

MDN INC.

**ANNUAL INFORMATION FORM
RELATING TO THE YEAR ENDED DECEMBER 31, 2014**

March 19, 2015

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GLOSSARY

"**Altered**" or "**Alteration**" means any physical or chemical change in a rock or mineral subsequent to its formation.

"**Archean**" said of the rocks of the Archeozoic age, older than 2.7 billion years.

"**Assay**" said of the analysis of metal content in a rock.

"**Breccia**" means a rock in which angular fragments are surrounded by a mass of fine-grained minerals.

"**CIM Standards**" means the "CIM Standards on Mineral Resources and Reserves Definitions and Guidelines" adopted by the Council of the Canadian Institute of Mining, Metallurgy and Petroleum on August 20, 2000.

"**Diamond drilling**" means a variety of rotary drilling in which diamond bits are used as the rock-cutting tool to produce a recoverable core of rock for observation and assay.

"**Fault**" means a break in the earth's crust caused by tectonic forces, which have moved the rock to one side with respect to the other.

"**Feasibility Study**" means in accordance with the CIM Standards, a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method has been established and where an effective method of mineral processing has been determined. A feasibility study must include a financial analysis based on reasonable assumptions of technical, engineering, operating, and economic factors and evaluation of other relevant factors which are sufficient for a Qualified Person acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve.

"**Feldspar**" means any of a group of aluminium silicate minerals which may include potassium, sodium or calcium.

"**Felsic**" refers to a rock containing light-coloured minerals.

"**Geochemistry**" is the study of the distribution and amounts of the chemical elements in minerals, rocks, etc.

"**GPS**" means Global Positioning System, which is a satellite navigation system.

"**Granitoid**" means a rock of granitic composition.

"**Greenstone belt**" is a term applied to belt-like areas that are characterized by "greenstones", which are metamorphosed volcanic or sedimentary rocks.

"**InfiniTEM**" is a time-domain electromagnetism method, a geophysical exploration technique.

"**Intrusive**" means a body of igneous rock formed by the consolidation of magma intruded into other rocks.

"**IP**" means induced polarization, a geophysical exploration technique.

"**Kimberlite**" is an ultramafic rock often having diamonds as one of its mineral constituents.

"**Mafic**" refers to a rock containing dark-coloured minerals.

"**Mineralization**" is a natural occurrence in rocks or soil of one or more minerals.

"**Mineral Reserve**" means, in accordance with the CIM Standards, the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined. Mineral Reserves are divided into two categories:

"**Probable Mineral Reserve**" means, in accordance with the CIM Standards, the economically mineable part of an Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

"**Proven Mineral Reserve**" means, in accordance with the CIM Standards, the economically mineable part of a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

"**Mineral Resource**" means, in accordance with the CIM Standards, a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources fall under the following categories:

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

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

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

"**NSR**" means Net Smelter Return, – which corresponds to the amount realized from the production of mineral products removed from a mine, based on the market price at the time of delivery of the finished product after deducting all smelting, refining and transportation costs, charges and penalties.

"**Ounce**" or "**oz**" means a troy ounce or twenty penny weights or 480 grains or 31.103 grams.

"**Pyroclastic**" means a clastic rock of volcanic origin.

"**Qualified Person**" means in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects, an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development, production activities and project assessment, or any combination thereof, including experience relevant to the subject matter of the project or report and is a member in good standing of a professional association.

"**RC drilling**" means reverse circulation drilling, a drilling method whereby air or drilling fluid passes inside the drill stem to the bit and returns to the surface carrying rock chips.

"**Strike**" means the direction, or bearing from true north, of a vein or rock formation measured on a horizontal surface.

"**TDEM**" means time-domain electromagnetism, a heliborne geophysical exploration technique.

"**VMS**" means volcanogenic massive sulphides.

"**Volcanic rocks**" means igneous rocks formed from magma that has flowed out or has been violently ejected from a volcano.

"**VTEM**" means versa time-domain electromagnetism, a heliborne geophysical exploration technique.

CONVERSION TABLE

Imperial System		Metric System
1 foot (ft)	=	0.3048 metre (m)
1 yard (yd)	=	0.9144 metre (m)
1 mile (mi)	=	1.6093 kilometre (km)
1 square mile (mi ²)	=	2.5900 square kilometres (km ²)
1 acre (ac)	=	0.4047 hectare (ha)
1 troy ounce (oz)	=	31.1035 grams (g)
1 short ton	=	0.9072 tonne (t)
1oz/ short ton	=	28.2 g/t
Symbols used		
g Au	=	gram of gold
T	=	metric tonne (1,000 kg)
Oz	=	ounce
Ag	=	silver
Au	=	gold
Cu	=	copper
Zn	=	zinc

All currency amounts appearing in this Annual Information Form are stated in Canadian dollars, unless otherwise indicated.

Except as otherwise indicated, the information contained in this Annual Information Form is presented as at December 31, 2014.

FORWARD-LOOKING STATEMENTS

Certain statements contained in sections of this Annual Information Form constitute forward-looking statements. These statements relate to future events or the Corporation's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "see", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions.

Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Annual Information Form should not be unduly relied upon. These statements speak only as of the date of this Annual Information Form. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Annual Information Form.

Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions on the following matters: except for the Company's investment in CMI, which is at the evaluation phase, all of the Company's other resource properties are exploration properties. The Company's long-term profitability depends on the costs and success of its evaluation, exploration and development programs, which may also be influenced and materially affected by different factors. These factors include the attributes of future mineral deposits, including the quantity and quality of the resources, the development costs of a production infrastructure, financing costs, the market value of minerals, and the competitive nature of the industry; Financing Risks; Title Matters; Metal and Mineral Prices; Business in Foreign Countries; Laws and Regulatory Requirements; Currency Risks; Volatility of Share Prices; and Uninsured Risks.

Actual results may differ materially from those expressed or implied by such forward-looking statements. Investors and other readers are urged to consider the foregoing risks, uncertainties, factors and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such forward-looking information. The Corporation cautions that the foregoing list of important factors is not exhaustive.

For more information on the risks, uncertainties and assumptions that could cause the Corporation's actual results to differ from current expectations, please refer to the "**Risk Factors**" section herein, as well as the Corporation's other public filings, available at www.sedar.com. The forward-looking statements and information contained herein are based on certain factors and assumptions as of the date hereof. The Corporation does not undertake to update any forward-looking information, whether written or oral, that may be made from time to time by it or on its behalf, to reflect new information, future events or otherwise, except as is required by applicable securities laws.

CORPORATE STRUCTURE

NAME, ADDRESS AND INCORPORATION

MDN Inc. (the "Corporation" or "MDN") is a mining and exploration company incorporated pursuant to the *Mining Act* (Québec) by the issuance of letters patent dated January 27, 1954, under the name Northern Quebec Explorers Ltd. By notice of change dated March 4, 1978, its corporate name was changed to Explorateur du Nord Québécois Ltée/Northern Quebec Explorer Ltd. Its name was subsequently changed to Explorations Minières du Nord Ltée by notice of change dated April 21, 1980.

On September 4, 1987, the Corporation was continued under Part 1A of the *Companies Act* (Québec) by the issuance of articles of continuance and its corporate name was changed to Northern Mining Explorations Ltd./Explorations Minières du Nord Ltée by notice of change dated September 4, 1987.

The Corporation changed its name to MDN Inc., by the filing of a notice of change dated May 24, 2007.

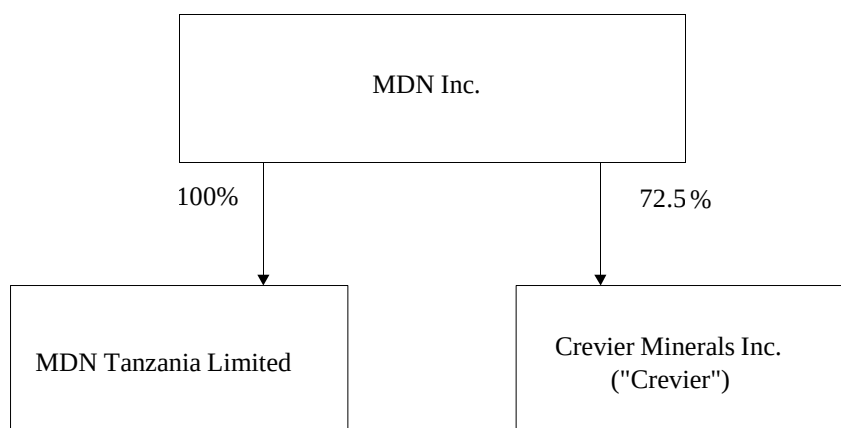
The Corporation is now governed by the *Business Corporations Act* (Québec).

The head office of the Corporation is located at 1693, St. Patrick Street, Suite 106, Montréal (Québec) Canada H3K 3G9.

The authorized share capital of the Corporation consists of an unlimited number of common shares. As of December 31, 2014, there were 113,957,539 common shares outstanding, which are presently listed on the Toronto Stock Exchange.

INTERCORPORATE RELATIONSHIPS

The Corporation has a wholly-owned subsidiary in Tanzania, called "MDN Tanzania Limited" and holds 72.5% of Crevier Minerals Inc.



GENERAL DEVELOPMENT OF THE BUSINESS

THREE-YEAR HISTORY

2012

On March 6, 2012, MDN announced the total royalty payment of cash available for distribution attributable to its participation interest in the Tulawaka mine for 2011. The total amount received by MDN for 2011 was US \$6.17 million, including payment of US \$1.2 million that was remitted at the end of the first half of 2011.

On March 14, 2012, MDN announced the acquisition of a 133.33 km² area to the east of its Ikungu property in Tanzania. The request for the prospecting licenses was granted to MDN by the United Republic of Tanzania Ministry of Energy and Minerals.

On October 2, 2012, following the discovery of a volcanic belt measuring 15 km in length located to the east of the Ikungu mineralized zone in Tanzania, MDN completed a soil geochemical survey on its Ikungu East property. The objective of these works was to determine the gold potential of this belt, which had never been the object of important exploration works in the past. The survey was carried out on lines spaced at every 800 meters and it identified four zones formed of samples enriched with gold and located in 3 to 4 consecutive lines of sampling. The lengths of these zones vary from 1.5 km to 3.0 km and were delimited with gold values varying between 25 ppb Au and 1500 ppb.

