried to a logging shelter where the material was allowed to “settle for several minutes”. At that time, most of the water was drained off and properly proportioned samples were sent to their various destinations. In an experiment from the 1981 field program which assessed a method for lessening drying time, it was found that splitting and quickly drying small samples from the still wet large sample provided less accurate assays. This method was discontinued. The completely dried samples were quartered and treated in a fashion similar to the sonic-drill samples. Each sample was assigned a unique identification number.

In general, samples from the sonic drilling method were split, using a knife or trowel, and placed in four sample containers after being identified with a unique identification number. One-quarter of the sample (bagged) was then sent for analysis and testing; one-quarter (bagged) saved as a duplicate; one-quarter (in plastic vials) used for geological reference; and one-quarter (bagged) saved for geotechnical testing.

The NQ-size core, both consolidated and unconsolidated, was split into two portions, one for assay and a very small one for geologic reference. In 1984, no portion was kept for check assays whereas the 1983 program saved and catalogued both reference and check samples. Each sample was assigned a unique identification number.

The HQ-size core was generally split using a masonry saw except where the core was soft enough to be sampled with a spatula. Depending on the nature of the sample and the type of analysis required, the core was either halved or quartered prior to sample distribution. The portion of the core not sent for analysis or testing was returned to the core box, in its proper depth location, and stored at the project core library in Timmins, Ontario. Each sample submitted for analysis or testing was assigned a unique identification number which was also recorded on a metal tag affixed to the core box at the proper location.

In the 2008 Technical Report, one of the authors of the report states: “In J.S. Spalding’s opinion, Anomaly A has been sampled in a professional manner by professionals. Sample preparation and sample analyses were likewise professionally completed using proper procedures utilized elsewhere in the world of phosphate property development. Routine methodology checks between the laboratories indicate, based on the data reviewed, that no statistically significant methodology biases are evident. The only short comings of the programs are the failure to analyze for diluent parameters consistently until the 1999 field campaign. These values, Fe_2O_3 , Al_2O_3 , CaO , MgO , and acid insolubles (A.I.), are used in estimating the performance of the phosphate concentrate in the manufacture of phosphoric acid. The current data deficiencies will be mitigated by future drilling, sampling, and analytical programs.”

Data Verification

All data presented for analysis on Anomaly A of the Martison Carbonatite Complex were thoroughly evaluated by a number of cross-checking procedures and analyses. Drill data presented in tabular format were individually checked as were the drill data presented on graphic logs. All sample site locations were double checked through separate mapping routines and compared to original maps prepared in previous

studies. Drill-hole locations were plotted and checked against a Google Earth image of the mine area where the drilling grid is very evident on satellite imagery. Every analysis used in this study was entered into a computer program and range checked prior to utilization. Extremely few “data busts” were discovered in this checking routine. In general, the data provided from the previous studies and field programs compared favorably with other phosphate projects examined by J.S. Spalding around the world.

J.S. Spalding visually examined and photographed all existing core from Anomaly A in the Timmins, Ontario core library. At the time of the examination in November 2006, this represented over 75% of the entire length of core ever collected from Anomaly A. In addition, cross checks of the core against the database information was completed.

J.S. Spalding did not independently verify sample results, but reviewed sampling and analytical procedures. In addition, J.S. Spalding examined the existing certificates of analysis for the various analytical campaigns which were submitted by various professional and reputable chemical laboratories in the United States and Canada. J.S. Spalding then verified the transfer of the analytical data from the certificates to the database in about 10% of the samples for Litho Units 2A and 2B (200 samples checked). In J.S. Spalding’s judgment, the samples were handled and analyzed in a professional manner consistent with industry standards and norms.

4.9 Mineral Resources and Mineral Reserve Estimates

Two independent models have been constructed for assessing the mineral resources: a 3D regular block model and a 2D polygonal model. In addition, a third resource estimate, non-model based, was added to clarify and expand the background support for the 2D polygonal model.

The 2008 phosphate resource estimate for the Martison Carbonatite Complex (Anomaly A only) was based on the values produced from the 3D block model, which was used as the basis of mine planning for the recently completed Pre-Feasibility Study. In terms of contained tonnes of P_2O_5 in the “measured” and “indicated” resource categories, the phosphate resource estimate from the 3D model was the most conservative of the three estimates conducted for the 2008 Technical Report. Only the measured and indicated resources (“M & I”) were considered in mine planning evaluations.

The Anomaly A area has an estimated M & I resource containing at least 62.3 million *in-situ* tonnes of phosphatic material in Litho Units 2A and 2B averaging 23.6% P_2O_5 and 0.34% Nb_2O_5 .

Anomaly A inferred resources of phosphatic material are estimated to total 55.7 million *in-situ* tonnes in Litho Units 2A and 2B averaging 21.9% P_2O_5 and 0.34% Nb_2O_5 . The areas of inferred resources will require further drilling to elevate this resource classification.

The following table presents the estimated M & I mineral resources derived from the 3D block model of the Anomaly A area of the Martison Carbonatite Complex.

Measured and Indicated Resources
(tonnes and analyses are “dry” basis)

Litho-Unit	Class	Density	Tonnage	P_2O_5	Nb_2O_5
		t/m ³	k tonnes	% Weight	% Weight
2A	measured	1.72	8,917	22.3	0.36
2B	measured	2.02	13,269	25.7	0.35
Total Measured		1.90	22,186	24.3	0.35

Litho-Unit	Class	Density	Tonnage k tonnes	P ₂ O ₅ % Weight	Nb ₂ O ₅ % Weight
		t/m ³			
2A	indicated	1.72	14,835	20.4	0.35
2B	indicated	2.02	25,263	24.7	0.33
Total Indicated		1.91	40,098	23.1	0.34

GRAND TOTAL

measured	1.90	22,186	24.3	0.35
indicated	1.91	40,098	23.1	0.34
Total	1.91	62,284	23.6	0.34

TOTALS BY LITHO UNIT

2A	measured	1.72	8,917	22.3	0.36
2A	indicated	1.72	14,835	20.4	0.35
Total			23,752	21.1	0.35
2B	measured	2.02	13,269	25.7	0.35
2B	indicated	2.02	25,263	24.7	0.33
Total			38,531	25.1	0.34

The following table presents the estimated “Inferred” mineral resources derived from the 3D block model of the Anomaly A area of the Martison Carbonatite Complex. These areas of inferred resources will require further drilling to elevate the resource classification to where the resources can be included in future mine planning.

