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**U308 CORP.**  
**CONDENSED INTERIM CONSOLIDATED**  
**FINANCIAL STATEMENTS**  
**THREE AND SIX MONTHS ENDED**  
**JUNE 30, 2013**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

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**NOTICE TO READER**

The accompanying unaudited condensed interim consolidated financial statements of U308 Corp. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

The **Uranium** Discovery Company

**U308 CORP**

## U308 Corp.

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

	As at June 30, 2013	As at December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash (note 5)	\$ 1,346,174	\$ 1,279,948
Amounts receivable and other assets (note 6)	579,375	639,372
Loan receivable from South American Rare Earth Corp. (note 12)	16,725	12,193
Investment in Minexco Minerals Corp. (note 10(a))	-	1,928,571
Investment in Pinetree Capital Ltd. (note 7(b)(ii))	935,632	-
<b>Total current assets</b>	<b>2,877,906</b>	<b>3,860,084</b>
<b>Non-current assets</b>		
Restricted cash (note 5(a))	143,296	149,380
Property and equipment (note 4)	1,320,846	1,496,264
Equity accounted investment (note 12)	324,256	375,256
Investment in Minexco Minerals Corp. (note 10(a))	1,928,571	-
South American property interests (note 16)	10,474,652	10,403,652
<b>Total non-current assets</b>	<b>14,191,621</b>	<b>12,424,552</b>
<b>Total assets</b>	<b>\$ 17,069,527</b>	<b>\$ 16,284,636</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Current liabilities</b>		
Amounts payable and other liabilities	\$ 1,884,821	\$ 1,565,391
<b>Non-current liabilities</b>		
Other payable	176,000	176,000
	<b>2,060,821</b>	<b>1,741,391</b>
<b>Capital and reserves</b>		
Share capital (note 7)	84,805,837	73,668,634
Reserves	8,245,394	14,413,625
Deficit	(78,042,525)	(73,539,014)
<b>Total equity</b>	<b>15,008,706</b>	<b>14,543,245</b>
<b>Total equity and liabilities</b>	<b>\$ 17,069,527</b>	<b>\$ 16,284,636</b>

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

Approved by the Board of Directors:

"Bryan A. Coates" Director

"David Constable" Director

The Uranium Discovery Company

**U308 CORP**

## U308 Corp.

### Condensed Interim Consolidated Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Expenses</b>				
Exploration expenditures (note 10)	\$ 1,475,642	\$ 4,168,223	\$ 2,854,289	\$ 7,027,627
General and administrative (note 11)	531,330	876,084	1,068,088	1,487,005
<b>Operating loss before the following items</b>	<b>(2,006,972)</b>	<b>(5,044,307)</b>	<b>(3,922,377)</b>	<b>(8,514,632)</b>
Interest income	15,046	36,112	24,706	58,071
Foreign exchange (loss) income	(92,053)	96,263	(94,549)	101,378
Shares of losses from equity accounted investment	(22,000)	(86,000)	(51,000)	(218,000)
Unrealized loss on investment in Pinetree Capital Ltd.	(581,610)	-	(1,264,368)	-
Deferred income tax recovery	-	-	804,077	-
<b>Loss and comprehensive loss</b>	<b>\$ (2,687,589)</b>	<b>\$ (4,997,932)</b>	<b>\$ (4,503,511)</b>	<b>\$ (8,573,183)</b>
<b>Basic and diluted loss per share</b> (note 9)	<b>\$ (0.02)</b>	<b>\$ (0.04)</b>	<b>\$ (0.03)</b>	<b>\$ (0.07)</b>
<b>Weighted average number of common shares outstanding</b>	<b>150,506,697</b>	<b>123,489,103</b>	<b>143,825,022</b>	<b>118,625,174</b>