2013

On January 28, 2013, MDN announced a corporate restructuring in connection with its exploration activities and the future development of the Crevier project. For 2013, MDN decided to focus all of its exploration efforts on Tanzania, primarily the Ikungu gold project. The Crevier project will be developed through Crevier, a private company 72.5% owned by MDN and 27.5% by Niobec Inc., a wholly-owned subsidiary of Iamgold Corporation now recently purchased by Magris Resources Inc.. MDN's management team was restructured to support the business plan. Serge Bureau resigned as CEO of MDN, effective on February 1, 2013, but retained the presidency of Crevier and was then focusing solely on Crevier's development. His goals will be to structure a private financing for Crevier to complete the Crevier project feasibility study currently underway, to set up the technical team required to develop the project and to manage and coordinate an initial public offering of Crevier, if possible.

As of February 1, 2013, Marc Boisvert became the President and CEO and a director of MDN. With over 25 years' experience in mineral exploration, 12 of which spent in Tanzania, he has an excellent understanding of the country's geological and operational setting. Before joining MDN, Marc gained solid experience with major international mining companies like Barrick Gold, Noranda and Inmet.

On February 13, 2013, African Barrick Gold plc ("ABG"), the project operator of the Tulawaka gold mine in Tanzania in which MDN has a 30% participating interest, announced fourth quarter and annual operational results. ABG has successfully extended the life of the operation consistently in the last three years; however as part of its Operational Review, ABG decided not to further extend the mine life beyond the middle of 2013 and thereafter implemented a closure plan for the operation.

On November 15, 2013, MDN reported that ABG had reached an agreement with STAMICO, the Tanzanian State Mining Corporation, pursuant to which STAMICO acquired the Tulawaka gold mine and certain exploration licenses surrounding Tulawaka for consideration of US\$4.5 million and the grant of a 2% net smelter royalty on future production in excess of 500,000 ounces, capped at US\$500,000. As part of the agreement, STAMICO took ownership and management of the rehabilitation fund established as part of the closure plan for the mine, in return for the assumption of all remaining past and future closure and rehabilitation liabilities for Tulawaka, and will indemnify the other parties to the agreement in relation to these liabilities. This resulted in a cash payment by ABG to STAMICO of the balance of the rehabilitation fund, less the transaction consideration.

2014 and Recent Developments

On March 31, 2014, MDN announced that it had completed the interpretation of field work done on the Nikonga property in 2013. The results indicate that the 2012 drill discoveries are part of a single gold-bearing system 2.0 km in diameter. A combination of a geochemical soil survey and a soil acidity survey has delineated a circular gold/copper/molybdenum-enriched zone associated with high soil acidity. This soil anomaly covers all the gold-bearing intersections obtained in 2012, which returned grades ranging from 1.86 g/t Au to 14.5 g/t Au over lengths of 1 to 10 metres. Several lineaments with gold-enriched soils were detected in the most acidic zone and at the heart of the anomaly Au-Cu-Mo. These lineaments range in length from 500 metres to over 1.5 km and are parallel to each other. These are high-quality drill targets that could lead to the discovery of gold-bearing quartz-tourmaline veins and shears with sulphides. Moreover, some of these lineaments coincide with gold-bearing drill intersections obtained in 2012. All these lineaments are high-quality drill targets for the discovery of additional gold zones. The results of holes **NKD-05 (9.88 g/t Au / 4.2 m)** and **NKD-04 (1.73 g/t Au / 12.35 m, including 17.35 g/t Au / 1 m)** confirm MDN's discovery in Hole NKD-02, with **12.3 g/t Au / 4.2 m and 10.9 g/t Au / 4.9 m** (press release dated March 27, 2012) in the southern portion of the property. Hole **IKD-07 (1.39 g/t Au / 2.6m and 2.6 g/t Au / 3.0m)**, adjacent to Hole NKRC-14 (**14.5 g/t Au over 2.00 m and 9.34 g/t Au over 1.0 m**), confirms the structures farther north.

On May 12, 2014 MDN announced the appointment of Mr. Claude Dufresne as President and Chief Executive Officer. Mr. Dufresne has extensive niobium industry experience. His primary objective is to resume work on the Crevier property, including carrying out a feasibility study, financing mine development and mining the resource.

On May 14, 2014 MDN reported that it had completed the interpretation of 2013 field work done on the Ikungu East property. The mapping, prospecting and ground magnetic survey reveal that the volcanic belt discovered by MDN in 2012 is indeed the extension eastward of the Ikungu project, furthermore soil geochemistry surveys identify two areas where soils are enriched in gold on this extension. The 2013 field work combined with the field work done in 2012 revealed a volcanic belt intercalated between a potassium granitoid to the north and a sodium granitoid to the south. The soil geochemistry results identify two distinctive zones with gold-enriched soil. The two zones cover the volcanic rocks, as does the Ikungu showing on MDN's adjacent property, which is at the definition drilling stage. A first zone, called Bisumwa, is 17 km east of the Ikungu gold showing, at the eastern end of the Ikungu East property. This zone measures 3 km by 2 km. The second zone, called Kamgaruki, has an elongated shape that covers 4 km by 0.5 km. It lies halfway between the Ikungu mineralized showings and Bisumwa zone. **Partners:** The Corporation continues to seek partners to maintain the exploration work on the Ikungu East property as well as on the Ikungu and Nikonga properties. Geological results achieved to date are very encouraging and the Corporation is confident that discussions with potential partners will be realized through agreements.

On June 12, 2014 MDN announced the appointment of Mr. Jean-Sébastien David and Mr. Claude Dufresne as directors of the Corporation. The Corporation also announced the resignation of Mr. Marc Boisvert as Vice-President of Exploration and as Director of MDN Inc. and the resignation of Mr. Serge Bureau as Director of MDN Inc. Both Messrs. Boisvert and Bureau remained involved with the Corporation as consultants.

On June 18, the Corporation announced the start of exploration on its Samaqua property. The Corporation has acquired a 100% interest in the 99 mineral claims of the Samaqua property, which covers an area of 5,557 hectares southwest of the Crevier deposit. The exploration program is aimed at confirming the presence of a carbonatite or alkaline system with the potential to host niobium / tantalum mineralizations. The work consists of a helicopter-borne geophysical survey and an induced polarization ground survey on a circular anomaly, followed by about 1,500 m of drilling on the target. The airborne high-density work was completed during the month of September 2014. The results of the airborne survey have identified three targets. The work of Geophysics using the induced polarization has begun and was completed in November 2014. It will be followed by a diamond drilling campaign. The objective of the program is the discovery of a carbonatite mineralized niobium.

On July 15, 2014 MDN announced the completion of a private placement through the issuance of a total of 7,363,464 units at a price of 5.5 cents per unit and 5,066,825 flow-through shares at 7.5 cents per share, for total proceeds of \$785,000. Each common share unit comprised one common share and one-half of a common

share purchase warrant. No warrant was issued with the flow-through shares. Each whole common share purchase warrant entitled the holder to purchase one common share of MDN at a price of 11 cents until July 14, 2016. MDN planned to use the private placement proceeds to finance its exploration plan on the Samaqua project located south-east of niobium-tantalum Crevier project, as announced in the June 18, 2014 press release.

On October 6, 2014, MDN announced a change of partner in the Crevier project. Following the announcement of the sale of Niobec Inc. to a group of companies led by Magris Resources Inc., after the closing of the transaction, Niobec's share of 27.5% in Crevier Minerals Inc. will be transferred to the new consortium. On October 3rd, 2014, Iamgold announced that it had reached a definitive agreement to sell the Niobec mine to Magris Resources Inc., in partnership with CEF Holdings Ltd and Temasek, for US\$500 million. The closing of the transaction occurred on January 22, 2015.

On February 24, 2015, MDN announced that it has entered into two option agreements for the acquisition of 100% interest in two properties located in the Thunder Bay Mining Division, 45 kilometers north-west of Marathon, Ontario, known as the Prairie Lake Property and Prairie Lake South Property. Two Agreements were reached: (i) The Corporation has the option to acquire an interest of 100% on the Prairie Lake Property by paying an aggregate of C\$ 190,000 and issuing a total of 2,850,000 common shares over a four year period. The Corporation must also incur a minimum of C\$ 305,000 in exploration expenses over four years. The Prairie Lake Property consists of 210 mineral claims in 16 claim blocks covering 3,360 hectares in the Killala Lake Townships; and (ii) The Corporation has the option to acquire an interest of 100% in the Prairie Lake South Property by paying an aggregate of C\$ 93,000 and issuing a total of 1,300,000 common shares over a four year period. The Corporation must also spend a minimum of C\$ 115,000 in exploration expenses over four years. The Prairie Lake South Property consists of 37 mineral claims in 4 claim blocks covering 592 hectares in the Killala Lake Townships. Rock sampling done by the vendor and by the Geological Survey of the Ministry of Northern Development and Mines in Thunder Bay (MNDM) confirmed the occurrences of alkaline rocks which contain niobium assays as high as 1.63% Nb₂O₅. The samples consisted of grab samples and samples taken from blasted outcrops. Activation Laboratory (Actlabs) from Thunder Bay, an ISO 17025 accredited laboratory, analyzed niobium by XRF on fused borate beads. IOS Services Geoscientifiques Inc. was then mandated by MDN Inc. to carry out a reconnaissance on the properties. Five composite samples from the blasted sites plus a grab sample were collected and analyzed by XRF on fused borate beads. Analyses confirmed a significant potential for niobium and phosphorous mineralization, with niobium values as high as 0.894% Nb₂O₅. The property encompasses part of the outer ring of a circular aeromagnetic anomaly, a signature comparable to the Niobec mine and many other niobium bearing carbonatitic complex.

DESCRIPTION OF THE BUSINESS

GENERAL

The business of the Corporation consists of acquiring, exploring and developing mining properties. In the context of carrying out its objectives, the Corporation is likely to conclude various agreements specific to the mining industry, such as the purchase and options to purchase mining claims agreements as well as joint venture agreements.

The Corporation is exploring its mineral properties and has not yet determined whether these other properties contain commercially viable mineral deposits.

The Corporation holds interests in the following properties located in:

- Tanzania, East Africa: Simba, Ikungu, Ikungu East and Nikonga, totaling 473 km²;
- Québec: Des Méloizes in the Normetal area; Le Tac, Lac Shortt, Lespérance, in the Chibougamau area;; and Crevier Project and Samaqua Project in the Lac St-Jean Region.

HUMAN RESOURCES

As at December 31, 2014, the Corporation had three part-time employees, two working at its head office

and one working in Tanzania.

