
U308 CORP.
CONDENSED CONSOLIDATED INTERIM FINANCIAL
STATEMENTS
THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2010
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

The Uranium Discovery Company

U308 CORP

Management's Responsibility for Consolidated Financial Statements

The accompanying unaudited condensed consolidated interim financial statements of U3O8 Corp. (the "Company") are the responsibility of the Board of Directors.

The unaudited condensed consolidated interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed consolidated interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the condensed consolidated interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed consolidated interim financial statements and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed consolidated interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed consolidated interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed consolidated interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)
Dr. Richard Spencer
President and Chief Executive Officer

(signed)
John Ross
Chief Financial Officer

Toronto, Canada
November 24, 2010

NOTICE TO READER

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements as at and for the three and nine months ended September 30, 2009 have not been reviewed by the Company's auditors.

The Uranium Discovery Company

U3O8 CORP

U3O8 Corp.

Condensed Consolidated Interim Statement of Financial Position (Expressed in Canadian Dollars) (Unaudited)

	As at September 30, 2010	As at December 31, 2009 (note 20)	As at January 1, 2009 (note 20)
ASSETS			
Current assets			
Cash and cash equivalents (note 8)	\$ 1,495,075	\$ 611,817	\$ 6,781,440
Guaranteed investment certificates	500,000	4,510,060	4,619,801
Accounts receivable and other assets (note 9)	97,004	99,622	229,427
Total current assets	2,092,079	5,221,499	11,630,668
Non-current assets			
Value-added taxes receivable	608,255	-	-
Restricted cash (note 8(a))	75,037	46,839	49,500
Property and equipment (note 7)	1,150,437	1,150,546	1,470,211
South American property interests (note 19)	9,583,652	-	-
Total assets	\$ 13,509,460	\$ 6,418,884	\$ 13,150,379
EQUITY AND LIABILITIES			
Current liabilities			
Amounts payable and other liabilities (note 10)	\$ 619,423	\$ 288,167	\$ 516,921
Non-current liability			
Due to Mega Uranium Ltd. (note 19)	487,810	-	-
	1,107,233	288,167	516,921
Capital and reserves			
Share capital (note 11)	43,336,856	30,197,967	30,197,967
Share-based payment reserve	4,058,761	3,386,410	3,185,945
Deficit	(34,993,390)	(27,453,660)	(20,750,454)
Total equity	12,402,227	6,130,717	12,633,458
Total equity and liabilities	\$ 13,509,460	\$ 6,418,884	\$ 13,150,379

The notes to the condensed consolidated unaudited interim financial statements are an integral part of these statements.

Contingencies and commitments (note 18)
Subsequent event (note 21)

The Uranium Discovery Company

U3O8 CORP

U308 Corp.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009 (note 20)
Expenses				
Exploration expenditures (note 14)	\$ 2,449,235	\$ 1,113,964	\$ 5,857,337	\$ 3,947,241
General and administrative (note 15)	389,072	372,555	1,616,646	1,267,990
Operating loss before the following items	(2,838,307)	(1,486,519)	(7,473,983)	(5,215,231)
Interest income	4,164	21,853	15,257	110,915
Foreign exchange loss	(39,189)	(108,465)	(81,004)	(3,282)
Net loss and comprehensive loss	(2,873,332)	(1,573,131)	\$ (7,539,730)	\$ (5,107,598)
Basic and Diluted net loss per share (note 13)	\$ (0.05)	\$ (0.07)	\$ (0.18)	\$ (0.22)
Weighted average number of common shares outstanding	53,622,558	23,057,700	42,708,531	23,057,700

The notes to the condensed consolidated unaudited interim financial statements are an integral part of these statements.

The Uranium Discovery Company

U308 CORP

U308 Corp.

Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009 (note 20)
Operating activities				
Net loss	\$ (2,873,332)	\$ (1,573,131)	\$ (7,539,730)	\$ (5,107,598)
Adjustment for:				
Amortization	81,189	101,088	238,366	290,539
Share-based payments (note 12)	223,770	69,658	672,351	143,248
Foreign exchange loss	39,189	108,465	81,004	3,282
Interest income	(4,164)	(21,853)	(15,257)	(110,915)
South American expenditures paid by Mega Uranium Ltd. (note 19)	-	-	242,570	-
Non-cash working capital items:				
Value-added taxes receivable	(75,425)	-	(120,445)	-
Accounts receivable and other assets	32,145	146,919	2,618	155,503
Accounts payable and accrued liabilities	18,437	(156,723)	152,303	(313,789)
Repayment of Mega Uranium Ltd. (note 19)	(242,570)	-	(242,570)	-
Net cash used in operating activities	(2,800,761)	(1,325,577)	(6,528,790)	(4,939,730)
Investing activities				
Redemption (purchase) of guaranteed investment certificates	2,418,396	(4,503,351)	4,010,060	96,257
Cash acquired on acquisition of South American interests, net of transaction costs (note 19)	-	-	3,587,947	-
Additions to property and equipment	(32,561)	(57,894)	(92,014)	(65,385)
Interest income	4,164	21,853	15,257	110,915
Net cash provided by (used in) investing activities	2,389,999	(4,539,392)	7,521,250	141,787
Effect of exchange rate changes on cash held in foreign currencies	(39,189)	(108,465)	(81,004)	(3,282)
Net change in cash and cash equivalents	(449,951)	(5,973,434)	911,456	(4,801,225)
Cash and cash equivalents and restricted cash, beginning of period	2,020,063	8,003,149	658,656	6,830,940
Cash and cash equivalents and restricted cash, end of period	\$ 1,570,112	\$ 2,029,715	\$ 1,570,112	\$ 2,029,715

The notes to the condensed consolidated unaudited interim financial statements are an integral part of these statements.