Inferred Resources

(tonnes and analyses are “dry” basis)

Litho-Unit	Class	Density	Tonnage k tonnes	P ₂ O ₅ % Weight	Nb ₂ O ₅ % Weight
		t/m ³			
2A	inferred	1.72	18,490	18.2	0.36
2B	inferred	2.02	37,187	23.7	0.33
Total Inferred		1.92	55,677	21.9	0.34

The central portion of the Anomaly A area remains open at depth indicating that the currently estimated phosphate resources reported here are conservative and future development drilling will further define and possibly increase the phosphate resources. Similarly, the NW and SE ends of the deposit remain to be defined by future drilling campaigns.

4.10 Mining Operations

Production

The operating facilities required to produce and transport concentrated phosphate to the phosphate plant near Hearst are an open pit mine, a beneficiation plant, and an 86 km slurry pipeline.

A preliminary mine plan and pit design were based on the measured and indicated resources within the 3D model and an economic pit shell established using a selling price of US\$40/t of phosphate rock. The mining fleet was selected so that concentrate production could be maintained at 1.16 million t/y for years 3 through 19. Full production was assumed to occur in year 3, with 69% and 95% of capacity assumed in years 1 and 2 respectively, to reflect a realistic start-up.

Conventional open pit truck-shovel operations will be the primary mining method for PEM and on-going waste stripping. Mining bench heights will be 10 m, although smaller 5 m benches could be mined selectively when needed.

The diesel powered mobile equipment selected for the Martison Project is summarized below. Selected loading equipment consists of a 15 m³ hydraulic shovel and a 20 m³ front-end wheel loader. The shovel will be used solely in waste stripping while the loader will be used for both PEM and waste mining. The wheel loader will have greater mobility and can be moved easily as production requires. Total material moved annually ranges from 2.5 million tonnes in year 19 to 12.9 million tonnes in year 2.

Annual Production Capacity (Millions of “Dry” Tonnes)

	Haulage Units	Loader	Shovel
Unit Capacity	100 ton trucks (91 wet tonnes)	20 m ³	15 m ³
Quantity	2 to 9	1	1
Annual Productivity	(as per Yearly Schedule)	Up to 7.6 Mt	Up to 8.3 Mt

The mine schedule was used as the basis to determine the equipment fleet required. Fleet sizes were then estimated using a productivity worksheet, experience, and manufacturers’ specifications and input. Two track dozers are required for waste dump contouring and general pit work. One tracked drill is sufficient to drill pit blast-holes since current estimates are that only 59% of PEM and 25% of waste will require drilling and blasting. The same rig will also drill the holes required for dewatering the pit. Other pit support equipment includes a grader, backhoe, water truck, and compactor.

The capital investment for pre-stripping and mining equipment, expressed as Q4, 2007 US\$, and including a 10% allowance for unforeseen costs was estimated at US\$63 million, which includes spares.

The beneficiation plant will receive a maximum feed rate of 3.13 million t/y (dry) of PEM to assure an annual concentrate production rate of 1.16 million tonnes. The mill average throughput required to produce 1.16 million t/y concentrate is 2.57 million t/y of mill feed.

Concentrate containing 37.5% P₂O₅ will be produced by several stages of treatment. The mill feed will be crushed, then washed and deslimed to remove fines deleterious to flotation. The deslimed feed will be stage-ground and subjected to two stages of magnetic separation followed by four stages of direct flotation.

Tailings from desliming, magnetic separation, and flotation will be pumped to the tailings dam and clarified water will be recycled to the beneficiation plant. Makeup water for the process is supplied by mine dewatering equipment. The concentrate is pumped to a thickener in the adjacent slurry pipeline pumping station.

The capital investment for the beneficiation plant equipment and buildings, expressed as Q4, 2007 US\$, and including a 10% allowance is US\$125 million, excluding spares, training, and working capital.

Processing

In Scenario A, the processing facilities at the Hearst plant site include a 1,270 t/d hemihydrate phosphoric acid plant and concentrating plants to produce SPA (150,000 t/y of P₂O₅) and MGA (249,000 t/y of P₂O₅). Process related facilities at the Hearst site will include sulphuric acid receiving and storage, concentrate dewatering and storage, gypsum disposal, MGA shipping and SPA shipping.

The hemihydrate process reacts phosphate rock with sulphuric acid to produce gypsum crystals and phosphoric acid containing 40% P_2O_5 . The acid will be separated from the gypsum by three belt filters. The filter cake will be transported by belt conveyors to the gypsum disposal area. The 40% acid will be clarified and pumped to storage tanks. Sludge from clarification will be recycled to the reactor. Clarified 40% acid will be pumped to the concentration area where two parallel evaporators using low pressure steam will produce MGA and feed stock for the SPA plant. The MGA (about 54% P_2O_5) is pumped to storage before loading into tank cars.

The SPA feed stock (about 58% P_2O_5) will pass through a clarifier and three heat exchangers before entering the SPA flash chamber. The SPA will then be oxidized with an oxidizing reagent, reduced with ferrous iron, filtered to remove carbon and magnesium, and pumped to SPA storage before loading into tank cars.

The capital investment for the Scenario A processing facilities at the Hearst plant site, expressed as Q4, 2007 US\$, and including a 15% allowance is US\$308 million.

In Scenario B the processing facilities at the Hearst plant site include a 1,280 t/d dihydrate phosphoric acid plant and concentrating plant to produce MGA (407,000 t/y of P_2O_5). In addition there will be sulphur receiving and storage, a 3,270 t/d sulphuric acid plant, sulfuric acid storage, gypsum disposal, and MGA shipping.