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

The Uranium Discovery Company

**U308 CORP**

## U308 Corp.

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

	Six Months Ended June 30,	
	2013	2012
<b>Operating activities</b>		
Net loss	\$ (4,503,511)	\$ (8,573,183)
Adjustment for:		
Amortization	175,418	162,605
Share-based payments (note 8)	208,848	474,306
Foreign exchange loss (income)	94,549	(101,378)
Interest income	(24,706)	(58,071)
Investment in equity accounted investment (note 12)	51,000	218,000
Unrealized loss on investment in Pinetree Capital Ltd.	1,264,368	-
Deferred income tax recovery	(804,077)	-
Non-cash working capital items:		
Amounts receivable and other assets	167,162	(577,634)
Amounts payable and other liabilities	(230,547)	197,116
Loan receivable from South American Rare Earth Corp.	(4,532)	(50,291)
<b>Net cash used in operating activities</b>	<b>(3,606,028)</b>	<b>(8,308,530)</b>
<b>Financing activities</b>		
Issue of securities, net of transaction costs (note 7(ii)(iii))	514,115	10,710,468
Exercise of stock options	-	50,575
Exercise of warrants	-	195,750
<b>Net cash provided by financing activities</b>	<b>514,115</b>	<b>10,956,793</b>
<b>Investing activities</b>		
Acquisition of Calypso (note 17)	3,221,898	-
Additions to property and equipment	-	(293,754)
Property payment	-	(100,000)
Interest income	24,706	58,071
<b>Net cash provided by (used in) investing activities</b>	<b>3,246,604</b>	<b>(335,683)</b>
Effect of exchange rate changes on cash held in foreign currencies	(94,549)	101,378
<b>Net change in cash and restricted cash</b>	<b>60,142</b>	<b>2,413,958</b>
<b>Cash and restricted cash, beginning of period</b>	<b>1,429,328</b>	<b>5,847,203</b>
<b>Cash and restricted cash, end of period</b>	<b>\$ 1,489,470</b>	<b>\$ 8,261,161</b>

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

The Uranium Discovery Company

**U308 CORP**

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

	<u>Reserves</u>				
	Share capital	Share-based payments reserve	Warrants	Deficit	Total
<b>Balance, December 31, 2011</b>	<b>\$ 62,068,233</b>	<b>\$ 5,157,495</b>	<b>\$ 7,657,028</b>	<b>\$(58,447,017)</b>	<b>\$ 16,435,739</b>
Issue of securities, net of transaction costs (note 7(i))	8,322,823	-	2,387,645	-	10,710,468
Acquisition of mineral property (note 16(a))	720,000	-	-	-	720,000
Warrants exercised	250,250	-	(54,500)	-	195,750
Stock options exercised	85,963	(35,388)	-	-	50,575
Share-based payments (note 8)	-	474,306	-	-	474,306
Loss and comprehensive loss for the period	-	-	-	(8,573,183)	(8,573,183)
<b>Balance, June 30, 2012</b>	<b>\$ 71,447,269</b>	<b>\$ 5,596,413</b>	<b>\$ 9,990,173</b>	<b>\$(67,020,200)</b>	<b>\$ 20,013,655</b>
<b>Balance, December 31, 2012</b>	<b>73,668,634</b>	<b>5,809,723</b>	<b>8,603,902</b>	<b>(73,539,014)</b>	<b>14,543,245</b>
Warrants expired	6,068,513	-	(6,068,513)	-	-
Tax effect on expiry of warrants	-	(804,077)	-	-	(804,077)
Issue of securities, net of transaction costs (note 7(ii)(iii))	2,233,364	-	480,751	-	2,714,115
Acquisition of Calypso Uranium Corp. (note 17)	2,835,326	14,760	-	-	2,850,086
Share-based payments (note 8)	-	208,848	-	-	208,848
Loss and comprehensive loss for the period	-	-	-	(4,503,511)	(4,503,511)
<b>Balance, June 30, 2013</b>	<b>84,805,837</b>	<b>5,229,254</b>	<b>3,016,140</b>	<b>(78,042,525)</b>	<b>15,008,706</b>

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

The Uranium Discovery Company

**U308 CORP**

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# U308 Corp.

## Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

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### 1. Nature of operations

U308 Corp. (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 under the symbol UWE and on the OTCQX International under the symbol UWEFF. The Company maintains a corporate office at 8 King Street East, Suite 710, Toronto, Ontario, M5C 1B5, Canada.

### 2. Basis of presentation and going concern

The Company 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 six months ended June 30, 2013 of \$4,503,511 and has an accumulated deficit of \$78,042,525. In addition, the Company had a working capital balance of \$993,085 at June 30, 2013. Further financing will be required to develop the properties, including those expected to be acquired and continue operations. While there is no assurance these funds can be raised, the Company believes such financing will be available as required. Certain of the Company's discretionary exploration activities have considerable scope for flexibility in terms of the amount and timing of exploration expenditure, and expenditures may be adjusted accordingly.

These unaudited condensed interim consolidated financial statements have been prepared on a basis which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The certainty of funding future exploration expenditures and availability of sources of additional financing in the future cannot be assured at this time and accordingly, these uncertainties may cast a significant doubt about the Company's ability to continue as a going concern. The unaudited condensed interim consolidated financial statements do not include adjustments to the carrying values and classifications of recorded assets and liabilities and related revenues and expenses that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

### 3. Significant accounting policies

#### Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IASB. These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of August 7, 2013, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2012, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending December 31, 2013 could result in restatement of these unaudited condensed interim consolidated financial statements.

The Uranium Discovery Company

**U308 CORP**

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

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#### 3. Significant accounting policies (continued)

##### Change in accounting policies

(i) IFRS 10 – Consolidated financial statements (“IFRS 10”) was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity’s returns. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim consolidated financial statements.