The Uranium Discovery Company

U308 CORP

U308 Corp.**Condensed Consolidated Interim Statement of Equity****(Expressed in Canadian Dollars)****(Unaudited)**

	Share capital	Share-based payments reserve	Deficit	Total
Balance, January 1, 2009	\$ 30,197,967	\$ 3,185,945	\$(20,750,454)	\$ 12,633,458
Share-based payments (note 12)	-	143,248	-	143,248
Loss and comprehensive loss for the period	-	-	(5,107,598)	(5,107,598)
Balance, September 30, 2009	\$ 30,197,967	\$ 3,329,193	\$(25,858,052)	\$ 7,669,108
Share-based payments	-	57,217	-	57,217
Loss and comprehensive loss for the period	-	-	(1,595,608)	(1,595,608)
Balance, December 31, 2009	\$ 30,197,967	\$ 3,386,410	\$(27,453,660)	\$ 6,130,717
Acquisition of South American Interests (note 19)	13,138,889	-	-	13,138,889
Share-based payments (note 12)	-	672,351	-	672,351
Loss and comprehensive loss for the period	-	-	(7,539,730)	(7,539,730)
Balance, September 30, 2010	\$ 43,336,856	\$ 4,058,761	\$(34,993,390)	\$ 12,402,227

The notes to the condensed consolidated unaudited interim financial statements are an integral part of these statements.

The Uranium Discovery Company

U308 CORP

U3O8 Corp.

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of operations

U3O8 Corp. ("U3O8 Corp.", or the "Company") is a Canadian exploration company focused on exploration for and resource expansion of, uranium and related minerals in South America. It was incorporated by articles of incorporation dated December 6, 2005 ("date of incorporation") under the Business Corporations Act (Ontario). The Company's common shares are listed on the TSX Venture Exchange under the symbol UWE. The unaudited condensed consolidated interim financial statements of the Company as at and for the three and nine months ended September 30, 2010 comprise the Company and its subsidiaries (note 3(c)).

2. Going concern consideration

These unaudited condensed consolidated interim financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

U3O8 Corp. is at an early stage of development and as is common with many exploration companies, it raises financing for its exploration and acquisition activities. The Company has incurred a loss in the current and prior periods, with a net loss for the nine months ended September 30, 2010 of \$7,539,730 and has an accumulated deficit of \$34,993,390. In addition, the Company had a working capital balance of \$1,472,656 at September 30, 2010. On April 7, 2010, U3O8 Corp. completed the acquisition of Mega Uranium Ltd's ("Mega") South American uranium properties, adding assets in Colombia and Argentina to the Company's holdings in Guyana. Under the terms of the acquisition, U3O8 Corp. issued 30,564,858 common shares of U3O8 Corp. in exchange for Mega's South American properties and \$4,060,991 in cash (note 19). The Company does not have sufficient funds to finance its current plans for the next twelve months. Although the Company raised \$7.2 million from a private placement which closed subsequent to September 30, 2010 (note 21), further funds will be required to finance planned spending over the next twelve months. While there is no assurance these funds can be raised, the Company believes such financing will be available as required. The Company's discretionary exploration activities do have considerable scope for flexibility in terms of the amount and timing of exploration expenditure, and expenditures may be adjusted accordingly.

3. Significant accounting policies

(a) Conversion to International Financial Reporting Standards ("IFRS")

IFRS will replace current Canadian generally accepted accounting principles ("Canadian GAAP") for publicly accountable enterprises, including the Company, effective for fiscal years beginning on or after January 1, 2011. Early adoption of IFRS is permitted upon receipt of approval from the Canadian Securities Administrators ("CSA"). In October, 2009, the Ontario Securities Commission granted the Company exemptive relief to adopt IFRS as issued by the International Accounting Standards Board ("IASB") with an adoption date of January 1, 2010 and a transition date of January 1, 2009.

The Uranium Discovery Company

U3O8 CORP

U308 Corp.

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(a) *Conversion to International Financial Reporting Standards ("IFRS") (continued)*

These are the Company's first IFRS unaudited condensed consolidated interim financial statements for the third quarter of the first IFRS consolidated annual financial statements to be presented in accordance with IFRS for the year ending December 31, 2010. IFRS 1 First-Time Adoption of IFRS ("IFRS 1") has been applied and the impact of the transition from Canadian GAAP to IFRS is explained in note 20.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") . They do not include all of the information required for full annual financial statements.

The accounting policies set out below have been applied consistently to all periods presented in preparing the opening balance sheet at January 1, 2009 (note 20) for purposes of transition to IFRS.

(b) *Basis of presentation*

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments. In addition, these unaudited condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these unaudited condensed consolidated interim financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 3(p).

(c) *Basis of consolidation*

The unaudited condensed consolidated interim financial statements incorporate the financial statements of the Company and its subsidiaries.

The results of subsidiaries acquired or disposed of during the periods presented are included in the consolidated statement of loss and comprehensive loss from the effective date of acquisition and up to the effective date of disposal, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

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U3O8 Corp.

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

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3. Significant accounting policies (continued)

(c) Basis of consolidation (continued)

The following companies have been consolidated within the unaudited condensed consolidated interim financial statements:

Company	Registered	Principle activity
U3O8 Corp.	Ontario, Canada	Parent company
Prometheus Resources (Barbados) Limited ⁽¹⁾	Barbados	Holding company
Prometheus Resources (Guyana) Inc. ^{(2) (3)}	Guyana, South America	Exploration company
Gaia Energy Inc. ^{(1) (5)}	Ontario, Canada	Holding company
Maple Minerals Exploration and Development Inc. ⁽⁴⁾⁽⁵⁾	Ontario, Canada	Exploration company
Mega Uranium Argentina S.A. ⁽⁴⁾⁽⁵⁾	Argentina, South America	Exploration company
Energientia Ltd. ⁽⁴⁾⁽⁵⁾	British Virgin Islands	Exploration company

⁽¹⁾ 100% owned by U3O8 Corp.;

⁽²⁾ 100% owned by Prometheus Resources (Barbados) Limited;

⁽³⁾ Referred to as Prometheus Guyana (as defined herein);

⁽⁴⁾ 100% owned by Gaia Energy Inc; and

⁽⁵⁾ Consolidated as of April 7, 2010.

(d) Foreign currencies

The functional currency, as determined by management, of U3O8 Corp. and each of its subsidiaries is the Canadian Dollar. For the purpose of the unaudited condensed consolidated interim financial statements, the results and financial position are expressed in Canadian Dollars.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in the unaudited condensed consolidated interim statement of loss and comprehensive loss. Non monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(e) Business combinations

Acquisitions of subsidiaries are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given up, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the subsidiary. Acquisition related costs are recognized in profit or loss as incurred.