The dihydrate process reacts phosphate rock with sulphuric acid to produce gypsum crystals and phosphoric acid containing 28% P_2O_5 . The acid will be separated from the gypsum by two belt filters. The filter cake will be transported by belt conveyors to the gypsum disposal area. The 28% acid will be clarified and pumped to storage tanks. Sludge from clarification will be recycled to the reactor. Clarified 28% acid will be pumped to the concentration area where four parallel evaporators using low pressure steam will produce MGA. The MGA is pumped to storage before loading into tank cars.

The capital investment for the Scenario B processing facilities at the Hearst plant site, expressed as Q4 2007 US\$ and including a 15% allowance, is US\$370 million.

The processing facilities at the proposed Brandon site for Scenarios A and B include the granulation plant, raw material receiving and storage, process utilities, and product storage and shipping. The feed stocks received at the granulation plant are MGA and ammonia.

The slurry of 54% acid and anhydrous ammonia is sprayed onto a stream of recycle undersize granular material in the rotary granulator. The design recycle ratio for this facility will be 4 to 1. The MAP flows from the granulator to the rotary dryer where the moisture is reduced to approximately 1.5% free water. The product size is controlled using double deck oversize screens and crushers followed by single deck product screens to separate the on-size material before routing to the fluidized bed product cooler. The cooled product is screened one final time to remove any fines that have been generated in the cooler then routed to the product coater. All fines are recycled to the granulator. The product coater is a ribbon blender where the product is covered with a thin coat of inert oil to control product dusting.

The fertilizer is conveyed to storage and then loaded into trucks and/or rail cars.

The capital investments for the Scenarios A and B processing facilities at the Brandon plant site, expressed as Q4, 2007 US\$, and including a 15% allowance are US\$113 million and US\$153 million respectively.

4.11 Marketing and Logistics

SPA and MAP will be sold to grain farmers in areas such as Manitoba, Saskatchewan, North and South Dakota, Minnesota, Wisconsin, and Ohio. PhosCan is expected to enjoy a freight advantage over producers that currently transport these fertilizer products to the target market area. For the purposes of the economic analysis in the 2008 Technical Report, the projected selling price of SPA is US\$1,000/t of P_2O_5 and US\$650/t of MAP.

Phosphorous and nitrogen are two elements essential for plant life. Phosphate rock is relatively insoluble and in order to produce fertilizer solutions it is first necessary to react the phosphate rock with sulphuric acid to produce phosphoric acid, which contains phosphorous in a form available to plants. For Scenario A, 1.01 million tonnes per year of sulphuric acid is assumed to be obtained from base metal smelters in northern Ontario and Quebec. The projected long term cost of smelter acid in tank cars delivered to the phosphate plant near Hearst is US\$45/t. In Scenario B, 346 thousand tonnes per year of molten sulphur will be purchased from producers in western Canada and burned in a sulphuric acid plant to produce sulphuric acid and steam. The steam is used to generate electrical power and to concentrate the phosphoric acid. The projected long range cost of molten sulphur delivered to the phosphate plant near Hearst is US\$75/t. The projected selling price of generated electrical power is US\$0.10/kWh.

Ammoniated phosphate fertilizers, such as MAP, are produced by reacting ammonia with phosphoric acid. Ammonia is produced in the Brandon area and the projected long range cost is US\$400/t of ammonia delivered to the Brandon granulation plant.

The SPA and MGA produced at the Hearst plant site would be shipped by tank car on the adjacent CN rail line. Sulphuric acid or sulphur would also be shipped by rail to the Hearst plant site. Ammonia would be received at the proposed Brandon plant site in tank cars. MAP produced at the granulation plant will be dispatched to customers by truck and by rail.

4.12 Economic Analysis

Evaluation of the cash flows for the Martison Project indicate that the internal rates of return (“IRR”) for the base cases of Scenarios A and B will be 20.6% and 20.9% respectively. These robust rates, coupled with the strength of the fertilizer sector, justify advancing the project to the BFS phase. The net present value (“NPV”) of the Martison Project, at a 10% discounted rate and assuming 100% equity financing, is US\$608 million for Scenario A and US\$752 million for Scenario B.

The basis and results of the preliminary economic analysis are tabulated below.

	Base Cases ⁽⁶⁾	
	Scenario A	Scenario B
Operating Life (years)	19.3	19.3
Initial Project Capital ⁽¹⁾ (million)	US\$893	US\$1,017
Average Production Cost ⁽²⁾		
SPA (/t P ₂ O ₅)	US\$334	n/a
MAP (/t MAP)	US\$288	US\$253
Raw Materials Cost		
Ammonia (/t)	US\$400	US\$400
H ₂ SO ₄ (/t)	US\$45	n/a
Sulphur (/t)	n/a	US\$75
Projected Prices ⁽³⁾		
SPA (/t P ₂ O ₅)	US\$1,000	n/a
MAP (/t MAP)	US\$650	US\$650
Royalties		
NSR Buyout ⁽⁴⁾ (million)	\$3.0	\$3.0
Production (/t) ⁽⁵⁾	\$1.00	\$1.00
IRR (%)	20.6	20.9
Net Present Value (million)		
@ 0.0%	US\$2,817	US\$3,479
@ 7.5%	US\$909	US\$1,121
@ 10.0%	US\$608	US\$752
@ 12.0%	US\$390	US\$485

(1) Includes Fixed Capital, Spares, Training, and Working Capital

(2) Projected FOB costs for operating years 3 through 19

(3) Projected delivered price for life-of-project

(4) Buyout in year -1

(5) Per tonne of concentrated phosphate rock

(6) Assuming start-up in 2012. As announced on December 8, 2008, start-up is no longer expected to occur in 2012.

The taxation rates used in the analysis are listed below:

- Ontario Mining Tax (Northern Areas): 5%
- Ontario Provincial Tax: 9%
- Manitoba Provincial Tax: 12%
- Federal Income Tax: 15%

As a consequence of the favourable preliminary economics, a BFS was initiated during the winter of 2008 with a major field program to further define Anomaly A, geologically, geotechnically, and hydrogeologically and to provide a bulk sample for beneficiation process testing. The data from the 2008 field program are currently being evaluated and have not been used in the preparation of the 2008 Technical Report. These data are required input for the completion of the BFS, which is recommended based on the Pre-Feasibility Study findings that the Martison Project is technically and economically feasible. The BFS is expected to require two years to complete.