(ii) IFRS 11 – Joint arrangements (“IFRS 11”) was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim consolidated financial statements.

(iii) IFRS 12 – Disclosure of interests in other entities (“IFRS 12”) was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim consolidated financial statements.

(iv) IFRS 13 – Fair Value Measurement is effective for the Company beginning on January 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. The Company's adoption of IFRS 13, on January 1, 2013, did not have a material financial impact upon the unaudited condensed interim consolidated financial statements, however, certain new or enhanced disclosures are required and can be found in note 18.

(v) IAS 1 – Presentation of financial statements (“IAS 1”) was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim consolidated financial statements.

(vi) IAS 27 - Separate Financial Statements (“IAS 27”) was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim consolidated financial statements.

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

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#### 3. Significant accounting policies (continued)

##### Change in accounting polices (continued)

(vii) IAS 28 - Investments in Associates and Joint Ventures ("IAS 28") was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines 'significant influence' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. At January 1, 2013, the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

(viii) In October 2011, the IASB issued IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine. This interpretation requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the cost can be reliably measured and the entity can identify the component of the ore body for which access has been improved. Retrospective application of this interpretation is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. At January 1, 2013, there was no material impact on the Company's unaudited condensed interim consolidated financial statements from this interpretation.

(ix) IFRS 7 — Financial Instruments: Disclosures ("IFRS 7") was amended by the IASB in December 2011 to amend the disclosure requirements in IFRS 7 to require information about all recognised financial instruments that are set off in accordance with paragraph 42 of IAS 32 Financial Instruments: Presentation.

The amendments also require disclosure of information about recognised financial instruments subject to enforceable master netting arrangements and similar agreements even if they are not set off under IAS 32. The IASB believes that these disclosures will allow financial statement users to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognised financial assets and recognised financial liabilities, on the entity's financial position. At January 1, 2013, the Company adopted the amendments to IFRS 7 and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

##### Recent accounting pronouncements

(i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

(ii) IAS 32 - Financial Instruments, Presentation ("IAS 32") was effectively for annual periods beginning on or after January 1, 2014. IAS 32 was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. The Company is currently assessing the impact of this pronouncement.



## U308 Corp.

Notes to Condensed Interim Consolidated Financial Statements  
Three and Six Months Ended June 30, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

### 4. Property and equipment

#### *COST*

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
Balance, December 31, 2012	\$ 1,626,526	\$ 1,899,676	\$ 62,695	\$ 151,928	\$ 3,740,825
<b>Balance, June 30, 2013</b>	<b>\$ 1,626,526</b>	<b>\$ 1,899,676</b>	<b>\$ 62,695</b>	<b>\$ 151,928</b>	<b>\$ 3,740,825</b>

#### *ACCUMULATED AMORTIZATION*

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
Balance, December 31, 2012	\$ 1,217,792	\$ 879,719	\$ 55,190	\$ 91,860	\$ 2,244,561
Amortization for the period	61,310	105,378	1,128	7,602	175,418
<b>Balance, June 30, 2013</b>	<b>\$ 1,279,102</b>	<b>\$ 985,097</b>	<b>\$ 56,318</b>	<b>\$ 99,462</b>	<b>\$ 2,419,979</b>

#### *CARRYING AMOUNTS*

	Mobile and drilling equipment	Field equipment	Vehicles	Furniture and fixtures	Total
At December 31, 2012	\$ 408,734	\$ 1,019,957	\$ 7,505	\$ 60,068	\$ 1,496,264
<b>At June 30, 2013</b>	<b>\$ 347,424</b>	<b>\$ 914,579</b>	<b>\$ 6,377</b>	<b>\$ 52,466</b>	<b>\$ 1,320,846</b>

### 5. Cash and restricted cash

	As at June 30, 2013	As at December 31, 2012
Cash	\$ 1,346,174	\$ 1,279,948
Restricted cash (a)	143,296	149,380
<b>Total Cash position</b>	<b>\$ 1,489,470</b>	<b>\$ 1,429,328</b>

(a) As at June 30, 2013, the Company had entered into several letters of guarantee in the amount of \$137,996 (December 31, 2012 - \$144,400) with respect to regulations for all Prospecting Licences issued to the Company in Guyana.

In addition, the Company had a letter of guarantee totaling \$5,300 (December 31, 2012 - \$4,980) that is required by the Company for exploration activities in Guyana.