FOREIGN PROJECTS

TANZANIAN PROJECTS

- **"Simba" (Isambara)**

Under the terms of an agreement signed on September 13, 2002 with Lakota Resources Ltd. (which subsequently changed its name to "Tembo Gold Corp" ("Tembo")) of Toronto, and Jope Business Associates Ltd. of Dar-es-Salaam, the Corporation acquired a 70% interest in nine licenses to the north of the Tulawaka property, covering an two areas totaling 205.64 km². The two areas form two projects, the Isambara project and the Kinyongi project. In 2008, MDN exercised its rights to dilute the interest of Tembo and Jope to nil, as they declined to contribute, in pro-rata of their interest in the Isambara project, to the approved work programs. Tembo and Jope's interests were converted into a 1% NSR and the Corporation has now a 100% interest.

- **"Ikungu"**

Under the terms of an agreement signed on March 10, 2008 with Tembo, the Corporation has the option to acquire a 70% interest in two licenses, covering an area of 14.87 km². MDN fulfilled its option and in 2011 formed a JV agreement with Tembo. Tembo has elected to not participate and will be diluted according of future investments by MDN.

- **"Ikungu East"**

MDN has acquired the entire control of a 133.33 km² area to the east of its Ikungu property in Tanzania. The request for the prospecting licenses was granted to MDN by the United Republic of Tanzania Ministry of Energy and Minerals.

- **"Nikonga"**

On November 29, 2010, MDN signed an option to acquire the Nikonga property, located 40 km southeast of the Tulawaka mine, in Tanzania. After entering into an agreement with a prospecting license, MDN succeeded in negotiating agreements for the three artisanal primary mining licenses on the property. Together, these agreements grant MDN an option to acquire a 100% interest in all the permits in exchange for a schedule of payments until a production decision has been taken..

All the above PLs are believed to be in good standing or are in the process of being renewed.

Regional Geology

Exploration Program

The Corporation has started the systematic exploration of the targets identified in 2002 in the region. The exploration programs use proprietary techniques and methods that the Corporation has tested, and which were used in the discovery of the known gold deposits in the Tulawaka property.

The Corporation relies initially on soil geochemistry to determine the location of gold mineralization in the lateritic profile. This technique consists of taking samples of soil at certain depths and at various spacing along lines, each sample being accurately located with GPS equipment. Soil samples are sent for assay for at least three elements besides gold. Results are analyzed by statistical methods to determine background and threshold values. Once there is a definition on what constitute anomalous results, further and more detailed sampling is done to identify the bedrock source of such an anomaly.

The follow-up work to test geochemical anomalies consists of induced polarization surveys to map structures and geology. This assists in the design of drill fences across such structures. Drilling is being done initially

with rotary air blast (RAB) and/or reverse circulation (RC) techniques, which may confirm the existence and extent of bedrock mineralization. This is then followed by diamond core drilling to confirm the exact nature of mineralization, its geometry, mineralogy, attitude and so on.

When the first drill holes indicate that a mineralized zone has a sufficient grade, is hosted by structures that may lead to sufficient tonnage for the zone to eventually become economic, drilling continues eventually up to the definition drilling stage. This stage allows the quantitative and qualitative evaluation of the mineralized body to evaluate if it may be profitably mined.

On the exploration front, MDN had outstanding results in 2012, with the discovery of a high-grade gold zone on its Nikonga project and also a 15-km long volcanic belt in the eastern extension of the major Ikungu gold zone.

The Nikonga discovery was the outcome of two drilling programs on the property, which is wholly-owned by MDN. A total of 3,446 linear metres were drilled. The discoveries were identified by the following intersections:

NKD-02:	12.3 g/t Au over 4.2 m
	10.9 g/t Au over 4.9 m
NKD-05:	9.9 g/t Au over 4.2 m
NKD-04:	17.3 g/t Au over 1.1 m

Ikungu Project

In March 12, 2008, the Corporation executed an Option and Joint Venture Agreement with Tembo to acquire an undivided interest of 60% in the Ikungu Property in consideration for cash payments totaling US\$215,000 and the execution of exploration work for an amount of US\$2M over a five-year period. Pursuant to the Agreement, MDN may earn an additional 1% interest for each tranche of US\$200,000 of exploration work and may therefore increase its undivided interest up to 70%.

In 2011, a joint venture (70%/30%) was formed. Tembo declined to participate and accepted to be proportionally diluted, therefore MDN may increase its interest up to 100%.

Location and Access

The Ikungu project covers an area of 14.87 km² on the eastern shore of Lake Victoria at 20 km southwest of the town of Musoma and 135 km northeast of the town of Mwanza, Northern Tanzania. Access is by paved road to Musoma and by dirt road between Musoma and the project area.

Title

The two contiguous licenses of the Ikungu project cover an area of 14.87 km². Three artisanal PML s were located within the Northern licence when the agreement with Tembo was signed. MDN had agreements signed with the three owners of PML s at the time. As of December 31, 2014 the Ministry of Energy and Minerals are listing only one PML left on the Ikungu property. The agreement with that particular PML owner was not renewed, therefore no more agreement exist between MDN and the PML owner.

Regional and Property Geology

The project is located in the Mara-Musoma belt, one of the Lake Victoria goldfields greenstone belts. Several gold deposits were historically mined in this belt that also hosts Barrick's North Mara gold mine with 4.3 million ounces of gold in reserve. The 14.87 km² Ikungu property lies 20 km southeast of Musoma. The Ikungu project is part of the western extension of the volcanic rock belt that hosts the former Kiabakari mine (283,000 ounces at 12-14 g/t gold) and the former Buhemba mine (393,000 ounces at 12.6 g/t gold).

Previous Work

Quartz veins occur within the sedimentary units, forming "reefs" from which, gold mineralization was mined. From 1938 to 1946, a total of about 19,000 ounces of gold was mined at a grade of 12.5 g/t Au from underground workings in the Main / Forest Reef. This gold-bearing structure extends over a minimum strike length of 2.4 km and remains opened to the west.

Since the 1960's, the property was discontinuously explored. Only 10 diamond drill holes and 7 RC holes effectively tested the main gold bearing structure. The widely spaced holes intersected gold mineralization indicating the presence of gold mineralization over at least 2 km.

In January 2009, MDN's geological team obtained encouraging grab sample results from artisanal mining sites in the west sector, such as 56.80 g/t gold and 70.10 g/t gold. The average gold content of 11 grab samples from the east sector was 12.04 g/t. Drilling by the previous owners in the early 2000s yielded good drill intersections in the east sector, including holes IKD-06 (11.50 g/t Au over 1.0 m), SIK8 (11.50 g/t Au over 5.9 m) and SIK1 (24.50 g/t Au over 3.9 m).

A total of 10 holes were drilled in 2009. The results indicate that mineralization is associated with metasedimentary rocks intercalated with mafic volcanic rocks. The mineralization has a low sulphide content (0.5%-5.0%) and is dominated by pyrite, pyrrhotite and arsenopyrite. High-grade material of over 30 g/t is associated with strongly-silicified rock.

A total of 45 holes totaling 8,947 m were drilled in 2010. High grade mineral shoots were confirmed as intersection IKD-45 intersecting 8.6 g/t Au over 14.67 metre (true width) and the zone was extended 600 metres toward the west with the intersection of hole IKBH-42 cutting 2.15 g/t Au over 6.12 metres and 1.54 g/t Au over 21.45 metres.

Drill results confirm that the mineralization extends over at least 2.6 km of the overall structure. The Ikungu gold-bearing structure represents excellent potential for MDN for the discovery of economic gold mineralization in Tanzania. Drilling was in progress in early 2010.

In 2011, the first program took place from January 20 until May 5, 2011. The four drill fences comprised 35 RC holes, for a total of 3,664 metres of drilling. The second program began on June 15 and ended on August 23, 2011. In all, 4,744 metres were drilled in 11 holes, including 3,275 metres of diamond drilling and 1,469 metres of RC drilling. The first 100 metres of each hole is drilled by reverse circulation to save on drilling costs.

In 2012, no field work was conducted. All efforts were concentrated on the search for a potential partner.

The work done to date shows that the Ikungu gold mineralization occurs at the contact of two geological domains, with a series of pillow basalts with intercalated sediments lying to the north and a series of pillow basalts and gabbroic sills to the south. The gold mineralization lying at the contact of these two domains is particularly associated with a grey-blue quartz vein network contained in a highly-silicified, sulphide-rich replacement zone.

This stratigraphic setting is similar to the geology of the Bulyanhulu mine in Tanzania. Among other things, the Bulyanhulu mine is characterized by its narrow structure, with an average width of 2 to 4 metres and vertical continuity to a depth of more than 2 km.

Potential Resources

It should be recalled that a total of 53 holes have been drilled to date along the four kilometre-long Ikungu structure. These holes have identified a two kilometre-long by 300-metre deep mineralized zone. Drilling has delineated four higher-grade zones with a minimum horizontal thickness of two metres. These zones are defined around the gold intersections in the following holes: IKD-45 (8.6 g/t Au over 14.78 m) drilled on Section 2230mE, IKD-48 (3.11 g/t Au over 9.50 m) drilled on Section 2830mE, IKD-51 (3.39 g/t Au over 7.05 m) drilled on Section 3190mE and IKD-36 (13.22 g/t Au over 4.62m) drilled on Section 3610mE.

IkunguDrillResults

Hole #	Section (m)	From (m)	To (m)	Grade (g/t Au)	Interval (m)	True width (m)
IKD-45 Zone	2230E	138.70	158.00	8.60	19.30	14.78
IKD08	1960E	142.17	143.30	10.95	2.02	1.55
IKD-47	1960E	383.00	394.00	2.72	11.00	8.43
IKD-57	2150E	392	412.8	1.31	20.8	18.05

IKD-48 Zone	2830E	413.45	425.85	3.11	12.40	9.50
IKD-39	2650E	358.00	362.00	9.63	4.00	3.06
IKD-32	2560E	83.00	86.75	6.51	3.75	2.87
IKD-34	2890E	97.20	99.80	6.63	2.60	2.25
IKD-35	2650E	72.50	81.00	2.79	8.50	7.36

IKD-51 Zone	3190E	448.00	457.20	3.39	9.20	7.05
IKD-50	3325E	281.50	287.00	2.83	5.50	4.21
IKD-49	3400E	334.20	340.60	2.27	6.40	4.90

IKD-36 Zone	3610E	51.60	56.94	13.22	5.34	4.62
SIK1	3745E	140.84	144.68	24.54	3.84	2.94
SIK8	3745E	206.90	212.81	11.50	5.91	4.53
IKD-37	3745E	276.50	281.70	5.39	5.20	4.50
IKD-44	3745E	401.00	409.00	2.53	8.00	6.13

Possible zone to the east of IKBH-71	4590E	17.0	19.0	13.43	2.00	Undetermined
Possible zone to the west of IKD-59	1570E	214.3	215.17	7.90	0.87	Undetermined

Ikungu East Project

MDN acquired prospecting licenses to the east of its Ikungu property in Tanzania. The new property covers an area of 133 km² and is wholly-owned by MDN. The mining licenses for these properties were granted to MDN by the Ministry of Energy and Minerals of the United Republic of Tanzania.