4.13 Activities Subsequent to 2008 Technical Report

Subsequent to the completion of the 2008 Technical Report, PhosCan has continued to advance the Martison Project, as described below. The information contained in this Item 4.13 was prepared by PhosCan and has not been reviewed or confirmed by the authors of the 2008 Technical Report.

Claims

The claims listing in Item 4.1 has been updated to reflect the current status. Additionally, two new claims have been added (P4224771 and P4240199) and one (P4224771) was subsequently not renewed. An application for taking a majority of the claims surrounding the Martison Phosphate Deposit to lease has been submitted to the Ontario Ministry of Northern Development, Mines and Forestry (“MNDM”). The required surveying of the claims took place in the winter of 2009 at a cost of approximately \$175,000 and the survey results have been accepted by MNDM. PhosCan expects to be granted the new lease in Q2, 2010, at which time additional expenditures will be required.

Permitting

Access Route:

The final route for accessing the Martison Phosphate Deposit was chosen and the Environmental Application (“EA”) submitted and approved by the required government agencies. Replacement of a bridge along the chosen access route was completed during the second half of 2008. There will be further environmental studies and applications required before construction of the access route can proceed.

Sand and Gravel Applications:

Two Class 10 applications and one Class 12 application have been submitted to the Ontario Ministry of Natural Resources. Work on all three applications is ongoing.

Pilot-Scale Testing

Core samples from the bulk sample collected as part of the winter 2008 field program were composited into 2A and 2B ore categories according to chemical criteria and then blended to represent ore typical of the Martison Phosphate Deposit. The blended 2A-2B ore was fed to the beneficiation pilot plant and 25 tests were performed to examine and optimize the process flowsheet which included scrubbing, desliming, grinding, low intensity and high intensity magnetic separation, and flotation. Additional tests are currently underway to investigate column flotation and further optimization of grinding. The program should be completed during Q2, 2010.

Concentrates produced by the beneficiation pilot plant are being evaluated in a phosphoric acid pilot plant for producing phosphoric acid by the dihydrate process. The program for producing SPA is essentially complete, except for the pilot scale production of 10:34:00 (i.e., 10% nitrogen and 34% phosphorous) liquid fertilizer. The pilot plant test to make phosphoric acid suitable for MAP production is scheduled for Q2, 2010. The report describing the phosphoric acid pilot plant program and fertilizer production is scheduled for Q3, 2010.

Evaluation of Niobium

On March 26, 2009, PhosCan announced that it had entered into an agreement with IAMGOLD for the evaluation of the potential to recover and sell niobium contained in and overlaying the Martison Phosphate Deposit. Under the terms of the agreement, an extension of which is under discussion, upon completion of tests and studies, conducted at IAMGOLD’s expense, IAMGOLD may elect to enter into a joint venture with PhosCan to extract, process and market the niobium. In return for funding all capital costs related to the extraction and processing of the niobium, IAMGOLD would earn the right to market the niobium and an interest in the profits from the sale of the niobium. IAMGOLD commenced testing phosphate ore and tailings from the Martison Phosphate Deposit in the second half of calendar 2009, and this work continues.

ITEM 5 - DIVIDENDS

The Corporation has not paid any dividends since incorporation. There are no restrictions on the ability of the Corporation to pay dividends contained in the constating documents of the Corporation. The Corporation intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends in the foreseeable future.

ITEM 6 - DESCRIPTION OF CAPITAL STRUCTURE

6.1 General Description of Capital Structure

The authorized capital of the Corporation consists of an unlimited number of non-voting shares, designated as special shares ("Special Shares") and an unlimited number of shares, designated as common shares ("Common Shares"). As of April 26, 2010, there were no Special Shares issued and 171,621,228 Common Shares issued and outstanding in the capital of the Corporation.

6.2 Common Shares

Each Common Share ranks equally with all other Common Shares and on parity with the Special Shares with respect to dissolution, liquidation or winding-up of the Corporation and payment of dividends. The holders of 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 Corporation on dissolution. The holders of Common Shares have no pre-emptive or conversion rights. All of the Common Shares currently outstanding are fully paid and non-assessable.

6.3 Special Shares

The Special Shares are non-voting and are issuable in one or more series with such rights, restrictions, conditions and limitations as determined by resolution of the directors passed at or prior to issuance. The Special Shares may be convertible into Common Shares, on such terms and conditions as determined.

6.4 Rights Plan

A shareholder rights plan (the "Rights Plan") was approved by the Board of Directors on September 24, 2008 and ratified and approved by the shareholders of the Corporation on February 11, 2009.

The Rights Plan has an initial term of three years. The provisions of the Rights Plan are set out in an agreement dated as of September 24, 2008 (the "Rights Plan Agreement") between the Corporation and Equity Transfer & Trust Company, as Rights Agent, as previously filed by the Corporation. Under the Rights Plan, one right to purchase one additional Common Share (a "Right") has been issued and attached to each issued and outstanding Common Share. Until the Separation Time (as defined in the Rights Plan Agreement), Rights may not be separated from the Common Shares, such that each transfer of Common Shares includes a transfer of the Rights attaching to such Common Shares.

In general, the Rights become exercisable only if a person makes a take-over bid for the securities of the Corporation which does not meet the definition of a "Permitted Bid" under the Rights Plan Agreement. To qualify as a Permitted Bid, the take-over bid must, among other things, (i) be made to all shareholders, (ii) remain open for an initial bid period of not less than 60 days, (iii) permit the withdrawal of tendered shares during the bid period, and (iv) if more than 50% of the Common Shares held by independent shareholders are tendered during the initial bid period, remain open for an additional ten business days

following announcement of that fact. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, each Right will entitle the holder, other than the person making the take-over bid, to purchase for \$20 that number of Common Shares of the Corporation having an aggregate market value equal to \$40.