In accordance with IFRS 3 Business Combinations, the Mega transaction is recorded as an acquisition of an asset. This transaction does not meet the definition of a business combination as the primary assets are in the exploration stage.

The Uranium Discovery Company

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Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(f) *Financial assets*

The Company's financial instruments are comprised of the following:

Financial assets:	Classification:
Cash and cash equivalents	Loans and receivables
Guaranteed investment certificates	Loans and receivables
Accounts receivable	Loans and receivables
Value-added taxes receivable	Loans and receivables
Restricted cash	Loans and receivables

Financial liabilities:	Classification:
Accounts payable and other liabilities	Other financial liabilities
Due to Mega Uranium Ltd.	Other financial liabilities

Loans and receivables:

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Other financial liabilities:

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition.

Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

The Uranium Discovery Company

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U308 Corp.

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(f) *Financial assets (continued)*

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts receivable and value-added taxes receivable, where the carrying amounts are reduced through the use of an allowance account. When accounts receivable and value-added taxes receivable are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the condensed consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of September 30, 2010, December 31, 2009 and January 1, 2009, none of the Company's financial instruments are recorded at fair value on the condensed consolidated statement of financial position.

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U308 CORP

U308 Corp.

Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(g) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. In addition, long-lived assets that are not amortized are subject to an annual impairment assessment.

The Company has assessed the assets of all its operating entities and has determined that there is no impairment of its non-financial assets.

(h) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are expensed as incurred except for expenditures associated with the acquisition of exploration and evaluation assets, which are recognized at the fair value at the acquisition date.

Once a project has been established as commercially viable and technically feasible, related development expenditure is capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

(i) Property, plant and equipment

Property, plant and equipment ("PPE") are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is recognized based on the cost of an item of property, plant and equipment, less its estimated residual value, over its estimated useful life at the following rates:

Detail	Percentage	Method
Vehicles	30%	Declining balance
Mobile and drilling equipment	30%	Declining balance
Furniture and fixtures	20% to 30%	Declining balance
Field equipment	20%	Declining balance

An asset's residual value, useful life and depreciation method are reviewed, and adjusted if appropriate, on an annual basis.

The Uranium Discovery Company

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Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(i) *Property, plant and equipment (continued)*

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the condensed consolidated interim statements of comprehensive income or loss.

Where an item of PPE consists of major components with different useful lives, the components are accounted for as separate items of property, plant and equipment. Expenditures incurred to replace a component of an item of PPE that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

(j) *Cash and cash equivalents*

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions in business accounts and guaranteed investment certificates which are available on demand by the Company for its programs, and are not invested in any asset-backed deposits/investments.

(k) *Provisions*

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions at September 30, 2010, December 31, 2009 and January 1, 2009.

(l) *Share-based payment transactions*

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

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Notes to Condensed Consolidated Interim Financial Statements

September 30, 2010

(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(m) *Income taxes*

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable profit; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

(n) *Restoration, rehabilitation and environmental obligations*

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

(o) *Loss per share*

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

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U308 CORP

U308 Corp.

Notes to Condensed Consolidated Interim Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited)

3. Significant accounting policies (continued)

(p) Significant accounting judgments and estimates

The preparation of these unaudited condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of accounts receivable and value-added taxes receivable which are included in the unaudited condensed consolidated interim statements of financial position;
- the recoverability of South American property interests (Colombia and Argentina) presented on the statement of financial position (note 19);
- the estimated useful lives and residual value of property, plant and equipment which are included in the unaudited condensed consolidated interim statement of financial position and the related depreciation included in profit or loss;
- the inputs used in accounting for share based payment transactions in profit or loss;
- management applied judgment in determining the functional currency of U308 Corp. as Canadian Dollars and the functional currency of its subsidiaries, based on the facts and circumstances that existed during the period;
- management assumption of no material restoration, rehabilitation and environmental, based on the facts and circumstances that existed during the period; and
- management's position that there is no income tax considerations required within these unaudited condensed consolidated interim financial statements.

Critical accounting judgments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

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3. Significant accounting policies (continued)

(q) *Standards and interpretations in issue not yet required to be adopted but adopted by the Company*

The amendments to IAS 24, Related Party Disclosures, with effective date for annual periods beginning on or after January 1, 2011, simplify the disclosure requirements for entities that are controlled, jointly controlled or significantly influenced by a government (referred to as government related entities) and clarify the definition of a related party.

Amendments to IAS 32, Classification of Rights Issues, effective for annual periods beginning on or after February 1, 2010, with early adoption permitted, sets out that rights, options and warrants, that otherwise meet the definition of equity instruments in IAS 32, issued to acquire a fixed number of an entity's own non derivative equity instruments for a fixed amount in any currency are classified as equity instruments, provided the offer is made pro rata to all existing owners of the same class of the entity's own non derivative equity instruments.

(r) *Future accounting changes*

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2010 or later periods. Updates that are not applicable or are not consequential to the Company and have been excluded from the list below.

IFRS 9, Financial Instruments: Classification and Measurement, effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's consolidated financial statements for the period beginning January 1, 2013 and has not yet considered the potential impact of the adoption of IFRS 9.

4. Capital risk management

U308 Corp. manages its capital to ensure that funds are available or are scheduled to be raised to provide adequate funds to carry out the Company's defined exploration programs and to meet its ongoing administrative costs. The Company considers its capital to be equity, which comprises share capital, other components of equity and accumulated deficit, which at September 30, 2010, totalled \$12,402,227 (December 31, 2009 - \$6,130,717).

This capital management is achieved by the Board of Directors' review and acceptance of exploration budgets that are achievable within existing resources and the timely matching and release of the next stage of expenditures with the resources made available from private placements or other fund raisings.

The Company is not subject to any material externally imposed capital requirements or covenants.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

There were no changes in the Company's approach to capital management during the three and nine months ended September 30, 2010.

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5. Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and uranium price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, guaranteed investment certificates, accounts receivable, value-added taxes receivable and restricted cash. Cash and cash equivalents, guaranteed investment certificates and restricted cash are held with major Canadian chartered banks, from which management believes the risk of loss to be minimal.