The Uranium Discovery Company

**U308 CORP**

## U308 Corp.

Notes to Condensed Interim Consolidated Financial Statements  
Three and Six Months Ended June 30, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

### 6. Amounts receivable and other assets

	As at June 30, 2013	As at December 31, 2012
Sales tax receivable - (Canada)	\$ 66,879	\$ 56,308
Due from Minexco Minerals Corp. (note 10(a))	102,408	249,936
Deposits with service providers	410,088	333,128
	<b>\$ 579,375</b>	<b>\$ 639,372</b>

### 7. Share capital

#### a) Authorized share capital

At June 30, 2013, 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 June 30, 2013, the issued share capital amounted to \$84,805,837. The change in issued share capital for the periods was as follows:

	Number of common shares	Amount
Balance, December 31, 2011	102,676,658	\$ 62,068,233
Issue of securities, net of transaction costs (i)	19,205,000	8,322,823
Acquisition of mineral property (note 16(a))	1,500,000	720,000
Stock options exercised	117,500	85,963
Warrants exercised	435,000	250,250
Balance, June 30, 2012	123,934,158	\$ 71,447,269
Balance, December 31, 2012	127,830,495	\$ 73,668,634
Issue of securities, net of transaction costs (ii)(iii)	12,550,000	2,233,364
Warrants expired	-	6,068,513
Acquisition of Calypso Uranium Corp. (note 17)	20,252,327	2,835,326
<b>Balance, June 30, 2013</b>	<b>160,632,822</b>	<b>\$ 84,805,837</b>

The Uranium Discovery Company

**U308 CORP**

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements

Three and Six Months Ended June 30, 2013

(Expressed in Canadian Dollars)

(Unaudited)

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#### 7. Share capital (continued)

##### b) Common shares issued (continued)

(i) On February 9, 2012, the Company closed its private placement bought deal offering to raise aggregate proceeds of \$11,523,000 (the "Issue").

Pursuant to the Issue, the Company issued an aggregate of 19,205,000 units (the "Securities") at \$0.60 per Security, including an aggregate of 2,505,000 Securities issued upon full exercise of the over-allotment option granted to the underwriters (the "Option"). Each Security consisted of one common share of the Company (the "Share") and one-half of one common share purchase warrant (the "Warrant Security"). Each whole Warrant Security entitles the holder thereof to acquire one Share of the Company for a period of 24 months at an exercise price of \$0.80 per Share.

In connection with the Issue, the underwriters received (i) a cash commission equal to 6.0% of the gross proceeds raised under the Issue (inclusive of the Option), other than with respect to gross proceeds derived from certain subscriptions by insiders of the Company; (ii) a work fee of \$85,000; and (iii) an aggregate of 1,104,096 non-transferable broker warrants, each of which is exercisable into one Security for a period of 24 months at an exercise price of \$0.60 per Security.

A value of \$2,304,600 was estimated for the 9,602,500 warrants on the date of grant using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 101% using the historical price history of the Company; risk-free interest rate of 1.11%; and an expected average life of two years.

A value of \$306,939 was estimated for the 1,104,096 broker warrants 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% using the historical price history of the Company; risk-free interest rate of 1.11%; and an expected average life of two years. This value charged \$245,551 to share capital and \$61,388 to warrants as transaction costs.

Total share issue costs of \$812,532 were charged and allocated \$650,026 to share capital and \$162,506 to warrants.

The broker warrants issued in the February 2012 financing contain a further half warrant which is exercisable over the term of the broker warrant. Each additional full warrant allows the broker to purchase one common share at a price of \$0.80 per warrant share. A total of 552,048 warrants will be issued at \$0.80 if these broker warrants are exercised.

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

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#### 7. Share capital (continued)

##### b) Common shares issued (continued)

(ii) On January 11, 2013, the Company completed a non-brokered private placement for gross proceeds of \$2,315,500 through the issuance of 10,525,000 units ("Unit Placement") at \$0.22 per Unit Placement (the "Security Offering"). Of this total, 525,000 units were purchased for cash consideration, and 10,000,000 units were purchased in consideration of an aggregate of 2,528,736 common shares of Pinetree Capital Ltd. which were issued to the Company at closing.

Sheldon Inwentash, a director of the Company is the chairman, chief executive officer and director of Pinetree Capital Ltd.

Each Unit Placement consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at \$0.30 per common share for a period of 24 months.

All securities issued under the Security Offering were subject to a statutory 4-month hold period which expired on May 12, 2013.

A value of \$421,000 was estimated for the 5,262,500 warrants on the date of grant using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 94% using the historical price history of the Company; risk-free interest rate of 1.19%; and an expected average life of two years.

Total share issue costs of \$1,285 were charged and allocated \$1,051 to share capital and \$234 to warrants.

On June 30, 2013, the value of the Pinetree Capital Ltd. common shares held by the Company was determined to be \$935,632 using the bid price at June 30, 2013 of \$0.37.