The Rights Plan is designed to ensure the fair treatment of shareholders in connection with any take-over bid for Common Shares of the Corporation. The Rights Plan seeks to provide shareholders with adequate time to properly assess a take-over bid without undue pressure. It also provides the Board with more time to fully consider an unsolicited take-over bid and, if applicable, to explore other alternatives to maximize shareholder value.

6.5 Reduction in Stated Capital

At the special meeting of PhosCan shareholders on February 11, 2009, shareholders approved a reduction in the stated capital of the Corporation's common shares in the amount of \$80,000.00, or such other amount determined by resolution of the Board of Directors. To date, the Board of Directors has not determined the amount of the reduction. The reduction of stated capital was required to enable the Corporation to undertake a normal course issuer bid, which has not yet been commenced.

ITEM 7 - MARKET FOR SECURITIES

The Common Shares of the Corporation were listed and posted for trading on the TSX Venture Exchange (the "TSXV") under the symbol "FOS" from October 2, 2000 to February 4, 2009. On February 5, 2009, the Common Shares of the Corporation were listed and posted for trading on the TSX under the same symbol.

The table below sets out the low and high prices for the securities of the Corporation on the TSX for the calendar months commencing February 5, 2009 and ending January 29, 2010 along with the volume of common shares traded for the months indicated:

Month	Low (\$)	High (\$)	Volume Traded
January, 2010	0.355	0.480	14,246,123
December, 2009	0.325	0.370	8,242,979
November 2009	0.325	0.365	9,458,236
October 2009	0.340	0.420	12,402,932
September 2009	0.335	0.400	5,457,464
August 2009	0.340	0.405	6,157,090
July 2009	0.325	0.430	8,730,027
June 2009	0.400	0.540	15,345,518
May 2009	0.310	0.490	20,741,987
April 2009	0.285	0.350	5,955,337
March 2009	0.245	0.335	7,320,342

Month	Low (\$)	High (\$)	Volume Traded
February 5 to 27, 2009	0.235	0.370	9,187,795

ITEM 8 - DIRECTORS AND EXECUTIVE OFFICERS

8.1 Name, Occupation and Security Holding

The following table sets forth the name and municipality of residence, the office (if any) held with the Corporation, the Common Shares of the Corporation beneficially owned or controlled, directly or indirectly, for each of the directors and executive officers of the Corporation:

<u>Name and Municipality of Residence</u>	<u>Office Held</u>	<u>Director Since⁽¹⁾</u>	<u>Number of Common Shares Beneficially Owned or Over Which Control or Direction is Exercised⁽²⁾</u>
Stephen D. Case Toronto, ON CAN	Director, President, CEO	1996	2,845,395
Henry M. Giegerich ⁽⁴⁾ Vancouver, BC CAN	Director	1997	675,000
Glen C. Magnuson ⁽⁴⁾ Shawnee, KS USA	Director	2006	847,500
John D. Yokley ⁽³⁾ Palmyra, WI USA	Director	2006	400,000
James K. Gowans ⁽⁴⁾⁽⁵⁾ Toronto, ON CAN	Director	2008	40,000
Christopher D. Hodgson ⁽³⁾⁽⁵⁾ Markham, ON CAN	Director	2008	140,000
Donald D. McKinnon ⁽⁵⁾ Connaught, ON CAN	Director	2008	10,584,952
Gordon S.T. McKinnon ⁽³⁾ Puslinch, ON CAN	Director	2008	1,430,000
James F. Pringle Toronto, ON CAN	VP, Finance and CFO	N/A	Nil

Notes:

- (1) Directors are elected annually and hold office until a successor is elected at a subsequent annual meeting of the Corporation, unless a director's office is earlier vacated in accordance with the by-laws of the Corporation.
- (2) The information as to shares beneficially owned or over which they exercise control or direction not being within the knowledge of the Corporation has been furnished by the respective nominees individually.
- (3) Member of Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of the Corporate Governance and Nominating Committee.

Stephen D. Case is the President and Chief Executive Officer of PhosCan. Mr. Case has over 20 years experience in the financing and development of mineral assets. Previously, he served as a director and was one of the three co-founders of RFC Resource Finance Corporation (“RFC”). RFC’s principle asset was the Pend Oreille zinc lead deposit in the state of Washington. RFC is now a wholly-owned subsidiary of Teck- Cominco Ltd.

Henry M. Giegerich is a Consulting Mining Engineer. Mr. Giegerich, P.Eng., has over 40 years experience in the mining industry. Under his direction as President and General Manager of Cominco Alaska Inc., the Red Dog Project progressed from the exploration stage to the construction phase. Prior to that assignment, as Vice President, Northern Group, for Cominco, he was responsible for bringing the Polaris Mine into production, as well as the operation of the Con Gold Mine and the Pine Point Mine. For the past 15 years, he has been a consulting mining engineer providing a variety of services to various projects worldwide.

Glen C. Magnuson is a consultant to the fertilizer industry. Mr. Magnuson has over 37 years experience in the agriculture and fertilizer industry and was employed by Cargill Inc. for 25 years, retiring as Vice President of the Fertilizer Division. While at Cargill Inc., Mr. Magnuson was involved in the acquisition of the Gardiner Phosphate facility in 1985, which enabled Cargill to enter into the production of phosphate fertilizers. During 1988 and 1989, his responsibilities included the development of the Saskferco nitrogen complex in Saskatchewan. Mr. Magnuson spent 8 years with the Unifert Group, an international fertilizer trading company with headquarters in Brussels, as Senior Vice President and General Manager of North American fertilizer operations.

John D. Yokley has spent his entire career in the fertilizer products business retiring in June 2006 as Senior Vice President, Specialties Business of Agrium Inc. During his ten-year employment with Agrium, Mr. Yokley held various positions, including responsibility for the Strategic Development and Planning group, Vice President of Marketing and Senior Vice President of Marketing and Distribution. Prior to joining Agrium in 1995, Mr. Yokley was employed by Nu-West Industries, a Western U.S. phosphate producer, as Vice President responsible for national account sales, distribution and raw material purchasing. Mr. Yokley holds a B.Sc. in Business Administration/Marketing from Southern Illinois University.