Financial instruments included in accounts receivable and value-added taxes receivable consist of sales tax receivable from government authorities in Canada and Argentina and deposits held with service providers. Accounts receivable and value-added taxes receivable are in good standing as of September 30, 2010. Management believes that the credit risk with respect to financial instruments included in accounts receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2010, the Company had a cash and cash equivalents and guaranteed investment certificates of \$1,995,075 (December 31, 2009 - \$5,121,877) to settle current liabilities of \$619,423 (December 31, 2009 - \$288,167). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

Market risk

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

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5. Financial risk management (continued)

Market risk (continued)

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian Dollar and major purchases are transacted in Canadian Dollars. As of September 30, 2010, the Company funds certain operations, exploration and administrative expenses in Guyana, Colombia and Argentina on a cash call basis using US Dollar currency converted from its Canadian dollar bank accounts held in Canada. The Company maintains US Dollar bank accounts in Canada, Barbados, and Guyana, Guyanese Dollar bank accounts in Guyana, Colombian Peso accounts in Colombia and Argentina Peso accounts in Argentina. The Company is subject to gains and losses from fluctuations in the US Dollar and Guyanese Dollar and Colombian and Argentina Peso against the Canadian Dollar.

(c) Commodity uranium price risk

The Company is exposed to price risk with respect to commodity uranium prices. Commodity uranium price risk is defined as the potential adverse impact on earnings due to uranium price movements and volatility. The Company closely monitors commodity uranium prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

The sensitivity analysis shown in the notes below may differ materially from actual results. Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a nine month period:

(i) Cash and cash equivalents and guaranteed investment certificates are subject to floating interest rates. Sensitivity to a plus or minus 1% change in interest rates would not have a material impact on the reported loss and comprehensive loss for the nine months ended September 30, 2010.

(ii) The Company holds balances in foreign currencies which could give rise to exposure to foreign exchange risk. Sensitivity to a plus or minus 10% change in the foreign exchange rate against the Canadian dollar would affect the reported loss and comprehensive loss by approximately \$144,000.

(iii) Commodity uranium price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of uranium. Uranium prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of uranium may be produced in the future, a profitable market will exist for them. As of September 30, 2010, the Company was not a uranium producer. As a result, uranium price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

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6. Categories of financial instruments

	As at September 30, 2010	As at December 31, 2009	As at January 1, 2009
Financial assets:			
Loans and receivables			
Cash and cash equivalents	\$ 1,495,075	\$ 611,817	\$ 6,781,440
Guaranteed investment certificates	500,000	4,510,060	4,619,801
Accounts receivable	16,735	10,933	51,385
Value-added taxes receivable	608,255	-	-
Restricted cash	75,037	46,839	49,500
Financial liabilities:			
Other financial liabilities			
Accounts payable and other liabilities	619,423	288,167	516,921
Due to Mega Uranium Ltd.	487,810	-	-

As of September 30, 2010 and December 31, 2009, the fair value of all the Company's financial instruments approximates the carrying value, due to their short-term nature.

7. Property and equipment

COST

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
Balance, January 1, 2009	\$ 1,306,932	\$ 865,140	\$ 62,695	\$ 84,271	\$ 2,319,038
Additions	55,326	8,102	-	4,550	67,978
Balance, December 31, 2009	1,362,258	873,242	62,695	88,821	2,387,016
Additions	9,732	206,872	-	21,653	238,257
Balance, September 30, 2010	\$ 1,371,990	\$ 1,080,114	\$ 62,695	\$ 110,474	\$ 2,625,273

ACCUMULATED DEPRECIATION

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
Balance, January 1, 2009	\$ 506,349	\$ 283,760	\$ 31,430	\$ 27,288	\$ 848,827
Depreciation for the year	248,473	117,088	9,380	12,702	387,643
Balance, December 31, 2009	754,822	400,848	40,810	39,990	1,236,470
Depreciation for the period	137,768	86,375	4,922	9,301	238,366
Balance, September 30, 2010	\$ 892,590	\$ 487,223	\$ 45,732	\$ 49,291	\$ 1,474,836

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7. Property and equipment (continued)

ACCUMULATED DEPRECIATION (continued)

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
Balance, January 1, 2009	\$ 506,349	\$ 283,760	\$ 31,430	\$ 27,288	\$ 848,827
Depreciation for the period	186,355	87,817	7,035	9,332	290,539
Balance, September 30, 2009	\$ 692,704	\$ 371,577	\$ 38,465	\$ 36,620	\$ 1,139,366

CARRYING AMOUNTS

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
At January 1, 2009 (note 20)	\$ 800,583	\$ 581,380	\$ 31,265	\$ 56,983	\$ 1,470,211
At December 31, 2009	\$ 607,436	\$ 472,394	\$ 21,885	\$ 48,831	\$ 1,150,546
At September 30, 2010	\$ 479,400	\$ 592,891	\$ 16,963	\$ 61,183	\$ 1,150,437

8. Cash position

	As at September 30, 2010	As at December 31, 2009	As at January 1, 2009 (note 20)
Cash	\$ 1,475,075	\$ 591,431	\$ 6,760,882
Cash equivalents	20,000	20,386	20,558
Cash and cash equivalents	1,495,075	611,817	6,781,440
Restricted cash (a)	75,037	46,839	49,500
Total Cash position	\$ 1,570,112	\$ 658,656	\$ 6,830,940

(a) As at September 30, 2010, the Company had entered into several letters of guarantee in the amount of \$69,972 (December 31, 2009 - \$41,725) with respect to regulations for all Prospecting Licences issued to the Company in Guyana.

In addition, the Company had a letter of guarantee totaling \$5,065 (December 31, 2009 - \$5,114) that is required by the Company for exploration activities in Guyana.