Location

The property is east of the Ikungu property and 17 km southeast of Musoma and 135 km northeast of Mwanza, the second most populated town in Tanzania. The prospect consists of two prospecting permits totaling 133,33 km².

Regional and Property Geology

During the first quarter of 2012, MDN acquired mining properties located to the East of its Ikungu property in Tanzania. The new property covers an area of 133.33 km² and MDN holds 100% ownership. At the time of exploration works on the Ikungu property, the geological compilation of available information and the interpretation of the data by MDN geologists in 2011, suggest that the extension to the east of the Ikungu auriferous structure continues on these new mining titles.

This new property covers a wide portion of territory located between the Ikungu property and the auriferous artisanal mining "Magarombe". This operation is located in the high-grade auriferous corridor of the "Colonial Buhemba" mine which produced 393,000 tonnes of ore with a value of 12 g/t Au.

Previous work by MDN.

No previous work was reported for the area. In 2012, prospecting work by MDN led to the discovery of a previously-unknown 15-km long volcanic belt.

These days, discoveries of volcanic belts over 15 km long with gold potential are few and far between. It is even more unusual to be in a position to explore more than 15 km of uncharted territory in a region of the world that hosts world-class deposits containing more than 3 million ounces of gold.

Early in the year, the geological compilation of the available data and interpretation of the data by MDN's geologists indicated that the Ikungu gold structure extends east onto the new property. The acquisition of the property enabled MDN to explore this area and discover a previously unknown 15-km long volcanic belt. The discovery of this volcanic belt opens up the area to gold exploration and gives MDN regional control over an as yet uncharted favourable geological horizon.

An initial geological reconnaissance survey covering the entire property confirmed the presence and the extension towards the east of the volcanic rocks hosting the Ikungu mineralized zone. Mapping confirmed a 15-km extension of the belt towards the east, in the direction of the former "Buhemba" colonial mine, a high-grade gold mine that produced 393,000 tonnes of ore grading 12 g/t Au (historical values).

A ground magnetic survey was conducted over the entire 15-km volcanic belt on lines spaced at 200 m. At year-end, a more detailed survey was conducted at a 100-m spacing, and the data is now being processed. The survey totaled 1,600 line-km of ground magnetic surveying.

An initial soil reconnaissance survey was done in the second quarter of 2012 using a DGPS. The survey was carried out on lines spaced at 800 metres, with stations every 50 metres on the volcanic belt and every 100 metres along the contact with the granitoids adjacent to the belt. A total of 1,260 samples were sent for assaying. Four zones were identified, formed of gold-enriched samples spread over three or four consecutive lines. These zones are 1.5 to 3.0 km long and are defined by gold grades of 25 to 1,500 ppb Au.

Such grades are considered significant anomalies when compared to historical soil samples from mines now in production in Tanzania. For instance, more than 60% of the Geita mine reserves were discovered by drilling an 80 ppb Au soil anomaly.

A second, tighter soil reconnaissance survey with lines spaced at 400 m was conducted in the last quarter of 2012, and the data is now being compiled and interpreted. Preliminary results show that additional investigations will be needed to understand and delineate these anomalies, that this is a regional-scale discovery (the soil sampling survey covers 15 km of volcanic rocks), and that the sampling grid will need to be tightened to delineate the anomalies. It is important to locate the source of these gold anomalies, and a program is now being prepared for this purpose.

Ground magnetic reconnaissance surveys were carried out in 2012 over the entire 15-km long volcanic belt on lines spaced at 200 metres. A more detailed survey was then conducted at a 100-metre spacing. Together, these two surveys involved 1,600 line-kilometres of ground magnetic surveying. In 2013, some areas were surveyed in greater detail at a spacing of 50 metres, with MDN crews covering a total of 1,992 line

kilometres.

Soil geochemistry reconnaissance surveying was carried out in 2012. The survey was conducted on lines spaced at 800 metres, with stations every 50 metres on the volcanic belt and every 100 metres at the contact with the granitoids next to the belt. In 2013, soil acidity readings were also taken in these areas. Four zones were identified, formed of gold-enriched samples spread over three or four consecutive lines. These zones are 1.5 to 3 km long and are defined by gold grades of 25 to 1,500 ppb Au. Such grades are considered significant anomalies when compared to historical soil samples from mines now in production in Tanzania. They are also similar to the results from the Ikungu mineralized zone on MDN's adjacent property.

Mapping reconnaissance work initiated in 2012 continued in 2013, with a total of 1,180 outcrops visited by MDN's geologists.

Nikonga

On November 29, 2010, MDN signed an option to acquire the Nikonga property, located 40 km southeast of the Tulawaka mine, in Tanzania. After entering into an agreement a prospecting license, MDN succeeded in negotiating agreements for the three artisanal primary mining licenses on the property. Together, these agreements grant MDN an option to acquire a 100% interest in all the permits in exchange for a schedule of payments until a production decision has been taken. .

Location

The property is situated 150 km southwest of Mwanza and 40 km southeast of the Tulawaka mine. The prospect consists of 2 prospecting permits totaling 50.71 km².

Regional and Property Geology

The property is located in the western portion of the Kahama Greenstone Belt, which was previously known as the Ushirombo Belt. The property is underlain mainly by mafic volcanic rocks.

Regional data indicate the presence of a WNW-striking lineament that intersects the Nikonga property and the Tulawaka mine. Two gold-in-soil anomalies situated one kilometre apart and parallel to the regional lineament occur on the property. Multiple values varying from 50 to 580 ppb Au have been detected. These anomalies coincide with and represent the extensions of sites where artisanal mining has taken place in strongly silicified, gold-rich volcanic rock.

Previous Work

MDN acquired the Nikonga property, located 40 km southeast of the Tulawaka mine, in 2010. The property consists of two prospecting licenses covering a total of 51 km². An initial drilling program that began on January 30, 2012 and ended on March 3, 2012, led to the discovery of two new gold zones based on intersection from holes NKD-02 (10.87 g/t Au over 4.9 m and 12.3 g/t Au over 4.2 m) and NKRC-14 (14.5 g/t Au over 2.0 m).

This discovery warranted a second drilling program that started on June 11, 2012, and ended on July 30, 2012.

The drill results from holes NKD-05 (9.88 g/t Au over 4.2 m) and NKD-04 (1.73 g/t Au over 12.35 m including 17.35 g/t Au over 1 m) confirm MDN's discovery in Hole NKD-02, which had returned 12.3 g/t Au over 4.2 m and 10.9 g/t Au over 4.9 m on the Kezeria Main structure. Hole IKD-07 (1.39 g/t Au over 2.6 m and 2.6 g/t Au over 3.0 m) adjacent to NKRC-14 (14.5 g/t Au over 2.0 m and 9.34 g/t Au over 1.0 m) confirmed the Kezeria North structure, located 500 metres north of the Kezeria Main structure. Holes NKRC-06 (5.6 g/t Au over 1 m) and NKRC-05 (3.2 g/t Au over 5 m) indicate the presence of several parallel mineralized structures. Combined, the intersections suggest a 1-km long corridor hosting several parallel or braided (anastomosed) mineralized structures.

In 2013 field work consisted to geophysics ground magnetic survey, mapping and soil acidity survey.

Geophysics and mapping revealed the presence of a deformation corridor over 1 km wide that crosses the property from east to west over a distance of more than 7 km. This corridor marks the contact between the volcanic rocks and the Timiskaming-type sediments.

The soil acidity survey (6,810 reading sites) showed areas with higher acidity (low pH), suggesting the presence of sulphides at depth. One of these acidic areas coincides with the gold showings, as well as being associated with gold, copper and molybdenum soil enrichment. The circular Au-Cu-Mo geochemical anomaly is two kilometres in diameter. The acidity anomaly and the Au-Cu-Mo anomaly also coincide with the positive drill results of 2012, which revealed the presence of mineralization along felsic porphyry dykes.

Detailed mapping (1,440 sites visited) and the petrographic study confirmed the contact between the volcanic rocks and the sediments, and the presence of the felsic porphyry dykes.

Many lineaments with gold-enriched soil were detected within the most acidic area and at the center of the Au-Cu-Mo anomaly. These lineaments, which range from 500 m to over 1.5 km in length, are quality drill targets that could lead to the discovery of gold-bearing quartz-tourmaline veins or shear zones with sulphides. Several of these lineaments in fact coincide with gold-bearing drill intersections obtained in 2012, and they all constitute drill targets with strong potential for the discovery of additional gold zones.

The presence of the following elements allows a parallel to be drawn with the Timmins mining camp:

- 1) Presence of a quartz-tourmaline vein and gold-bearing pyritic shear between felsic porphyry dykes;
- 2) Gold-copper-molybdenum soil enrichment forming a circular anomaly 2 km in diameter;
- 3) Increased soil acidity, suggesting a chemical reaction due to the presence of sulphides at depth;
- 4) A deformation corridor marking the contact between the volcanic rocks and the sediments.

These geological observations allow a parallel to be drawn with the types of gold deposit in Timmins, Canada, particularly those of the Hollinger-McIntire, Dome and Pamour mines, which are world-class deposits associated with porphyry dykes and sometimes a porphyry intrusive. These mines lie at the edge of a discontinuity at the contact between volcanics and sediments.

Isambara Project

Under the terms of an agreement signed on September 13, 2002, with Tembo, and Jope Business Associates Ltd. of Dar-es-Salaam, the Corporation acquired a 70% interest in nine licences to the north of the Tulawaka

property, covering an area of 122.54 km². In 2008, MDN inc. has exercised its rights to dilute the interest of Tembo and Jope to nil, as they declined to contribute, in pro-rata of their interest in the Isambara project, to the approved work programs. Tembo and Jope's interests were converted into a 1% NSR and the Corporation has now a 100% interest.