James K. Gowans is the Chief Operating and Technical Officer of De Beers Group, and President of De Beers Canada. Previous to this role, he was the President and Chief Executive Officer of De Beers Canada from 2006 to 2010. Mr. Gowans brings over thirty years of practical management experience, touching on most aspects of the mining industry, including exploration, major projects, operations and human resources. He has held senior roles at Cominco (now Teck Cominco) and Placer Dome, and has worked in the Northwest Territories, Saskatchewan, Alaska, the High Arctic and Indonesia.

Christopher D. Hodgson, is currently the President of the Ontario Mining Association, President of Chris Hodgson Enterprises and a board member for the Brick Income Fund, Canadian Orebodies Inc. and White Pine Resources Inc. He entered provincial politics in 1994 as the MPP for Haliburton-Victoria-Brock and following the 1995 general election was appointed as Ontario's Minister of Natural Resources and Minister of Northern Development and Mines. During his time as Minister, Mr. Hodgson was recognized for creating new opportunities and growth within Ontario's mining industry, as he introduced and proclaimed a new Mining Act. Between 1995 and 2003 he also served as Deputy House Leader, Chairman of the Management Board of Cabinet, Commissioner of the Board of Internal Economy, and Minister of Municipal Affairs and Housing. Previously he enjoyed a career in municipal government and real-estate development and is an Honours BA graduate from Trent University.

Donald D. McKinnon, is President of McKinnon Prospecting Ltd., a private mineral prospecting company. Don has been an independent prospector for over 40 years and is best known for the discovery of Hemlo, one of Canada's largest and richest gold mining camps. A strong advocate of multiple land use, Mr. McKinnon was named Prospector of the Year in 1983, received the Order of Canada in 1996 and the Queen's Golden Jubilee Medal in 2002. Mr. McKinnon was the President and CEO and a Director of Baltic Resources Inc., and is currently a Director of Canadian Orebodies Inc.

Gordon S.T. McKinnon, is currently the President and CEO and a Director of Canadian Orebodies Inc. and a principal of McKinnon Prospecting Ltd., a private exploration company. He was previously Manager of Corporate Development with Baltic Resources Inc. Gord graduated with an Honours Bachelor Degree in Management and Organizational Studies from the University of Western Ontario in 2006.

James F. Pringle is the Vice President Finance and Chief Financial Officer of PhosCan. Mr. Pringle brings a mining finance background to PhosCan. From February 2004 to December 2005 James was Chief Financial Officer of Frontera Copper Corporation. Between September 1997 and January 2003 James was an investment banker with RBC Dominion Securities and then CIBC World Markets where he worked exclusively with mining and metals companies on a variety of financings and advisory assignments. James holds a B.Sc., Metallurgical Engineering from Queen's University and an MBA from the University of Western Ontario, and is a CFA charterholder.

As at April 26, 2010, the directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 16,962,847 Common Shares, representing approximately 9.9% of the currently outstanding Common Shares.

8.2 Cease Trade Orders and Bankruptcies

No director or executive officer of the Corporation is, as at the date of this Annual Information Form or has been, within the 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade or order similar to a cease trade order, or an order that denied the relevant company access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to an cease trade or order similar to a cease trade order, or an order that denied the relevant company access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date of this Annual Information Form or has been, within the 10 years before the date of this Annual Information Form, a director or executive 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 its assets, or

- (b) has, within the 10 years before the date of the Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

8.3 Penalties or Sanctions

No director or officer of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

8.4 Conflicts of Interest

Certain of the Corporation's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting issuer companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms.

ITEM 9 - AUDIT COMMITTEE

9.1 Audit Committee Charter

A copy of the Corporation's Audit Committee Charter is annexed to this Annual Information Form as Appendix "A".

9.2 Composition of the Audit Committee

The current members of the Corporation's Audit Committee are John D. Yokley (Chair), Christopher D. Hodgson and Gordon S.T. McKinnon. Each member of the Audit Committee is considered to be "independent" and "financially literate" within the meaning of Multilateral Instrument 52-110 – Audit Committees (the "Instrument").

9.3 Relevant Education and Experience

John D. Yokley has spent his entire career in the fertilizer products business. Mr. Yokley retired in 2006 as Senior Vice President, Specialties Business of Agrium Inc. During his ten year employment with Agrium, Mr. Yokley held various roles, including Vice President of Marketing and Senior Vice President, Marketing and Distribution. Prior to joining Agrium in 1995, Mr. Yokley was employed by Nu-West as Vice President responsible for national account sales, distribution and raw material purchasing. Mr. Yokley holds a B.Sc. in Business Administration/Marketing from Southern Illinois University.

Christopher D. Hodgson is currently the President of the Ontario Mining Association, President of Chris Hodgson Enterprises and a board member for the Brick Income Fund, Canadian Orebodies Inc. and White Pine Resources Inc. He entered provincial politics in 1994 as the MPP for Haliburton-Victoria-Brock and following the 1995 general election was appointed as Ontario's Minister of Natural Resources and Minister of Northern Development and Mines. During his time as Minister, Mr. Hodgson was recognized for creating new opportunities and growth within Ontario's mining industry, as he introduced and proclaimed a new Mining Act. Between 1995 and 2003 he also served as Deputy House Leader, Chairman of the Management Board of Cabinet, Commissioner of the Board of Internal Economy, and Minister of Municipal Affairs and Housing. Previously he enjoyed a career in municipal government and real-estate development and is an Honours BA graduate from Trent University.

Gordon S.T. McKinnon, is currently the President and CEO and a Director of Canadian Orebodies Inc. and a principal of McKinnon Prospecting Ltd., a private exploration company. He was previously Manager of Corporate Development with Baltic Resources Inc. Gord graduated with an Honours Bachelor Degree in Management and Organizational Studies from the University of Western Ontario in 2006.