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9. Accounts receivable and other assets

	As at September 30, 2010	As at December 31, 2009	As at January 1, 2009
Sales tax receivable - (Canada)	\$ 16,735	\$ 10,933	\$ 51,385
Deposits with service providers	80,269	88,689	178,042
	\$ 97,004	\$ 99,622	\$ 229,427

10. Amounts payable and other liabilities

	As at September 30, 2010	As at December 31, 2009	As at January 1, 2009
Falling due within the year			
Trade payables	\$ 619,423	\$ 288,167	\$ 516,921

11. Share capital

a) Authorized share capital

At September 30, 2010, the authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

At September 30, 2010, the issued share capital amounted to \$43,336,856. The change in issued share capital for the periods was as follows:

	Number of common shares	Amount
Balance, January 1, 2009, December 31, 2009 (i)	23,057,700	\$ 30,197,967
Acquisition of South American property interests, net of issue costs in the amount of \$4,000 (note 19)	30,564,858	13,138,889
Balance, September 30, 2010	53,622,558	\$ 43,336,856

(i) On March 13, 2008, U3O8 Corp. announced that it adopted a shareholder rights plan (the "Rights Plan") and was approved, ratified and confirmed by the shareholders on June 26, 2008. The Rights Plan is designed to ensure the fair treatment of U3O8 Corp's shareholders in any transaction involving a change of control of the Company and will provide U3O8 Corp's Board of Directors and its shareholders with adequate time to evaluate any unsolicited take-over bid and, if appropriate, to seek out alternatives to maximize shareholder value. The TSX Venture Exchange has accepted notice of filing of the Rights Plan.

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11. Share capital (continued)

b) Common shares issued (continued)

(i) (continued) The Rights Plan is similar to other rights plans adopted by many Canadian corporations. Until the occurrence of certain specific events, the rights will trade with the shares of the Company and be represented by certificates representing the shares. The rights become exercisable only when a person, including any party related to it or acting jointly with it, acquires or announces its intention to acquire 20% or more of the outstanding shares of the Company without complying with the Permitted Bid provisions of the Rights Plan. Should a non-Permitted Bid be launched, each right would entitle each holder of shares (other than the acquiring person and persons related to it or acting jointly with it) to purchase additional shares of the Company at a 50% discount to the market price at the time.

It is not the intention of the Rights Plan to prevent take-over bids but to ensure their proper evaluation by the market. Under the Rights Plan, a Permitted Bid is a bid made to all shareholders for all of their shares on identical terms and conditions that is open for at least 60 days. If at the end of 60 days at least 50% of the outstanding shares, other than those owned by the offeror and certain related parties, have been tendered and not withdrawn, the offeror may take up and pay for the shares but must extend the bid for a further ten days to allow all other shareholders to tender.

12. Stock options

U3O8 Corp's stock option plan (the "Plan") was approved by the shareholders of the Company on June 30, 2009 for the purpose of attracting, retaining and motivating directors, officers, employees and other service providers by providing them an opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth. The number of stock options which may be granted under the plan is limited to not more than 10% of the issued common shares of U3O8 Corp. at the time of the stock option grant. The exercise price of options granted under the Plan may not be lower than the market price of the common shares at the time the option is granted, as calculated based upon the prior trading day closing price of the common shares on any stock exchange on which the common shares are listed or dealing network where the common shares trade, where applicable. In the event that there is no such closing price or trade on the prior trading day, the market price shall be based upon the average of the daily high and low board lot trading prices of the common shares on any stock exchange on which the shares are listed or dealing network on which the common shares trade for the five immediately preceding trading days.

The Company records a charge to the statement of loss and comprehensive loss account using the Black-Scholes fair valuation option pricing model. The valuation is dependent on a number of estimates, including the risk free interest rate, the level of stock volatility, together with an estimate of the level of forfeiture. The level of stock volatility is calculated with reference to the historic traded daily closing share price at the date of issue.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

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12. Stock options (continued)

The following table reflects the continuity of stock options for the period ended September 30, 2010:

	Number of stock options	Weighted average exercise price (\$)
Balance, December 31, 2009	1,255,000	0.85
Granted	3,440,000	0.40
Expired	(90,000)	3.63
Cancelled	(28,750)	0.37
Forfeiture	(235,000)	0.39
Balance, September 30, 2010	4,341,250	0.46

(i) On January 15, 2008, U3O8 Corp. granted an aggregate of 300,000 incentive stock options to a key employee, pursuant to the Plan, at an exercise price of \$1.05 per share. All options were outstanding at September 30, 2010. The options are exercisable for a period of five years. For the purposes of the 300,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 101.80%; risk-free interest rate of 3.50% and an expected average life of five years. The estimated value of \$241,500 will be recorded as a debit to salaries and benefits and a credit to share based-payment reserve as the options vest. The options vest over 36 months as to one-third on January 15, 2009, one-third on January 15, 2010 and one-third on January 15, 2011. For the three and nine months ended September 30, 2010, the impact on expenses was \$6,708 and \$20,687, respectively (three and nine months ended September 30, 2009 - \$16,770 and \$53,664, respectively) (cumulative to September 30, 2010 - \$232,552).

(ii) On May 1, 2008, U3O8 Corp. granted an aggregate of 40,000 incentive stock options to an investor relations officer of the Company, pursuant to the Plan, at an exercise price of \$0.65 per share. All options were outstanding at September 30, 2010. The options are exercisable for a period of five years. For the purposes of the 40,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 101.20%; risk-free interest rate of 2.99% and an expected average life of five years. The estimated value of \$19,760 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The options vest in tranches of 25% at nine-monthly intervals from their date of issue as to one-quarter on November 1, 2008, one-quarter on May 1, 2009, one-quarter on November 1, 2009 and one-quarter on May 1, 2010. For the three and nine months ended September 30, 2010, the impact on expenses was \$nil and \$820, respectively (three and nine months ended September 30, 2009 - \$1,443 and \$5,972, respectively) (cumulative to September 30, 2010 - \$19,760).

(iii) On June 26, 2008, U3O8 Corp. granted an aggregate of 270,000 incentive stock options to employees of the Company, pursuant to the Plan, at an exercise price of \$0.80 per share. Only 240,000 of these options were outstanding at September 30, 2010. The options are exercisable for a period of five years. For the purposes of the 270,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 101.40%; risk-free interest rate of 3.36% and an expected average life of five years. The estimated value of \$169,830 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The options vest from their date of issue as to one-quarter immediately, one-quarter on December 26, 2008, one-quarter on June 26, 2009 and one-quarter on December 26, 2009. For the three and nine months ended September 30, 2010, the impact on expenses was \$nil (three and nine months ended September 30, 2009 - \$6,818 and \$38,985, respectively) (cumulative to September 30, 2010 - \$156,003).