The Uranium Discovery Company

**U308 CORP**

## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

#### 7. Share capital (continued)

##### b) Common shares issued (continued)

(iii) On March 13, 2013, the Company announced a non-brokered private placement of up to 5,000,000 million units at a price of \$0.20 per unit for total gross proceeds of up to approximately \$1.0 million. Each unit shall consist of one common share of the Company and one-half of a share purchase warrant. Each whole warrant shall entitle the holder to purchase one common share at a price of \$0.30 for a period of 24 months from the closing date. The securities issued and issuable pursuant to the non-brokered private placement will be subject to a 4-month hold period. The non-brokered private placement is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals.

On April 15, 2013, the Company closed the first tranche of its non-brokered private placement. Gross proceeds of \$405,000 were raised through the issue of 2,025,000 units ("Units") at \$0.20 per Unit (the "Offering"). Each Unit consisted of one common share of the Company ("Common Share") and one-half of a share purchase warrant ("Warrant"). Each whole Warrant entitles the holder to purchase one Share at \$0.30 per Common Share for a period of 24 months. All securities issued under the Offering are subject to a statutory 4-month hold period expiring on August 16, 2013. Transaction costs of \$5,100 were paid in connection with the closing of the first tranche.

A value of \$60,750 was estimated for the 1,012,500 Warrants on the date of grant using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 90% using the historical price history of the Company; risk-free interest rate of 0.96%; and an expected average life of two years.

Total share issue costs of \$5,100 were charged and allocated \$4,335 to share capital and \$765 to warrants.

#### 8. Stock options

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price (\$)
Balance, December 31, 2011	6,973,750	0.48
Granted	3,480,000	0.42
Exercised	(117,500)	0.43
Cancelled	(50,000)	0.80
<b>Balance, June 30, 2012</b>	<b>10,286,250</b>	<b>0.46</b>
Balance, December 31, 2012	9,986,250	0.44
Granted (a)(b)(c)	2,624,000	0.29
Expired	(206,250)	0.77
Cancelled	(567,500)	0.43
<b>Balance, June 30, 2013</b>	<b>11,836,500</b>	<b>0.40</b>

The Uranium Discovery Company

**U308 CORP**

## U308 Corp.

Notes to Condensed Interim Consolidated Financial Statements  
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### 8. Stock options (continued)

(a) On January 11, 2013, the Company granted 298,000 stock options to employees pursuant to the Company's stock option plan. The stock options were issued at an exercise price of \$0.28, vest over 18 months and will expire on January 11, 2018. For the purposes of the 298,000 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 93% using the historical price history of the Company; risk-free interest rate of 1.41%; and an expected average life of three years. The estimated value of \$48,872 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 as to 25% immediately, 25% on July 11, 2013, 25% on January 11, 2014 and 25% on July 11, 2014. For the three and six months ended June 30, 2013, the impact on expenses was \$11,200 and \$34,618, respectively (cumulative to June 30, 2013 - \$34,618).

(b) In connection with the Acquisition of Calypso Uranium (see note 17). 1,476,000 options were issued by the Company.

(c) On June 6, 2013, the Company granted 850,000 stock options to two officers pursuant to the Company's stock option plan. The stock options were issued at an exercise price of \$0.14, vest over 18 months and will expire on June 7, 2018. For the purposes of the 850,000 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 105% using the historical price history of the Company; risk-free interest rate of 1.44%; and an expected average life of five years. The estimated value of \$91,800 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 as to 25% immediately, 25% on December 6, 2013, 25% on June 6, 2014 and 25% on December 6, 2014. For the three and six months ended June 30, 2013, the impact on expenses was \$29,963. (cumulative to June 30, 2013 - \$29,963).

Stock option volatility was based on historical volatility of the common shares, which is assumed to be an appropriate and approximate proxy for future volatility of a stock option instrument granted for the underlying common shares.

The portion of the estimated fair value of options granted in the current and prior periods and vesting during the periods ended June 30, 2013 and June 30, 2012, which have been reflected in the unaudited condensed interim consolidated statements of comprehensive loss are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Canada</b>				
Share-based payments in salaries and benefits	\$ 57,373	\$ 157,230	\$ 91,137	\$ 199,993
<b>Guyana, South America</b>				
Share-based payments in salaries and benefits	9,138	53,859	20,654	70,897
<b>Colombia, South America</b>				
Share-based payments in salaries and benefits	24,496	79,815	64,068	101,908
<b>Argentina, South America</b>				
Share-based payments in salaries and benefits	14,391	79,387	32,989	101,508
<b>Total</b>	\$ 105,398	\$ 370,291	\$ 208,848	\$ 474,306