9.4 External Auditor Service Fees

The aggregate fees billed to the Corporation by the Corporation's external auditors in each of the last two fiscal years for (i) audit services (Audit Fees), (ii) assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are not included in Audit Fees (Audit-Related Fees), (iii) professional services rendered by the Corporation's external auditor for tax compliance, tax advice, and tax planning (Tax Fees), and (iv) products and services provided by the Corporation's external auditor, other than Audit Fees, Audit-Related Fees and Tax Fees (All Other Fees), are as follows:

Year Ended January 31st	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2010	\$31,000⁽¹⁾	-	-	\$496⁽²⁾
2009	\$31,000	-	\$9,500	\$37,752 ⁽³⁾

(1) Estimate as invoice for year-end audit is pending

(2) Estimate of administration fee to be paid to the Canadian Public Accountability Board ("CPAB")

(3) Consists of \$23,000 of fees related to the preparation of a business acquisition report which was required as a result of the acquisition of Baltic, \$14,000 of assurance fees related to the quarter ended April 30, 2009 and a \$752 administration fee paid to CPAB

Pursuant to the Audit Committee Charter, the Audit Committee has the responsibility to review and approve the fees charged by the external auditors for audit services, and to review and approve all services other than audit services to be provided by the external auditors, and associated fees.

ITEM 10 - LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material legal proceedings involving the Corporation or its properties as at the date of this Annual Information Form and the Corporation knows of no such proceedings currently contemplated. The Corporation is not subject to any penalties or sanctions and has not entered into any settlement agreements with a court or securities regulatory authority.

ITEM 11 - INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below and elsewhere in this Annual Information Form, no insider of the Corporation has any interest in any transactions involving the Corporation within the past three completed financial years or the current financial year that has materially affected or is reasonable expected to materially affect the Corporation.

The Corporation paid fees in the aggregate amount of \$158,094 (2009 – \$169,668) to Henry M. Giegerich and Glen C. Magnuson, Directors of the Corporation, in consideration of consulting services relating to the Martison Project.

The Corporation paid management fees of \$Nil (2009 – \$29,166) to Stephen D. Case, President, CEO and a Director of the Corporation. In May 2008, Mr. Case became a salaried employee of the Corporation.

The Corporation paid management fees and expenses under a consulting agreement of \$146,385 (2009 – \$180,000) to Janet Lowe, the former Executive Vice President, Environment and Permitting of the Corporation, in consideration of consulting services related to the Martison Project.

The Corporation paid or accrued professional fees of \$104,070 (2009 – \$378,074) to a law firm of which Mark F. Wheeler, Secretary of the Corporation, was a partner.

During the year ended January 31, 2009, the Corporation repaid a loan of \$24,916 to a company owned by Donald D. McKinnon.

ITEM 12 - TRANSFER AGENTS AND REGISTRARS

The registrar and transfer agent for the Common Shares of the Corporation is Equity Transfer & Trust Company, at its offices in Toronto, Ontario.

ITEM 13 - MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business, the Corporation has not entered into any contracts material to the Corporation.

ITEM 14 - INTERESTS OF EXPERTS

James S. Spalding, David Sprott, Paul S. Waters, Joe Demidovich and Milton Jennings, are the authors of the 2008 Technical Report. To the knowledge of the Corporation, none of the authors had any registered or beneficial interests, direct or indirect, in any securities or other property of the Corporation or any of its associates or affiliates at the date of the 2008 Technical Report, and did not receive any such interests after the date of the 2008 Technical Report.

ITEM 15 - ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the management information circular of the Corporation dated June 10, 2009, which was distributed in connection with the annual meeting of shareholders of the Corporation held on July 22, 2009. Additional financial information is provided in the 2010 Annual Financial Statements and 2010 Annual MD&A.

APPENDIX “A”

PHOSCAN CHEMICAL CORP.

AUDIT COMMITTEE CHARTER

MANDATE

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the "Board") to assist the Board in fulfilling its oversight responsibilities.

The Committee’s primary duties and responsibilities are to:

- Review and assess management’s overall process to identify principal risks that could affect financial reporting and the achievement of the Corporation’s business plans, and to monitor the process to manage such risks.
- Oversee and monitor the Corporation’s compliance with legal and regulatory requirements.
- Be directly responsible for the appointment, compensation and oversight of the external auditors.
- Oversee audits of the Corporation’s financial statements.
- Oversee and monitor the qualifications, independence and performance of the Corporation’s external auditors.
- Oversee and monitor the integrity of the Corporation’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance.
- Provide an avenue of communication among the external auditors, management, and the Board.
- Report to the Board regularly.

The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities. The committee shall have unrestricted access to personnel and information in the Corporation, and to the external auditor, and to any resources necessary to carry out its responsibility including the ability to retain, at the Corporation’s expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

MAJOR RESPONSIBILITIES AND FUNCTIONS

Review Procedures

Review and update the Committee’s charter at least annually and provide a summary of the Committee’s composition and responsibilities in the Corporation’s annual report or other public disclosure documentation.

Annual Financial Statements

1. Discuss and review with management and the external auditors the Corporation’s annual audited financial statements and related documents prior to their filing or distribution.
2. Review and formally recommend approval to the Board, the Corporation’s:
 - (a) year-end audited financial statements;
 - (b) Management’s Discussion and Analysis; and

- (c) Annual Information Form.

The review shall include a report prepared by the external auditors about the quality of the most significant accounting principles and practices governing the Corporation's financial statements, and which involve the most complex, subjective or significant judgemental decisions or assessments.

Quarterly Financial Statements

3. Review with management and, where applicable the external auditors, and either approve, including authorization for public release, or formally recommend for approval to the Board the Corporation's:
 - (a) quarterly unaudited financial statements and related documents, including Management's Discussion and Analysis; and
 - (b) any significant changes to the Corporation's accounting principles.
4. Where applicable, review and discuss quarterly reports from the external auditors regarding:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and
 - (c) other material written communications between the external auditors and management, such as any management letter or schedule of unadjusted differences.

Internal Control Environment

5. Ensure that management provide to the Committee an annual report on the Corporation's control environment as it pertains to the Corporation's financial reporting process and controls.
6. Review and discuss significant financial risks or exposures and assess the steps management has taken to monitor, control, report and mitigate such risk to the Corporation.
7. Review the effectiveness of the overall process for identifying the principal risks affecting the achievement of business plans and provide the Committee's view to the Board of Directors.
8. Review significant findings prepared by the external auditors, together with management's responses.