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12. Stock options (continued)

(iv) On September 8, 2009, U3O8 Corp. granted an aggregate of 565,000 incentive stock options to employees, directors and a consultant pursuant to the Plan, at an exercise price of \$0.35 per share. Of the options granted, 480,000 were outstanding at September 30, 2010, with a further 3,750 expiring December 7, 2010 and a further 37,500 expiring December 29, 2010. The options are exercisable for a period of five years. For the purpose of the 565,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 86.98%; risk-free interest rate of 2.61% and an expected average life of five years. The estimated value of \$136,730 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The option vest over 18 months as to 25% immediately, 25% on March 8, 2010, 25% on September 8, 2010 and 25% on March 8, 2011. For the three and nine months ended September 30, 2010, the impact on expenses was \$7,343 and \$44,703, respectively (three and nine months ended September 30, 2009 - \$44,627) (cumulative to September 30, 2010 - \$120,664).

(v) On October 13, 2009, U3O8 Corp. granted an aggregate of 20,000 incentive stock options to an employee, pursuant to the Plan, at an exercise price of \$0.355 per share. None of these options were outstanding at September 30, 2010. The options are exercisable for a period of five years. For the purpose of the 20,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 86.22%; risk-free interest rate of 2.86% and an expected average life of five years. The estimated value of \$4,880 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The option vest over 18 months as to 25% immediately, 25% on April 13, 2010, 25% on October 13, 2010 and 25% on April 13, 2011. For the three and nine months ended September 30, 2010, the impact on expenses was \$nil and \$1,034, respectively (three and nine months ended September 30, 2009 - \$nil) (cumulative to September 30, 2010 - \$2,440).

(vi) On May 5, 2010, U3O8 Corp. granted 3,290,000 stock options to employees, officers, directors and consultants pursuant to the Plan. The stock options were issued at an exercise price of \$0.41 and will expire on May 4, 2015. Of the options granted, 3,050,000 remained outstanding at September 30, 2010, with a further 5,000 expiring December 7, 2010 and a further 50,000 expiring December 29, 2010. For the purpose of the 3,290,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 107.22%; risk-free interest rate of 2.5% and an expected average life of four years. The estimated value of \$983,710 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The option vest over 18 months as to 25% immediately, 25% on November 4, 2010, 25% on May 4, 2011 and 25% on November 4, 2011. For the three and nine months ended September 30, 2010, the impact on expenses was \$201,916 and \$592,529, respectively (three and nine months ended September 30, 2009 - \$nil) (cumulative to September 30, 2010 - \$592,529).

(vii) On June 4, 2010, U3O8 Corp. granted an aggregate of 150,000 incentive stock options to a key employee, pursuant to the Plan, at an exercise price of \$0.24 per share. All options were outstanding at September 30, 2010. The options are exercisable for a period of five years. For the purposes of the 150,000 options, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 107.22%; risk-free interest rate of 2.44% and an expected average life of four years. The estimated value of \$26,250 will be recorded as a debit to salaries and benefits and a credit to share-based payment reserve as the options vest. The option vest over 18 months as to 25% immediately, 25% on December 4, 2010, 25% on June 4, 2011 and 25% on December 4, 2011. For the three and nine months ended September 30, 2010, the impact on expenses was \$7,803 and \$12,578, respectively (three and nine months ended September 30, 2009 - \$nil) (cumulative to September 30, 2010 - \$12,578).

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12. Stock options (continued)

(viii) Total expense for share-based payments have been adjusted to reflect a change in the Company's forfeiture expectations.

The portion of the estimated fair value of options granted in the current and prior periods and vesting during the three and nine months ended September 30, 2010 and 2009, which have been reflected in the statements of comprehensive loss are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Canada				
Salaries and benefits	\$ 5,733	\$ 49,010	\$ 327,472	\$ 98,296
Guyana, South America				
Salaries and benefits	36,781	20,648	77,514	44,952
Colombia, South America				
Salaries and benefits	145,005	-	213,892	-
Argentina, South America				
Salaries and benefits	36,251	-	53,473	-
Total	\$ 223,770	\$ 69,658	\$ 672,351	\$ 143,248

The following table reflects the actual stock options issued and outstanding as of September 30, 2010:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)	Number of options unvested
December 7, 2010	0.35	0.19	3,750	3,750	-
December 7, 2010	0.41	0.19	5,000	5,000	-
December 29, 2010	0.35	0.25	37,500	37,500	-
December 29, 2010	0.41	0.25	50,000	50,000	-
December 20, 2012	1.05	2.22	300,000	200,000	100,000
April 30, 2013	0.65	2.58	40,000	40,000	-
June 26, 2013	0.80	2.74	240,000	240,000	-
September 8, 2014	0.35	3.94	480,000	360,000	120,000
May 4, 2015	0.41	4.59	3,035,000	758,750	2,276,250
June 4, 2015	0.24	4.68	150,000	37,500	112,500
		4.14	4,341,250	1,732,500	2,608,750

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13. Net loss per common share

The calculation of basic and diluted loss per share for the three and nine months ended September 30, 2010 and 2009 was based on the loss attributable to common shareholders of \$2,873,332 and \$7,539,730, respectively (three and nine months ended September 30, 2009 - \$1,573,131 and \$5,107,598, respectively) and the weighted average number of common shares outstanding of 53,622,558 and 42,708,531, respectively (three and nine months ended September 30, 2009 – 23,057,700). Diluted loss per share did not include the effect of 4,341,250 share purchase options as they are anti-dilutive.

14. Exploration expenditures

The Company enters into exploration agreements or permits with other companies or foreign governments pursuant to which it may explore, or earn interests in mineral properties by issuing common shares and/or making option or rental payments and/or incurring expenditures in varying amounts by varying dates. Failure by the Company to meet such requirements can result in a reduction or loss of the Company's ownership interests or entitlements under the agreements or permits.