Location

The property is located 28 km north of Tulawaka (Barrick 70%, MDN 30%) and 70 km west of the Geita mine Anglo-Ashanti.

The property now consists of seven prospecting permits totaling 122.54 km² covered by eight prospecting licenses.

Regional and Property Geology

The property is shown on Barth's 1990 compilation as underlain by Bukoban sediments, intruded by north-northeast-trending quartz-diorite dykes of late Bukoban age. Most of the property appears to be covered by intermittent lateritic ferricrete, with regolith fragments that suggest much of the underlying bedrock could be greenstones, probably the westward extension of the Geita Greenstone Belt. The eastern part of the property, east of the Muhama River, is shown by Barth to be underlain by undifferentiated granitoids. Pale colored sandy soils along the Geita-Biharamulo road would tend to confirm this.

Previous Work

During 2002 a reconnaissance-scale regolith mapping and soil sampling program was carried out over the entire PL 1274/99. This work confirmed that much of the license is underlain by greenstones, interpreted as the western extension of the Geita belt. This soil survey returned 17 samples anomalous in gold that are a target for more detailed follow-up sampling.

During the third quarter of 2004 the previous soil anomalies were followed up with an extensive and more detailed geochemical program. A total of 273 samples were collected from 280 attempted sites, and 9 blanks plus 7 commercial standards were added to the sample stream for quality control purposes. During the fourth quarter in 2004, subsequent to the Q3 soil sampling, three 800 m x 800 m grids were marked out in the east of the license and were surveyed with a gradient-array IP system. The results of the IP were used to plan an initial RC drilling program, of 892.5 m in 16 holes, carried out in December 2004.

A second program of drilling was carried out in 2005. A single line of 9 RC holes totaling 640 m was run across anomaly C, and three lines of RAB comprising 1,766 m in 27 holes were run across anomaly B.

In 2006, 75.2 km of ground magnetometer surveys were completed, a regolith map of the drill areas was prepared, and six drill fences were prepared out over IP anomalies B + C. During September, 1,713 m of RC drilling was completed in 29 holes to follow up the best results from 2005 drilling. Three lines of seven holes were drilled around ISRC-21 but no significant results were obtained. The balance of the drilling was in the vicinity of ISRAB-21, with significant results including 15.53 g/t Au over 8 m in ISRC-49 and 8.23 g/t Au over 3 m in ISRC-50.

The next phase of RC drilling recommenced in October 2006, with a total of 1,453 m drilled in 23 holes in Q4. A total of 1,613 samples including 65 field duplicates, 47 standards, 49 blanks and 363 pulp duplicates were analyzed by fire assay at the SGS laboratory in Mwanza.

In 2007, two gradient-array IP grids were surveyed over the eastern target area. A third, slightly offset, grid was also surveyed in the WNW extension to cover the western target area.

A 50m x 50m regolith grid was sampled to better define the two "bull's eye" Au-in-regolith geochemical anomalies in the western target area of the license (104 samples).

In March 2007, a total of 1,267m were drilled in 23 RC holes (ISRC-79 to ISRC-101) within IP grids D, E & F. In May and June a follow-up program at 100m by 100m was completed over the whole N-S anomaly. A total of 231 samples were collected in grid C. A total of 1,665m of RC drilling was completed in June in 21 holes, 1,421m on IP anomalies then 244m on the follow-up of previous drill intersections. In July an additional 15 soil samples were collected. Seven diamond holes totaling 1,006 m were drilled, as well as 21 RC holes totalling 1,946 m. These were followed in August 2007 with 5 diamond holes for 957 m and 5 RC holes for 524 m (one of which was drilled to provide water for the diamond drill).

Relogging of the old RC holes was completed and integrated with the geochemical and geophysical data to produce a geological map of the property. This outlined significant areas of mafic volcanics plus granodiorite intrusives and the importance of N-S structures at the volcanic/granodiorite contacts. A total of 2,981 m RC was drilled in 31 holes in Q4 2007.

In Q1 2008, additional drilling on the Isambara shear totalled 4,909 m RC in 49 holes plus 435.38 m of diamond drilling in 3 holes. Test mapping of termite mounds in mbuga areas was also carried out, with 164 soil samples taken from the mounds. In Q2 2008, diamond drilling program were completed totaled 1,382.22 m in 8 holes. In May and June, test mapping of termite mounds has been completed with 132 soil samples taken from the mounds and 6 QA/QC. In Q3 2008, 6 RC holes totalled 593 m were drilled to test a geophysical target located at 100 m north to the East Target.

The 2009 drilling program was concentrated on the Isambara south zone, and confirmed the northwest-striking geometry and the presence of mineralization in the form of parallel-vein networks. The vein networks are continuous over 250 to 500 m and are 10 to 100 m thick. Average grade is controlled by the density of the parallel veins. Grades of over 1 g/t Au occur in zones with a density of 3 to 5 veins per metre. Individual veins can contain values of in the order of 30 g/t of gold and higher. Mineralization represents a single event, and occurs as transparent white or grey quartz, with locally-occurring sericite, generally at the edge of the veins. Some veins contain no quartz, and consist of plates of sulphide minerals with mafic minerals along fractures. The sulphide content is low (0.1%-2%), and consists primarily of pyrite, pyrrhotite and arsenopyrite.

In 2009, a detailed soil survey was conducted on the property. The Metal Mobile Ion ("MMI") procedure was used to obtain enhanced details relative to conventional soil surveys. The MMI survey results confirmed the strength and size of the gold-bearing system, which covers an area of 4 km by 3 km. Drill results show that the MMI gold anomalies in the soil are the surface signature over the highest-density areas of parallel-vein networks, in a granodiorite several hundreds of metres thick within the western edge of the pluton.

Preliminary models could be orogenic gold deposits or the model preferred by MDN, which is that of a reducing gold-bearing system related to intrusives, similar to deposits like Fort Knox (158 Mt @ 0.83 g/t Au), Dublin Gulch (50 Mt @ 0.93 g/t Au) in Alaska and Vasilkovshoe (80 Mt @ 3.7 g/t Au) in Kazakstan.

The results of 2009 drilling on the south zone and the MMI soil survey warrant the extension of the drilling program outside the south zone and to other gold anomalies interpreted as the surface imprint of a potential large gold-bearing system.

Following the signature of an agreement with Tembo in 2008 for the acquisition of a 60% to 70% interest in the Ikungu project, bulk sampling, an MMI soil survey and 2,024 metres of drilling were carried out in 2009.

In 2010 a retention licenses application and licenses application was filed and a license was granted in 2013.

CANADIAN PROJECTS

MDN's subsidiary Crevier owns the Crevier Project located in the Lac St-Jean Region. MDN also owns 100% of the interests in the Samaqua property.

The Corporation also owns in the province of Quebec several mining rights and claims on the following properties: LeTac, Lac Shortt, Lespérance, and MC Gold properties in the region of Chibougamau. However,

due to the current market conditions in which we are currently facing, the Corporation has decided at the end of 2013 to focus his resources on niobium and tantalum projects, in accordance with the strategic objectives of MDN. The Corporation maintain its ownership in these properties but consider them as non-priorities in its objectives.

Crevier Minerals Inc.

The investment in Crevier represents our investment in a resource of niobium (Nb₂O₅) and tantalum (Ta₂O₅), located north of Lake St Jean, in the Crevier and Lagorce Townships in the MRC of Maria-Chapdelaine, Roberval County. The Crevier ore body was discovered in 1975 by SOQUEM, and from 1975 to 1986 various phases of exploration was performed on the property. In 1986, the ownership of the Crevier Property was transferred to Cambior, which was subsequently bought by IAMGOLD in 2006. In April 2008, Crevier bought the property from IAMGOLD and is the owner of the Property.

The Crevier Property is a 10,416 hectare land package, located eight km from a paved highway, on which is contained a three km dyke. Drilling in 2009 confirmed that the resource is open 200 metres to the south and at depth below 300 metres. In addition, the property also contains porphyritic nepheline syenite.

With a proposed production of 4,000 tonnes per day (tpd) and an estimated investment of \$315.6 million, the project is expected to generate average revenues of \$125 million per year with a production start-up in 2013, as well as annual net operating cash flow of in the order of \$57 million, over an 18-year operating period. During the year 2010, MDN received a positive Preliminary Economic Assessment of the development of the niobium-tantalum resource north of the Lac-St-Jean region in Quebec. The Preliminary Economic Assessment was prepared by Met-Chem Canada Inc.

Based on this positive assessment, MDN and Crevier decided to proceed with the feasibility study, with the goal of putting the niobium-tantalum resource into production.

Mineral Resource Update

The mineral resource estimate for the Crevier project was updated during the second half of 2010. This update took into account the results of a 6,480-metre drilling program carried out on the property in the second half of 2009. This program took place concurrently with the preparation of the Preliminary Economic Assessment presented in February 2010 but was not included in the study's economic parameters. The positive highlights of the new resource estimate include a 5.38% increase in niobium grade and a 17.6% improvement in tantalum grade. Despite a 1.48% decrease in measured and indicated tonnage, the new measured and indicated resource contains 3.8% more niobium oxide and 15.8% more tantalum oxide. Furthermore, 50% of the initial indicated resource is now classified as measured.

The following table shows the new resource estimate in comparison with the April 2009 estimate:

<u>New2010MineralResource2010(NI43-101)</u>				<u>2009MineralResource(NI43-101)</u>			
Category	Millions of Tonnes	Nb₂O₅ %	Ta₂O₅ (ppm)	Category	Millions of Tonnes	Nb₂O₅ %	Ta₂O₅ (ppm)
Measured	12,465	0.199	234	Measured	NA	NA	NA
Indicated	12,904	0.194	234	Indicated	25,750	0.186	199
Total Measured +Indicated	25,369	0.196	234	Total Measured +Indicated	25,750	0.186	199
Inferred	15,423	0.17	252	Inferred	16,880	0.162	204

Mineral resource within the geological deposit, 0.1% Nb₂O₅ cut off grade
Niobium: High grades cut to 0.5% Nb₂O₅
Tantalum: High grades cut to 550 ppm Ta₂O₅

In 2009, based on the available data, a down-grade correction was applied on the SOQUEM niobium and tantalum grade values. In 2010, new drilling confirmed that this grade correction was appropriate for niobium but not necessary for tantalum, and the tantalum correction has therefore been removed.