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**U308 CORP**

## U308 Corp.

Notes to Condensed Interim Consolidated Financial Statements  
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### 8. Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of June 30, 2013:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)	Number of options unvested
May 14, 2014	0.38	0.87	1,416,000	1,416,000	-
May 14, 2014	0.40	0.87	60,000	60,000	-
September 8, 2014	0.35	1.19	292,500	292,500	-
May 4, 2015	0.41	1.84	2,500,000	2,500,000	-
June 4, 2015	0.24	1.93	150,000	150,000	-
November 25, 2015	0.73	2.41	230,000	230,000	-
May 9, 2016	0.50	2.86	2,180,000	2,180,000	-
May 25, 2016	0.45	2.90	200,000	200,000	-
August 24, 2016	0.26	3.15	370,000	370,000	-
May 23, 2017	0.42	3.90	3,290,000	2,467,500	822,500
January 11, 2018	0.28	4.54	298,000	74,500	223,500
June 7, 2018	0.14	4.94	850,000	212,500	637,500
		2.83	11,836,500	10,153,000	1,683,500

### 9. Loss per common share

The calculation of basic and diluted loss per share for the three and six months ended June 30, 2013 was based on the loss attributable to common shareholders of \$2,687,589 and \$4,503,511, respectively (three and six months ended June 30, 2012 – \$4,997,932 and \$8,573,183, respectively) and the weighted average number of common shares outstanding of 150,506,697 and 143,825,022, respectively (three and six months ended June 30, 2012 – 123,489,103 and 118,625,174, respectively). Diluted loss per share did not include the effect of 11,836,500 share purchase options and 18,904,764 warrants as they are anti-dilutive.

### 10. 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.

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## U308 Corp.

Notes to Condensed Interim Consolidated Financial Statements  
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### 10. Exploration expenditures (continued)

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Guyana, South America (a)</b>				
Exploration activities	\$ 179,069	\$ 781,475	\$ 309,122	\$ 1,482,686
Salaries and benefits	89,870	254,842	239,261	502,456
Amortization	32,339	43,915	64,678	87,793
	<b>\$ 301,278</b>	<b>\$ 1,080,232</b>	<b>\$ 613,061</b>	<b>\$ 2,072,935</b>
<b>Colombia, South America (b)</b>				
Exploration activities	\$ 207,258	\$ 1,706,212	\$ 552,159	\$ 2,456,489
Salaries and benefits	399,834	539,865	752,070	906,995
Amortization	31,415	31,236	64,768	57,687
	<b>\$ 638,507</b>	<b>\$ 2,277,313</b>	<b>\$ 1,368,997</b>	<b>\$ 3,421,171</b>
<b>Argentina, South America (c)</b>				
Exploration activities	\$ 467,176	\$ 642,801	\$ 706,520	\$ 1,277,987
Salaries and benefits	46,952	160,259	122,255	241,779
Amortization	21,729	7,618	43,456	13,755
	<b>\$ 535,857</b>	<b>\$ 810,678</b>	<b>\$ 872,231</b>	<b>\$ 1,533,521</b>
	<b>\$ 1,475,642</b>	<b>\$ 4,168,223</b>	<b>\$ 2,854,289</b>	<b>\$ 7,027,627</b>

(a) Total cumulative exploration activities incurred in Guyana, South America to June 30, 2013 amounted to \$34,539,278 (December 31, 2012 - \$33,926,217).

On March 23, 2012, the Company entered into an agreement to sell seven grassroots concessions in Guyana to Minexco Minerals Corp. ("Minexco"), a private company, in return for nine million shares of Minexco (approximately 13% of the then outstanding shares) ("Minexco Share"). The transaction also gives the Company the right to participate in future financings under certain circumstances and the receipt of warrants in Minexco upon completion of 5,000 metres of drilling within the consolidated area.

On October 10, 2012, Minexco received approval of its applications for five grassroots concessions in Guyana. Final approval was obtained on November 21, 2012 and subsequently Minexco transferred 6,428,570 Minexco Shares to the Company valued at \$0.30/each share for a total value of \$1,928,571. As at June 30, 2013, the remaining 2,571,430 common shares of Minexco were not transferred as the approval for the two remaining grassroots concessions had not been obtained.

As of June 30, 2013, Minexco owed the Company \$102,408 (December 31, 2012 - \$249,936) for reimbursement of exploration work carried out by the Company.

The Uranium Discovery Company

**U308 CORP**



## U3O8 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

#### 10. Exploration expenditures (continued)

(b) Total cumulative exploration activities incurred in Colombia, South America to June 30, 2013 amounted to \$20,225,570 (December 31, 2012 - \$18,856,573).

(c) On March 4, 2013, the Company announced that it has signed a definitive agreement to joint venture with Avocet Resources Limited (formerly U3O8 Limited) ("Avocet") to explore the Company's 100%-owned Sierra Cuadrada Project in Chubut Province, Argentina. Through this agreement, Avocet may earn a 51% interest in the Sierra Cuadrada Project by spending US\$1 million in exploration over a maximum of four years. Avocet will manage the exploration of the project.