The following is a detailed list of the Company's mineral properties:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Guyana, South America (a)				
Exploration activities	\$ 553,529	\$ 681,608	\$ 1,954,359	\$ 2,378,291
Salaries and benefits	307,534	332,697	958,325	1,282,697
Amortization	73,694	99,659	219,477	286,253
	\$ 934,757	\$ 1,113,964	\$ 3,132,161	\$ 3,947,241
Colombia, South America (b)				
Exploration activities	\$ 359,711	\$ -	\$ 708,137	\$ -
Salaries and benefits	349,116	-	556,933	-
Amortization	4,434	-	11,854	-
	\$ 713,261	\$ -	\$ 1,276,924	\$ -
Argentina, South America (c)				
Exploration activities	\$ 715,900	\$ -	\$ 1,298,799	\$ -
Salaries and benefits	83,389	-	145,926	-
Amortization	1,928	-	3,527	-
	\$ 801,217	\$ -	\$ 1,448,252	\$ -
	\$ 2,449,235	\$ 1,113,964	\$ 5,857,337	\$ 3,947,241

(a) Total cumulative exploration activities incurred in Guyana, South America to September 30, 2010 amounted to \$24,841,876 (December 31, 2009 - \$21,709,715).

(b) Total cumulative exploration activities incurred in Colombia, South America to September 30, 2010 amounted to \$1,276,924 (December 31, 2009 - \$nil).

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14. Exploration expenditures (continued)

(c) Total cumulative exploration activities incurred in Argentina, South America to September 30, 2010 amounted to \$1,448,252 (December 31, 2009 - \$nil).

15. General and administrative

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Salaries and benefits	\$ 208,217	\$ 219,772	\$ 869,519	\$ 574,476
Administrative and general	45,290	60,785	131,960	210,333
Professional fees	74,910	33,464	272,107	205,941
Business development	25,141	39,008	164,876	198,870
Reporting issuer costs	16,356	5,992	131,976	35,969
Consulting	18,025	10,500	42,700	33,300
Investor relations	-	1,605	-	4,815
Amortization	1,133	1,429	3,508	4,286
	\$ 389,072	\$ 372,555	\$ 1,616,646	\$ 1,267,990

16. Related party balances and transactions

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

(a) U3O8 Corp. entered into the following transactions with related parties:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Marrelli CFO Outsource Syndicate Inc. ("Marrelli") (i)	\$ -	\$ 10,500	\$ 21,000	\$ 31,500
Marrelli Support Services Inc. ("MSSI") (ii)	-	7,713	16,636	23,559
John Ross (iii)	11,025	-	14,700	-
	\$ 11,025	\$ 18,213	\$ 52,336	\$ 55,059

(i) The former Chief Financial Officer ("CFO") of U3O8 Corp. is the president of Marrelli. Fees related to the CFO function performed. Effective July 1, 2010, Marrelli was no longer a related party.

(ii) The former CFO of U3O8 Corp. is the president of MSSI. Fees related to accounting services provided by MSSI. Effective July 1, 2010, MSSI was no longer a related party.

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16. Related party balances and transactions (continued)

(iii) CFO fees expensed to the current CFO of the Company. \$4,153 is included in accounts payable and accrued liabilities.

(b) Remuneration of Directors and key management of the Company was as follows.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Salaries and benefits (*)	\$ 84,934	\$ 77,000	\$ 244,585	\$ 232,800
Share based payments	10,009	36,516	289,715	73,410
	\$ 94,943	\$ 113,516	\$ 534,300	\$ 306,210

(*) Included in salaries and benefits are Director fees. The Board of Directors do not have employment or service contracts with the Company. They are entitled to director fees and stock options for their services.

17. Segmented information

The Company primarily operated in one reportable operating segment, being the development of properties for production of uranium in South America. The Company has administrative offices in Toronto, Canada. Segmented information on a geographic basis is as follows:

September 30, 2010

	Canada	Guyana	Barbados	Colombia	Argentina	Total
Current assets	\$ 1,087,953	\$ 10,778	\$ 257,404	\$ 487,040	\$ 248,904	\$ 2,092,079
Non-current assets	17,773	1,018,001	-	7,813,119	2,568,488	11,417,381
	\$ 1,105,726	\$ 1,028,779	\$ 257,404	\$ 8,300,159	\$ 2,817,392	\$ 13,509,460

December 31, 2009

	Canada	Guyana	Barbados	Colombia	Argentina	Total
Current assets	\$ 4,817,030	\$ 332,556	\$ 71,913	\$ -	\$ -	\$ 5,221,499
Non-current assets	20,786	1,176,599	-	-	-	1,197,385
	\$ 4,837,816	\$ 1,509,155	\$ 71,913	\$ -	\$ -	\$ 6,418,884

18. Contingencies and commitments

The Company has no commitments or contingent assets or contingent liabilities.

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19. Acquisition of South American Operations

On April 7, 2010, U3O8 Corp. completed the acquisition of Mega's South American uranium properties, adding assets in Colombia and Argentina to the Company's holdings in Guyana. Under the terms of the acquisition, U3O8 Corp. issued 30,564,858 common shares of U3O8 Corp. in exchange for Mega's South American properties and \$4,060,991 in cash. The preliminary fair value estimates is provided below.

The transaction did not meet the definition of a business combination therefore the transaction was recorded as an acquisition of assets. The provisional values of assets and liabilities recognized on acquisition are their estimated fair values at the date of acquisition. IFRS permits up to twelve months for provisional acquisition accounting to be finalized following the acquisition date if any subsequent information provides better evidence of the item's fair value at the date of acquisition.

	Fair value at acquisition
Cost of acquisition	
Fair value of common shares issued (30,564,858 common shares)	\$ 13,142,889
Transaction costs	469,045
Total cost of acquisition	\$ 13,611,934
Fair value of assets and liabilities	
Assets	
Cash	\$ 4,060,991
Total current asset	4,060,991
Non-current assets	
Value-added taxes receivable (Argentina) and other assets	487,810
Property and equipment	146,243
South American property interests	
- Argentina	1,916,730
- Colombia	7,666,922
	9,583,652
Total assets	\$ 14,278,696
Liabilities	
Current liabilities	
Amounts payable and other liabilities	\$ 178,952
Non-current liability	
Due to Mega Uranium Ltd. (b)	487,810
Total current liabilities	\$ 666,762
Net identifiable assets	\$ 13,611,934

(a) Mega provided bridge financing to the Company in the amount of \$242,570. The amount was non-interest bearing and due on demand. On September 27, 2010, the amount was repaid in full.