The goals of the 2009 drilling program were to:

- Better define the niobium and tantalum grade estimates for the Crevier deposit with definition drilling spaced at 50 metres;
- Convert a portion of the indicated resource to a measured resource, thus improving the reliability of the economic parameters used for the feasibility study currently underway;
- Explore the possible extensions of the deposit;
- Test and validate the anomalies located in the northern part of the property.

The program reached its goals in that it outlined a resource with higher quantities of niobium and tantalum, and converted a portion of the indicated resource to a measured resource. This new NI 43-101 resource will be used in the feasibility study.

Feasibility Study (2010)

The feasibility study started in early 2010. The main activities in 2010 were:

- Metallurgical development
- Environmental base line study
- Geotechnical characterization of the open pit rock
- Mine tailings management
- Drilling of the southern extension of the open pit
- Geotechnical study of the foundation of the future processing plant

Metallurgical Development

Laboratory tests for the development of the flotation circuit and definition of the operating criteria of the future flotation plant were designed and run, and the final reports were received. A 400-tonne rock sample was extracted from the property, crushed and prepared for pilot plant processing. The sample was prepared in the fourth quarter of 2010.

The work specifications were prepared for the first series of leaching tests on the concentrate from the flotation circuit and for characterization tests on the mechanical properties of the ore.

Laboratory preliminary leaching tests began at the end of 2010.

Environmental Base Line Study

Field work in relation to the inventories is complete. The base line study will be available for inclusion in the feasibility study.

Geotechnical Characterization of the Open Pit Rock

The field work related to the characterization of the bedrock in the area of the future open pit was completed. Four diamond drill holes totaling 1,030 metres, 48 permeability measurement tests and laboratory trials for the definition of the geomechanical parameters were completed during the field program. This geomechanical and hydrological data will be used to define the design parameters of the future open pit.

Mine Tailings Management

Site selection work for the future tailings pond was done. Six different sites were studied to identify the most appropriate site, and three of these were selected for more in-depth study. The final site was selected, and work on defining the geomechanical characteristics of the subsoil as well as the hydrogeological characteristics was completed. Work still to be done in this area includes: location of the borrow pits required for the construction of the various components of the tailings pond; and the design of the tailings pond itself and the waste dump.

Drilling of the Southern Extension of the Open Pit

Definition drilling of the CMI mineral resource in 2009 showed that the deposit remained open to the south. Two drilling sections indicated that the mineralized zone extended more than 200 metres to the south.

In the second quarter of 2010, eight holes totaling 2,090 metres were drilled on four sections 100 metres apart. These holes showed that the nepheline syenite dike hosting the niobium-tantalum mineralization extends to the south. Results of analyses confirmed that multiple intersections returned values comparable to those in the main deposit, although the dike itself is narrower.

Geotechnical Study of the Foundation of the Future Processing Plant

The necessary field work was done to acquire the geotechnical data required for processing plant siting and construction. The results will now be included in the plans and specifications for the processing plant, which are currently being prepared.

Feasibility Study (2011)

The feasibility study continued throughout 2011. A delay in the preparation and execution of pilot plant testing and the analysis of results for this portion of the study caused a delay in the preparation of the overall feasibility study, and the study could not be completed as planned. The completion of the study has been postponed as additional metallurgical development work is required.

The main activities in 2011 were:

- Mine plan and review of the in-pit mineral resource;
- Environmental baseline study;
- Geotechnical characterization of the infrastructure sites;
- Metallurgical development and pilot plant testing.

Mine Plan and Review of the In-pit Mineral Resource:

Early in the year, our consultants Met-Chem and SGS Geostat reviewed and optimized the resource estimate model. The model was revised on the basis of the new property topography and the 2010 drill results, and the assessment criteria were modified to reflect higher metal prices. The quantity of waste in the pit and optimization of the ore-to-waste ratio were reassessed.

Two mining scenarios were considered: mining with our own team, and mining using a mining contractor. Budget submissions have been sent for the purposes of financial analysis of the two scenarios.

Environmental Baseline Study:

Field work in relation to the surveys has been done, and the environmental baseline study report is complete and available for inclusion in the feasibility study. Once the various operating components of the project are better defined, a report on potential effects and mitigation measures will be prepared to complete the Crevier project environmental study.

Geotechnical Characterization of the Infrastructure Sites

Field studies on the characterization of the bedrock in the area of the tailings pond and the waste rock pile

and the location of the flotation plant have been completed. This data will serve as a basis for the design of these facilities, which is currently underway. However, the process has been affected by the delay encountered in pilot plant testing, as many of the parameters from the pilot plant testing are required for the final design of these facilities.

Metallurgical Development and Pilot Plant Testing:

The Crevier ore treatment process has two separate stages: flotation of the ore to produce a concentrate containing the niobium and the tantalum, and leaching (hydrometallurgy) to recover the niobium and tantalum oxides contained in the concentrate.

Flotation:

Early in the year, metallurgical development was exclusively devoted to the preparation and execution of a pilot plant trial. The pilot plant trial began at the end of February and was completed in March. The pilot trial was designed based on the criteria developed in laboratory testing in 2010. The plant processed 215 tonnes of Crevier ore. The pilot trial had three objectives: to confirm the process metallurgy in a plant environment, to confirm the design criteria for the future flotation plan, and to produce the concentrate required to continue work on the leaching process. A geochemical sampling program was also set up during the pilot trial to characterize the mine tailings and process water, required for tailings pond design and general water management.

The delay in the original schedule for the preparation and performance of the test itself is due to the general increase in mining activity and the resulting backlog experienced by the various suppliers involved in the pilot trial.

The results did not fully meet the three objectives of the pilot testing. One of the goals was to produce an enriched niobium/tantalum concentrate; this aspect of the program was a success, allowing us to proceed with development of the hydrometallurgical process, which is the second stage of treatment after flotation. The two other objectives, to confirm the process metallurgy in a plant setting and the design criteria for plant construction, were only partially achieved.

Additional work done in the third and fourth quarters did not satisfactorily explain the differences between the results of pilot testing performed in the first quarter by SGS Lakefield and the laboratory testing done by the same consultant in the fall of 2010. Lower metallurgical recovery that varied from one test to the next and the substantially higher reagents consumption in the flotation process (resulting in higher processing costs) need to be explained and corrected before we can proceed to the final stage of the feasibility study.

In line with the recommendations of our key consultant, we therefore decided to conduct a second pilot plant trial to improve the ore treatment process and resolve the issues outstanding from the first pilot test. The second pilot test was performed in Q3 2012.

Hydrometallurgy Process:

One of the goals of pilot plant testing was to produce an enriched niobium/tantalum concentrate. This aspect of our program was a success, allowing us to proceed with development of the hydrometallurgical process, which is the second stage of treatment after flotation. MDN agreed to the work plan designed by SGS Lakefield, and work has now begun. This part of the program will allow the entire mineral processing circuit to be completed and refinery design and cost evaluation to begin.

Search for a Strategic Partner:

In the context of the Crevier project, MDN pursued its search for a strategic partner to support the next stages of project development, in collaboration with PricewaterhouseCoopers Corporate Finance (PwCCF).

Work included:

- Preparation of the documentation required to present the Crevier project

- Economic analysis of the project
- Creation of an electronic data room containing all the available data to facilitate analysis and understanding of the project by potential investors
- Transmission of the documentation to target potential investors.

The PwCCF offices in Asia, North and South America and Eastern Europe served as points of contact for the various investors contacted. Confidentiality agreements were signed with several groups, and interested investors and groups are now reviewing the project.

Feasibility Study (2012)

2012 Feasibility Study

Throughout 2012, the work done essentially focused on the metallurgy needed for process development.

There are two major stages in the metallurgical processing of the Crevier ore:

- flotation of the ore to produce a pyrochlore concentrate, and
- leaching (hydrometallurgy) to produce the final niobium and tantalum oxides from the pyrochlore concentrate.

Flotation:

In the first quarter of 2012, MDN received the final report on the pilot plant testing performed by SGS Lakefield and completed in late 2011. As had been announced previously, the report recommended proceeding with a second pilot test to consolidate the results obtained in the first test. A request for proposals was sent to two laboratories; COREM was selected to execute the work, and the pilot test took place in the fourth quarter of the year.

Pilot plant processing

In August 2012, a 100-tonne bulk sample of ore was mined from the Crevier property. This sample was extracted by surface blasting and crushed, and a 65-tonne sample was then transported to the COREM laboratory in Quebec City.

The pilot processing program began with laboratory work in September and ended with the actual flotation of the ore in October and November.

The laboratory testing program yielded a 65% recovery and confirmed the anticipated recovery parameters. However, the niobium and tantalum concentrations obtained were still lower than expected. The laboratory work also tested the effectiveness of various reagents to be used in pilot plant testing.

The pilot plant process consists of three main circuits:

- Crushing and grinding. The purpose of this circuit is to prepare the rock for the flotation circuit and to liberate the highest possible amount of the pyrochlore contained in the ore. This circuit generated the expected results, liberating more than 90% of the pyrochlore.
- Flotation. The flotation circuit, which is used to recover the highest possible amount of niobium and tantalum, yielded 72% recovery of 5.5 % niobium and tantalum oxides at the exit of the circuit. This recovery was higher than anticipated based on the laboratory tests and higher than the recovery obtained in earlier pilot plant testing.
- Gravity. The final stage, which is the gravimetric circuit, is aimed at increasing the grade of the concentrate without significantly reducing overall recovery. The original circuit was designed to return the reject of the gravimetric tables into the flotation circuit. This recirculation was provoking instability in the circuit and the rejects of the tables was treated using a Mosley multi gravitational separator (MGS). This combination allowed for an overall recovery of 62.8% for the entire circuit

and production of a concentrate grading 9.6% niobium and tantalum. The 62.8% recovery is acceptable, but the concentrate grade must be improved in the next steps of feasibility development.

Leaching Process

The leaching program, which has been ongoing since November 2011, continued throughout the second quarter of 2012. The goal of this program is to develop a process to recover the niobium and tantalum oxides contained in the flotation concentrate. The work is being done by SGS Lakefield.