Other Review Items

9. Review policies and procedures with respect to officers' and directors' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the external auditors.
10. Review all insider transactions and related party transactions between the Corporation and any officers or directors.

11. Review legal and regulatory matters, including correspondence with regulators and governmental agencies that may have a material impact on the interim or annual financial statements, related corporation compliance policies, and programs and reports received from regulators or governmental agencies.
12. Review policies and practices with respect to off-balance sheet transactions and trading and hedging activities, and consider the results of any review of these areas by the external auditors.
13. Review with the Chief Executive Officer, the Chief Financial Officer of the Corporation and the external auditors:
 - (a) all significant deficiencies identified and material weaknesses in the design or operation of the Corporation's internal controls and procedures for financial reporting which could adversely affect the Corporation's ability to record, process, summarize and report financial information required to be disclosed by the Corporation in the reports that it files or submits under governing legislation; and
 - (b) any fraud, whether or not material, that involves management of the Corporation or other employees who have a significant role in the Corporation's internal controls and procedures for financial reporting.
14. Review all prospectuses and information circulars as to financial information.

External Auditors

15. Be directly responsible, in the Committee's capacity as a committee of the Board and subject to the rights of shareholders and applicable law, for the appointment, compensation and oversight of the work of the external auditors (including resolution of disagreements between management and the external auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The external auditors shall report directly to the Committee.
16. Meet on a regular basis with the external auditors (without management present) and have the external auditors be available to attend Committee meetings or portions thereof at the request of the Chairman of the Committee or a majority of the members of the Committee.
17. Review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to determine the external auditors' independence, including, without limitation:
 - (a) receiving and reviewing, as a part of the auditors' report, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation and its affiliates; and
 - (b) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors.

18. Review and evaluate:
 - (a) the external auditor's and the lead partner of the external auditor team's performance, and make a recommendation to the Board regarding the reappointment of the external auditors at the annual meeting of the Corporation's shareholders or regarding the discharge of such external auditors;
 - (b) the terms of engagement of the external auditors, together with their proposed fees;
 - (c) external audit plans and results;
 - (d) any other related audit engagement matters; and
 - (e) the engagement of the external auditors to perform non-audit services, together with the fees therefore, and the impact thereof, on the independence of the external auditors.
19. Upon reviewing and discussing the information provided to the Committee in accordance with paragraphs 17 and 18, evaluate the external auditors' qualifications, performance and independence, and consider whether the provision of permitted non-audit services is compatible with maintaining auditor independence, taking into account the opinions of management. The Committee shall present its conclusions with respect to the external auditors to the Board.
20. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing external auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis.
21. Consider with management and the external auditors the rationale for employing audit firms other than the principal external auditors, including a review of management consulting services and related fees provided by the external auditors compared to those of other audit firms.

Approval of Audit and Non-Audit Services

22. Review and, where appropriate, approve the provision of all audit services (including the fees and terms thereof) in advance of the provision of those services by the external auditors.
23. Review and, where appropriate, approve the provision of all permitted non-audit services (including the fees and terms thereof) in advance of the provision of those services by the external auditors (subject to the *de minimus* exception for non-audit services prescribed in applicable legislation which are approved by the Committee prior to the completion of the audit).
24. If the pre-approvals contemplated in paragraphs 23 and 24 are not obtained, approve, where appropriate and permitted, the provision of all audit and non-audit services promptly after the Committee or a member of the Committee to whom authority is delegated becomes aware of the provision of those services.
25. Delegate, if the Committee deems necessary or desirable, to subcommittees consisting of one or more members of the Committee, the authority to grant the pre-approvals and approvals described in paragraphs 23 through 25. The decision of any such subcommittee to grant pre-approval shall be presented to the full Committee at the next scheduled Committee meeting.

Other matters

26. Review and concur in the appointment, replacement, reassignment, or dismissal of the Chief Financial Officer, and other key financial executives in the financial reporting process.
27. Review and approve hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.
28. Report Committee actions to the Board with such recommendations, as the Committee may deem appropriate.
29. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
30. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the external auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.
31. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
32. The Committee shall evaluate its performance annually.
33. Perform such other functions as required by law, the Corporation's charter or bylaws, or the Board.
34. Consider any other matters referred to it by the Board.
35. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters, and
 - (b) the confidential submission by employees of the Corporation of concerns regarding questionable accounting controls or auditing matters.

OPERATION OF COMMITTEE

Reporting

The Committee shall report to the Board. The full Board shall be kept informed of the Committee's activities by a report following each Committee meeting.

Composition of Committee

The Committee shall consist of not less than three Directors as determined by the Board, a majority of whom are not members of management of the Corporation and who are free from any relationship that would interfere with the exercise of his or her independent judgement.

All members of the Committee shall have the financial literacy to be able to read and understand the Corporation's financial statements and to understand the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Appointment of Committee Members

Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

Chairman

The Corporate Governance Committee shall recommend an independent director as Chairman of the Committee to the Board for approval. The Board shall appoint the Chairman of the Committee.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

Secretary

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee.

Committee Meetings

The Committee shall meet at least quarterly at the call of the Chairman. The Chairman of the Committee may call additional meetings as required. In addition, a meeting may be called by any director or by the external auditors.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

Notice of Meeting

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by electronic communication to each member of the Committee and to external auditors at least 48 hours prior to the time fixed for such meeting.

A member and the external auditors may, in any manner, waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

Quorum

A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

Attendance at Meetings

The Chief Executive Officer and the Chief Financial Officer are expected to be available to attend meetings, but a portion of every meeting will be reserved for in-camera discussion without members of management being present.

The Committee should meet, on a regular basis and without management present, with the external auditors and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Minutes

Minutes of Committee meetings shall be sent to all Committee members and to the external auditors.

Engaging Outside Resources

The Committee is empowered to engage such outside resources, as it deems advisable, at the expense of the Corporation.