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19. Acquisition of South American Operations (continued)

(b) Under the terms of acquisition, if U308 Corp. recovers value-added taxes in the amount of \$487,810 from government authorities in Argentina, the Company will be required to repay this amount to Mega in full.

20. Conversion to IFRS

(i) Overview

IFRS will replace Canadian GAAP for publicly accountable enterprises for financial periods beginning on and after January 1, 2011, with the option available to early adopt IFRS from periods beginning on or after January 1, 2009 upon receipt of approval from the CSA. The Company received approval from the CSA to early adopt IFRS beginning with its 2010 interim and annual financial periods.

These are the Company's third unaudited condensed consolidated interim financial statements prepared in accordance with IAS 34, using accounting policies consistent with IFRS.

The accounting policies described in note 3 have been selected to be consistent with IFRS as is expected to be effective or available for early adoption on December 31, 2010, the Company's first annual IFRS reporting date. These policies have been applied in the preparation of these unaudited condensed consolidated interim financial statements, including all comparative information.

(ii) First-time adoption of IFRS

The adoption of IFRS requires the application of IFRS 1, which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment.

The Company has elected to apply the following optional exemptions in its preparation of an opening IFRS statement of financial position as at January 1, 2009, the Company's "Transition Date".

- To apply IFRS 2 Share based Payments only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.
- To apply IFRS 3 Business Combinations prospectively from the Transition Date, therefore not restating business combinations that took place prior to the Transition Date.
- To apply the transition provisions of IFRIC 4 Determining whether an Arrangement Contains a Lease, therefore determining if arrangements existing at the Transition Date contain a lease based on the circumstances existing at that date. The Company has no leases.
- To apply IAS 23 Borrowing Costs prospectively from the transition date. IAS 23 requires the capitalization of borrowing costs directly attributable to the acquisition, production or construction of certain assets.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the Company's opening IFRS statement of financial position as at the Transition Date are consistent with those that were made under Canadian GAAP.

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20. Conversion to IFRS (continued)

(ii) *First-time adoption of IFRS (continued)*

The Company's Transition Date IFRS unaudited consolidated statement of financial position is included as comparative information in the unaudited condensed consolidated interim statements of financial position in these financial statements.

(iii) *Changes to accounting policies*

The Company has changed certain accounting policies to be consistent with IFRS as is expected to be effective or available for early adoption on December 31, 2010, the Company's first annual IFRS reporting date. However, these changes to its accounting policies have not resulted in any significant change to the recognition and measurement of assets, liabilities, equity, revenue and expenses within its financial statements.

The following summarizes the significant changes to the Company's accounting policies on adoption of IFRS.

a) Impairment of (non-financial) assets

IFRS requires a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value. Value in use is determined using discounted estimated future cash flows. Current Canadian GAAP requires a write down to estimated fair value only if the undiscounted estimated future cash flows of a group of assets are less than its carrying value.

The Company's accounting policies related to impairment of non-financial assets have been changed to reflect these differences. There is no impact on the unaudited condensed consolidated interim financial statements.

b) Decommissioning Liabilities (Asset Retirement Obligations)

IFRS requires the recognition of a decommissioning liability for legal or constructive obligations, while current Canadian GAAP only requires the recognition of such liabilities for legal obligations. A constructive obligation exists when an entity has created reasonable expectations that it will take certain actions.

The Company's accounting policies related to decommissioning liabilities have been changed to reflect these differences. There is no impact on the unaudited condensed consolidated interim financial statements.

(iv) *Transition date unaudited condensed consolidated statement of financial position*

The Company's Transition Date IFRS unaudited consolidated statement of financial position is included as comparative information in the unaudited condensed consolidated interim statements of financial position in these financial statements. The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the unaudited consolidated statement of financial position as at the transition date of January 1, 2009.

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20. Conversion to IFRS (continued)

(v) *Comparative unaudited condensed consolidated financial statements*

The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the unaudited consolidated statement of financial position as at December 31, 2009, or on the unaudited condensed consolidated statement of loss and comprehensive loss and the unaudited condensed consolidated statement of cash flows for the three and nine months ended September 30, 2009.

(vi) *Reconciliation of comprehensive loss and equity*

(a) Comprehensive loss

	Three months ended September 30, 2009	Nine months ended September 30, 2009	Year ended December 31, 2009
Comprehensive loss under Canadian GAAP	\$ (1,573,131)	\$ (5,107,598)	\$ (6,703,206)
Adjustments for differing accounting treatments	-	-	-
Comprehensive loss under under IFRS	\$ (1,573,131)	\$ (5,107,598)	\$ (6,703,206)

b) Equity

	September 30, 2009	December 31, 2009	January 1, 2009
Total shareholders' equity under Canadian GAAP	\$ 7,669,108	\$ 6,130,717	\$ 12,633,458
Adjustments for differing accounting treatments	-	-	-
Total equity under under IFRS	\$ 7,669,108	\$ 6,130,717	\$ 12,633,458

(vii) *Presentation*

Certain amounts on the unaudited condensed consolidated statement of financial position, statement of loss and comprehensive loss and statement of cash flows have been reclassified to conform to the presentation adopted under IFRS.

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21. Subsequent event

On October 14, 2010, U3O8 Corp. closed a fully subscribed brokered private placement (the "Offering"). U3O8 Corp. issued 23,989,100 units (the "Units") at a price of \$0.30 per Unit for gross proceeds of \$7,196,730. Insiders of U3O8 Corp. purchased, directly or indirectly, approximately \$2.2 million of the Offering.

Each Unit consists of one common share and one-half of one transferable common share purchase warrant. Each full warrant is exercisable into one common share for a period of two years after the Closing Date at a price of \$0.45 per common share. In the event that at any time after February 15, 2011, the closing price for U3O8 Corp's common shares is greater than \$0.70 per share for a period of 20 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after notice of the accelerated expiry date has been given by U3O8 Corp. In connection with the Offering, the agents received broker warrants entitling them to acquire, in the aggregate, up to 1,239,342 common shares of U3O8 Corp. at an exercise price of \$0.45 per share until October 14, 2012.

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