To date, the results of these tests tend to confirm the assumptions used in the preparation of the Crevier project Preliminary Economic Assessment, and show that the parameters used could be improved. The main results obtained to date are as follows:

- Pre-leaching
 - An initial leaching stage using HCL is successful in reducing the quantity of waste minerals without any loss of niobium or tantalum.
 - Alternatives were considered during this work (H_2SO_4 Bake, H_2SO_4 Leach), but these methods did not show any advantages.
- Leaching
 - The Crevier concentrate responds very well to the HF/ H_2SO_4 leaching process.
 - Recoveries obtained using this method were 97.1% for niobium and 96.9% for tantalum.
 - The process is highly selective, leaving most of the waste minerals forming the gangue in the tailings, thus allowing zirconium, a co-product that could increase the value of the Crevier concentrate, to be concentrated in the tailings.
 - Leaching using HF/ H_2SO_4 is generally followed by a second HF leach to extract the niobium and tantalum. In the case of the Crevier concentrate, the second extraction is not required, resulting in 61% less HF consumption than the conventional process, which could mean substantial saving in processing costs.
- Solvent Extraction
 - MIBK was the solvent used to recover Nb and Ta; this solvent is highly selective in tantalum and niobium separation.
 - For Ta, 99% extraction was achieved.
 - For Nb, 93% extraction was achieved after three extraction stages. Higher Nb recovery could be achieved by the use of additional stages and/or by adding more acid to the Nb containing solution.
 - Two different niobium products can be obtained: pure niobium using the same extraction method as for tantalum, and niobium hydroxide using a precipitation method. The latter product could act as the precursor material for ferro-niobium production.

Feasibility Study (2013)

During the first quarter of 2013, MDN received the final report from COREM on the flotation of the ore confirming a recovery of 62.8% and the production of a concentrate grading 9.6% in niobium plus tantalum. This recovery of 62.8% is sufficient to justify the development of the project and it is considered normal for this type of ore but the lower niobium and tantalum content in the concentrate was lower than typical niobium and tantalum concentrate. The impact of a lower niobium and tantalum concentrate will result in a higher operating cost.

These results of COREM in flotation associated with those of SGS in hydrometallurgy, completed in 2012, give a global vision of the entire metallurgical treatment of the ore for the production of niobium and tantalum from the Crevier project.

During the development of the hydrometallurgical treatment, results have highlighted the possibility to produce at better cost a Niobium hydroxide that can be transformed into Ferro-Niobium. This possibility was not contemplated by the 2010 Preliminary Economic Study.

Despite difficulties on the capital markets which normally support the development of the mining industry, MDN continued during the year the promotion of the Crevier project with the aim to find a partner to complete the feasibility study.

Samaqua Project

The property occurs just to the SE of the Crevier Nb-Ta deposit, along the projected extension of the nepheline syenite dyke that hosts approximately 25.39 million tonnes (Measured + Indicated) at 1960 ppm Nb₂O₅ and 2349 ppm Ta₂O₅. Historical prospecting work located pegmatitic syenite outcrops on the property, which are highly indicative of the presence of an alkaline intrusive favourable to metals like those at Crevier (niobium-tantalum). The Samaqua property is located to the south-east extension of the Crevier niobium and tantalum deposit. The center of the property lies approximately 40 kms north of the town of Girardville in the Lac-Saint-Jean region of Quebec. The property consists of 175 contiguous claims totalling 9823 ha.

According to the regional geological map published by the Quebec government, the northern part of the property is underlain by migmatite and granitic rocks, including pegmatite, whereas the southern part is composed largely of coarse-grained porphyritic mangerite, an intrusive rock of intermediate composition typically found in metamorphic terranes of Proterozoic age like the Grenville.

Historical prospecting work located pegmatitic syenite outcrops on the property, which are highly indicative of the presence of an alkaline intrusive favourable to metals like those at Crevier (niobium-tantalum) and /or Niobec (niobium and rare earths).

Recently, MDN announced an exploration program on the Samaqua property, which will consist of a helicopter-borne geophysical survey and an induced polarization ground survey on a circular anomaly. MDN also carried out about 1,500 metres of drilling on the target. The goal of the exploration program is to confirm the presence of a carbonatite or an alkaline system with the potential to host niobium/tantalum mineralization.

ENVIRONMENTAL POLICIES

The Corporation's exploration objective is the discovery and development of mineral resources that can be profitably mined. Because economic mineral deposits are relatively rare and occur mostly away from population centers, their exploration and development present various operational challenges. The environmental impact of exploration work must be minimized. The Corporation must care for the health and safety of its employees under difficult work conditions. The Corporation must interact effectively with host communities to ensure that its work does not compromise community values. The Corporation is therefore committed to its policy on Environment, Health and Safety ("EHS") issues and it undertakes to:

- Comply with EHS regulatory requirements in Canada and the countries where it operates and apply it to all activities;
- Develop and use EHS practices that are efficient, transparent and measurable. Such practices will be periodically reviewed taking in account technical and economic developments;
- Identify, assess and manage EHS risks;
- Provide information and training for the safe transport, use and disposal of materials and equipment;
- Develop, test and maintain emergency response plans to ensure the protection of the environment, employees and the public;
- Require contractors to comply with applicable legislation and Corporation's EHS policies;

- Encourage dialogue among employees, stakeholders and the public with respect to EHS issues; and
- Reclaim exploration and mining sites in compliance with applicable regulations and site-specific criteria.

RISK FACTORS

A discussion of the risks and uncertainties to which MDN is subject is presented under the heading “Risks and Uncertainties” of the Corporation’s most recent Management Discussion and Analysis, which is incorporated herein by reference and which is available at www.sedar.com.

DIVIDENDS

Dividends may be declared at the discretion of the Board of Directors of the Corporation. The Corporation has never declared nor paid dividends on its outstanding common shares. Due to the nature of the Corporation's activities and the stage of its development, the Corporation does not anticipate declaring dividends on its common shares in the foreseeable future.

DESCRIPTION OF CAPITAL STRUCTURE

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

CommonShares

The authorized share capital of the Corporation consists of an unlimited number of common shares of which 113,957,539 common shares were issued and outstanding as at December 31, 2014. Each common share is entitled to one vote. All shareholders participate equally, in proportion to their share ownership, in the dividends declared and paid by the Corporation and upon dissolution or winding-up of the Corporation.

CommonSharePurchaseWarrants

A total of 3,681,747 common share purchase warrants of the Corporation were issued and outstanding as at December 31, 2014.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

CommonShares

The Corporation's common shares are listed for trading on the Toronto Stock Exchange under the symbol "MDN".

Month (in 2014)	Price ranges (\$)		Volume traded (shares)
	High	Low	
January	0.06	0.04	1,267,558
February	0.06	0.05	1,825,129
March	0.05	0.045	215,450
April	0.07	0.05	1,278,802
May	0.065	0.05	3,225,146
June	0.065	0.05	851,173
July	0.075	0.05	1,657,079
August	0.07	0.06	1,003,115
September	0.065	0.055	572,593
October	0.06	0.035	759,098
November	0.04	0.035	491,976
December	0.05	0.035	1,489,481

DIRECTORS AND OFFICERS

DIRECTORS

The names, province or state and country of residence or each director, their respective positions and offices held with MDN, their respective principal occupations,, the year during which they became a director, along with the number of common shares beneficially owned or controlled or directed by each director, are set forth in the following table. .

Name and Province or State and Country of Residence	Positions held in the Corporation	Director Since	Principal Occupation during the five preceding years	Number and Percentage of Common Shares Beneficially Owned or over which Control or Direction was Exercised as at December 31, 2014⁽¹⁾
Jacques Bonneau ⁽²⁾⁽³⁾ Québec, Québec	Director	2008	Private Investor and Mining Consultant	1,237,813 / 1.09%
Claude Boulay ^{(2) (4)} Magog, Québec	Director	2013	Corporate director	1,121,000 / 0.98%
Jean-Sébastien David St-Thomas-Didyme, Québec	Director	2014	Chief Operating Officer of Arianne Phosphate Inc. since 2012; Vice President Sustainable Development of Osisko Mining Corporation between 2007 and 2012.	304,060 / 0.25%
Claude Dufresne MontTremblanc, Québec	Director and Chief Executive Officer	2014	Chief Executive Officer of the Corporation since 2014; Marketing Manager of Niobec Inc. from 2001 to 2012; President of Camet Metallurgy Inc. since 2008	937,150 / 0.83%
Raymond Legault ⁽²⁾⁽⁴⁾ St-Lambert, Québec	Director	2008	Finance Consultant	622,929 / 0.55%
Serge Savard ^{(3) (4)} St-Bruno, Québec	Director and Chairman of the Board	2001	Partner of Thibault, Messier, Savard and Associates (a real estate company)	3,290,927 / 2.89%

(1) Each director supplied the information concerning the number of common shares over which he exercises control or direction.

(2) Member of the Audit Committee.

(3) Member of the Health Safety and Environmental Committee.

(4) Member of the Human Resources, Governance and Nomination Committee.

Each of the directors will hold office until the next annual meeting or until a successor is duly elected or appointed, unless the office is earlier vacated in accordance with the by-laws of the Corporation.

OFFICERS

The names, province or state and country of residence of each officer, their respective positions and offices held with MDN, their respective principal occupations, the year during which they became an officer, along with the number of common shares beneficially owned or controlled or directed by each officer, are set forth in the following table.

Name and Province or State and Country of Residence	Offices held in the Corporation	Officer Since	Principal Occupation during the five preceding years	Number and Percentage of Common Shares Beneficially Owned or over which Control or Direction was Exercised as at December 31 2014⁽¹⁾
Claude Dufresne Mont-Tremblanc, Québec	Director and Chief Executive Officer	2014	Chief Executive Officer of the Corporation since 2014; Marketing Manager of Niobec Inc. from 2001 to 2012; President of Camet Metallurgy Inc. since 2008.	937,150 / 0.83%
Yves Therrien Laval, Québec	Chief Financial Officer	2007	Chief Financial Officer of the Corporation since 2007 and Director of Finance Operations at Canada Post (Quebec region) from 2004 to 2006	138,333 / 0.12%

(1) Each officer supplied the information concerning the number of common shares over which he exercises control or direction.

All directors and officers of the Corporation, as a group, own, control or direct, directly or indirectly, 7,154,212 common shares of the Corporation, which represents 6.3% of the Corporation's issued and outstanding common shares as at December 31, 2014.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the Corporation's knowledge, no director or executive officer of the Corporation is, at the date of this AIF, or has been, within 10 years before the date of the AIF, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director, chief executive officer or chief financial officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days. To the Corporation's knowledge, 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 is, at the date of this AIF, or has been, within 10 years before the date of the AIF, 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.

In addition, to the knowledge of the Corporation, 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 has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject 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.