Total cumulative exploration activities incurred in Argentina, South America to June 30, 2013 amounted to \$10,659,739 (December 31, 2012 - \$9,787,508).

#### 11. General and administrative

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Salaries and benefits	\$ 231,030	\$ 341,151	\$ 431,020	\$ 564,382
Administrative and general	27,110	85,787	98,385	160,586
Professional fees	88,175	238,358	197,043	432,434
Business development	91,739	62,328	196,011	131,944
Reporting issuer costs	92,018	146,032	143,113	194,289
Amortization	1,258	2,428	2,516	3,370
	\$ 531,330	\$ 876,084	\$ 1,068,088	\$ 1,487,005

#### 12. Equity accounted investment

A continuity of the Company's investment in South America Rare Earth Corp. ("SAREC") is as follows:

	SAREC Investment
Balance, December 31, 2012	\$ 375,256
June 30, 2013 share of losses	(51,000)
Balance, June 30, 2013	\$ 324,256
Loan receivable from South American Rare Earth Corp. <sup>(1)</sup>	
June 30, 2013	\$ 16,725
December 31, 2012	\$ 12,193

<sup>(1)</sup> Non-interest bearing, due on demand and unsecured.

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**U3O8 CORP**

## U308 Corp.

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### 13. Warrants

	Number of warrants	Grant date fair value (\$)
Balance, December 31, 2011	26,131,940	7,657,028
Granted (note 7(b)(i))	10,706,596	2,387,645
Exercised	(435,000)	(54,500)
Balance, June 30, 2012	36,403,536	9,990,173
Balance, December 31, 2012	26,082,812	8,603,902
Granted (note 7(b)(ii)(iii))	6,275,000	480,751
Expired	(13,453,048)	(6,068,513)
Balance, June 30, 2013	18,904,764	3,016,140

The following table reflects the actual warrants issued and outstanding as of June 30, 2013:

Expiry date	Exercise price (\$)	Warrants outstanding
February 9, 2014	0.80	9,602,500
February 9, 2014	0.60	1,104,096
December 28, 2014	0.30	1,923,168
January 11, 2015	0.30	5,262,500
April 16, 2015	0.30	1,012,500
		18,904,764

### 14. 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. Loan receivable from SAREC is disclosed in note 12.

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) The Company entered into the following transactions with related parties:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
John C. Ross Consulting Inc. (i)	15,000	15,000	30,000	30,000

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

#### 14. Related party balances and transactions (continued)

(i) Chief Financial Officer ("CFO") fees expensed to a company controlled by the current CFO of the Company. \$5,650 is included in accounts payable and other liabilities (December 31, 2012 - \$5,650).

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Salaries and benefits (*)	\$ 84,934	\$ 89,934	\$ 169,868	\$ 168,868
Share-based payments	52,717	117,470	77,729	150,815
	\$ 137,651	\$ 207,404	\$ 247,597	\$ 319,683

(\*) 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. As of June 30, 2013, directors of the Company were owed \$nil (December 31, 2012 - \$nil). In addition, the Chief Executive Officer of the Company was owed \$23,223 (December 31, 2012 - \$nil).

(c) Sheldon Inwentash, a director of the Company is the chairman, chief executive officer and director of Pinetree Capital Ltd. On January 11, 2013, the Company completed a non-brokered private placement for gross proceeds of \$2,315,500 where 10,000,000 units were purchased in consideration of an aggregate of 2,528,736 common shares of Pinetree Capital Ltd.

#### 15. Segmented information

The Company primarily operates 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:

##### June 30, 2013

	Canada	Guyana	Barbados	Colombia	Argentina	Total
Current assets	\$ 2,172,741	\$ 126,187	\$ 18,661	\$ 384,063	\$ 176,254	\$ 2,877,906
Non-current assets	336,250	605,247	1,928,571	7,758,093	3,563,460	14,191,621
	\$ 2,508,991	\$ 731,434	\$ 1,947,232	\$ 8,142,156	\$ 3,739,714	\$ 17,069,527

##### December 31, 2012

	Canada	Guyana	Barbados	Colombia	Argentina	Total
Current assets	\$ 1,191,856	\$ 287,366	\$ 2,107,360	\$ 237,447	\$ 36,055	\$ 3,860,084
Non-current assets	389,706	676,980	-	7,821,953	3,535,913	12,424,552
	\$ 1,581,562	\$ 964,346	\$ 2,107,360	\$ 8,059,400	\$ 3,571,968	\$ 16,284,636

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## U3O8 Corp.

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### 16. South American property interests

	Acquisition Costs
Balance, December 31, 2011	\$ 9,583,652
Additions by way of the following consideration:	
- Cash (a)	100,000
- Share consideration (a)	720,000
Total additions for the six months ended June 30, 2012	820,000
Balance, June 30, 2012	\$ 10,403,652

(a) On April 27, 2012, three mineral properties with potential for sandstone-hosted uranium were acquired from Pacific Bay Minerals Ltd. ("Pacific Bay") to expand the Company's strategic land position adjacent to one of Argentina's largest uranium resources – the State's Cerro Solo uranium deposit in Chubut Province. As consideration for these assets, Pacific Bay received 1.5 million common shares of the Company on April 27, 2012 valued at \$720,000, \$100,000 in cash and retains a 2% net smelter royalty purchasable by the Company for \$3 million. The acquisition costs of \$820,000 have been capitalized to property interests.

	Acquisition Costs
Balance, December 31, 2012	\$ 10,403,652
Additions by way of the following consideration:	
- Acquisition of Calypso Uranium Corp. (note 17)	71,000
Total additions for the six months ended June 30, 2013	71,000
Balance, June 30, 2013	\$ 10,474,652

### 17. Acquisition of Calypso Uranium Corp.

On May 14, 2013, the Company completed the acquisition (the "Acquisition") of Calypso Uranium Corp. ("Calypso"). Under the terms of the Acquisition, U3O8 Corp. issued 20,252,327 common shares valued at \$2,835,326 or \$0.14 per share which was the market value of U3O8 Corp. shares on the date the shares were issued in exchange for all of the 50,630,819 issued and outstanding common shares of Calypso, on the basis of 0.40 of one U3O8 Corp. share for each whole Calypso share (the "Exchange Ratio"). Calypso stock options have also vested and continue in accordance with the terms of the plan of arrangement, and are exercisable into U3O8 Corp. common shares, subject to adjustment in number and exercise price based on the Exchange Ratio. If all such stock options are exercised, an additional 1,476,000 common shares of U3O8 Corp. would be issuable. The total transaction costs of \$353,001 have been accrued as part of the net assets acquired from Calypso. For the purposes of the 1,476,000 options, the fair value of each option was estimated to be \$0.01.

This transaction has been accounted for as an acquisition of net assets, rather than a business combination, as the net assets of Calypso do not meet the definition of a business in accordance with IFRS. No gain or loss was generated through this transaction.

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## U308 Corp.

### Notes to Condensed Interim Consolidated Financial Statements Three and Six Months Ended June 30, 2013 (Expressed in Canadian Dollars) (Unaudited)

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#### 17. Acquisition of Calypso Uranium Corp. (continued)

The following summarizes the consideration transferred and the recognized amounts of assets acquired and liabilities assumed at the acquisition date.

	<b>Amount</b>
<b>Consideration</b>	
- Common shares	\$ 2,835,326
- Stock options	14,760
	<b>\$ 2,850,086</b>
<b>Identified net assets acquired</b>	
- Cash	\$ 3,221,898
- Amounts receivable and prepaid expenses	107,165
- South American property interests	71,000
- Transaction costs accrued	(353,001)
- Amounts payable and accrued liabilities	(196,976)
	<b>\$ 2,850,086</b>

#### 18. Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted price (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

As of June 30, 2013 and December 31, 2012, none of the Company's financial instruments are recorded at fair value on the consolidated statement of financial position, except for:

#### June 30, 2013

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Investment in Minexco Minerals Corp. (note 10(a))	1,928,571
Investment in Pinetree Capital Ltd. (note 7(b)(ii))	935,632

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#### December 31, 2012

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Investment in Minexco Minerals Corp. (note 10(a))	1,928,571
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**18. Fair value measurements (continued)**

<b>As at June 30, 2013</b>	<b>Quoted prices in active markets for identical assets (Level 1)</b>	<b>Significant other observable inputs (Level 2)</b>	<b>Significant unobservable inputs (Level 3)</b>	<b>Aggregate fair value</b>
Investment in Minexco Minerals Corp. (note 10(a)) <sup>(2)</sup>	\$ -	\$ -	\$ 1,928,571	\$ 1,928,571
Investment in Pinetree Capital Ltd. (note 7(b)(ii)) <sup>(1)</sup>	935,632	-	-	935,632
	\$ 935,632	\$ -	\$ 1,928,571	\$ 2,864,203

<sup>(1)</sup> Recorded at fair value. Quoted market prices are used to determine fair value.

<sup>(2)</sup> Private company.

**Valuation technique***Marketable securities*

The fair value of marketable securities is determined based on the closing price of each security at the statement of financial position date. The closing price is a quoted market bid price obtained from the exchange that is the principal active market for the particular security, and therefore marketable securities are classified within Level 1 of the fair value hierarchy.

The fair value of shares of a private entity, is determined by an agreement between the Company and the arm's length party the shares were acquired from. At the statement of financial position date, the Company used the latest transaction price for these securities, obtained from the entity, to value the marketable securities.

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