Furthermore, to the knowledge of the Corporation, 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 has been subject to any penalties or sanctions imposed by a court relating to securities legislation

or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to 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. Moreover, in the opinion of the Corporation, no disclosure of a settlement agreement entered into by an executive officer of the Corporation would likely be important to a reasonable investor in making an investment decision.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

A copy of the audit committee charter is attached to this AIF as Schedule A.

Composition of the Audit Committee

The following directors are members of the audit committee:

- Raymond Legault;
- Jacques Bonneau; and
- Claude Boulay

All members of the audit committee are financially literate and independent.

Relevant Education and Experience

Raymond Legault holds a Bachelor and a Master degree in Economics from University of Montreal. He was for eight years (1997 to 2005), Investment Executive with ScotiaMcLeod where he offered consulting services to individual investors and small business owners concerning their investment portfolio. He was also President and General Manager of his publishing company for 14 years and, previously to that, he held different senior management positions for 10 years for a major telecommunications company. Mr. Legault presently offers his services as a financial consultant.

Jacques Bonneau has graduated as a geological engineer from Laval University, and holds an MSc degree from the same institution. He has more than thirty years of experience in the mining industry and has been an employee of Soquem, Falconbridge Copper Corporation, Groupe Vior-Mazarin and more recently as president and Chief Executive Officer of Minéraux Sequoia Inc. During those years he was actively involved in the acquisition, discovery or reactivation of many projects and mineral deposits. From 1994 to 2003, he was president of Mazarin Inc. and in 2004, he was President of Minéraux Sequoia Inc., until it was amalgamated with Cambior Inc. on July 1st, 2004. He is currently Chairman of the Board and director of Exploration Azimut Inc. and Crevier Minerals Inc., special advisor for Eastmain Resources Inc., as well as a consultant for CGE Resources, a Québec Flow-Through Share Fund.

Claude Boulay graduated from the University of Sherbrooke with a Bachelor's degree in administration and a Masters in marketing. He has co-founded and acted as President for the Everest Group from 1976 to 2000. From 2000 to 2003, Mr. Boulay acted as President of Draft Worldwide Québec Inc., a subsidiary of Inter-Public Group, a global marketing communications and marketing services company. Since 2003, Mr. Boulay is involved in various businesses in the fields of real estate, tourism and finance. He was invited as a professor at the University of Sherbrooke, Université du Québec à Trois-Rivières and HEC Montréal to teach marketing. He is also involved in several professional and social causes, and as such acts as President of the Association of Québec Advertising Agencies, is a director of Opération Enfant Soleil and the Sainte-Justine Hospital Fondation and is Vice-President of the Corporation études-sports of the University of Sherbrooke.

Pre-Approval Policies and Procedures

The audit committee charter attached hereto as Schedule A provides that the audit committee may delegate to one or more of its independent members the authority to pre-approve non-audit services to be rendered by the independent auditor. Such pre-approval by any members or the audit committee must be ratified at the next

audit committee meeting.

External Auditor Service Fees

The following table sets forth the fees paid to the Corporation's external auditors for services rendered for the fiscal years 2013 and 2014:

	2013	2014
Audit fees MDN Inc.	\$68,650 ⁽¹⁾	\$57,800 ⁽¹⁾
Audit fees Crevier Minerals Inc.	\$17,500 ⁽¹⁾	\$0 ⁽²⁾
Audit fees MDN Tanzania Ltd.	\$17,000 ⁽¹⁾	\$9,500 ⁽¹⁾
Tax fees MDN Inc.	\$4,300 ⁽³⁾	\$3,750 ⁽³⁾
Tax fees Crevier Minerals Inc.	\$4,300 ⁽³⁾	\$3,750 ⁽³⁾
Tax consultation MDN Tanzania Ltd.	\$34,030	\$8,122
Others fees	\$7,116 ⁽⁴⁾	
Total	\$152,896	\$82,922

- (1) Audit fees related to the annual audit and quarterly review.
- (2) Since the Corporation is not required to have the financial statements of Crevier Minerals Inc. audited, as this company is not publicly-traded, the Corporation did not have these financial statements audited in 2014 and no audit fees were incurred.
- (3) Tax fees relating to tax returns preparation.
- (4) Other fees related to the Tulawaka mine royalty reporting and tax consultation.
- (5) IFRS transition fees were paid to KPMG in relation with the International Financial Reporting Standard.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the beginning of the most recently completed financial year, the Corporation was not party to any legal proceedings or regulatory actions.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the best of our knowledge, the Corporation confirms that, as at December 31, 2014, there were no directors or executive officers of the Corporation or any associate or affiliate of a director or executive officer of the Corporation or persons who own, control or direct more than 10% of any class or series of the Corporation's outstanding securities with a material interest in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or will materially affect the Corporation.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Corporation is Equity Financial Trust Company having offices in Montréal and Toronto.

MATERIAL CONTRACTS

MDN has not entered into any material contract other than in the ordinary course of business.

INTERESTS OF EXPERTS

Name of experts

The consolidated financial statements of the Corporation for the year ended December 31, 2014, included in the annual report filed under National Instrument 51-102 Continuous Disclosure Obligations have been audited by KPMG, LLP.

Mr. Marc Boisvert , an engineering geologist and qualified person as defined in National Instrument 43-101, has reviewed the technical and scientific content of several press release issued by the Corporation in 2014.

Interests of Experts

The independent auditors, KPMG, LLP, have confirmed to the Corporation that they held no beneficial interests directly or indirectly whatsoever in any securities of the Corporation or its associates or affiliates.

Mr. Marc Boisvert held, controlled or directed 808,000 common shares of the Corporation on December 31, 2015.

The foregoing information as to the interests held by each expert is not to the knowledge of the Corporation and was provided by each of these experts.

ADDITIONAL INFORMATION

Additional information, including Directors' and officers' remuneration and indebtedness, the principal security holders of the Corporation, securities authorized for issuance under equity compensation plans is contained in its management proxy circular dated May 2, 2014, available on SEDAR at www.sedar.com.

Additional information related to the Corporation may be found on www.sedar.com, including financial information which is provided in the Corporation's consolidated financial statements and the management discussions and analysis for the financial year ended December 31, 2014.

All information incorporated by reference into this Annual Information Form is contained or included in one of the Corporation's continuous disclosure documents filed with the Canadian securities regulatory authorities which may be viewed on SEDAR at www.sedar.com. This Annual Information Form is dated March 19, 2015.

SCHEDULE A

CHARTER OF THE AUDIT COMMITTEE

AUDIT COMMITTEE MANDATE

Purpose

The purpose of the Audit Committee (the "Committee") is to provide assistance to the Board of Directors of the Corporation in fulfilling its responsibility to the shareholders, potential shareholders and the investment community relating to corporate accounting, the reporting practices of the Corporation, the quality and the integrity of the Corporation's financial reporting practices, and the audit process. In so doing, it is the responsibility of the Committee to ensure free and open communication between the directors of the Corporation, the independent auditors and the financial management of the Corporation.

Management is responsible for the preparation, presentation and integrity of the Corporation's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Corporation. The independent auditors are responsible for auditing the Corporation's annual financial statements and for reviewing the Corporation's interim financial statements.

Organization

The Committee is composed of at least three Directors who are independent of the management of the Corporation and are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as committee members. The Committee ensures that its Chairperson and members are financially literate and that at least one member has expertise in financial reporting. The Committee meets at least four times a year, with the authority to convene additional meetings as circumstances require.

The quorum of the Committee is the majority of members. Notice of each meeting of the Committee must be given to each member orally or in writing before the time scheduled for the meeting unless each and all members expressly renounce by their presence at the meeting to such prior notice.

Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the accounting and reporting practices of the Corporation are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Committee:

- Is responsible for reviewing and recommending for approval to the Board the annual and quarterly financial statements of the Corporation. Included in this review is assessing the use of management estimates in the preparation of the financial statements. The Committee is responsible for ensuring that systems are in place to limit the potential for material misstatement in the financial statements and that the financial statements are complete and consistent with information known to the Committee;

- Reviews and recommends to the Directors the independent auditors to be selected to audit the financial statements of the Corporation and the compensation to be paid to such auditors;
- Is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- Meets with the independent auditors and financial management of the Corporation to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof reviews such audit, including any comments or recommendations of the independent auditors;
- Reviews with the independent auditors, the Corporation's financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls and systems of the Corporation, and elicits any recommendations for the improvement of such internal controls procedures and systems or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis is given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper. Further, the Committee periodically reviews the Corporation's policy statements to determine their appropriateness;
- Reviews the Corporation's hedging and risk management systems and policies;
- Reviews the financial statements contained in the annual report to shareholders with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders. Any changes in accounting policy are reviewed;
- Reviews the interim and annual financial statements and disclosures under management's discussion and analysis of financial condition and results of operations with both management and independent auditors prior to the release of all such reports together with any related press releases;
- Provides sufficient opportunity for the independent auditors to meet with the members of the Committee without members of management present. Among the items discussed in these meetings are the independent auditors' evaluation of the Corporation's financial, accounting personnel, and the cooperation that the independent auditors received during the course of the audit;
- Pre-approves all non audit services to be provided to the Corporation by the independent auditors;
- Reviews the compliance of management certification of financial reports with applicable legislation and attestation of the Corporation's disclosure controls and procedure;
- Reviews accounting and financial human resources succession planning within the Corporation;
- Submits the minutes of all meetings of the Committee to, or discusses the matters discussed at each Committee meeting with, the Board of Directors;
- Investigates any matter brought to its attention within the scope of its duties, with the power to retain outside advisors, including legal counsel for this purpose if, in its judgment, that is appropriate;

- Reviews its own performance on a continual basis and makes recommendations to the Board for changes to this Audit Committee Mandate and the composition of the Committee;
- Oversees the work of the independent auditors;
- Has the right for the purpose of performing its duties to inspect and discuss all the books and records and any matters relating to the financial position of the Corporation with the officers, employers or independent parties, including the external auditor, all of whom are expected to cooperate;
- Establishes procedures for the treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters as well as the confidential anonymous submission by employees of the Corporation of concerns regarding questionable or auditing matters;
- Review and approve the Corporation hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer;

Delegations

- The Committee cannot delegate to management any of its responsibilities. However, the Committee may delegate to one or more of its independent members the authority to pre-approve non-audit services to be rendered by the independent auditor. Such pre-approval by any members or the Committee must be ratified at the next Committee's meeting.