The **Uranium** Discovery Company

MANAGEMENT'S DISCUSSION AND ANALYSIS

U3O8 CORP.

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010

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Introduction

This Management's Discussion and Analysis ("MD&A") is dated November 24, 2010, unless otherwise indicated and should be read in conjunction with the condensed unaudited consolidated interim financial statements of U3O8 Corp. ("U3O8 Corp", "the Company", "we", "our" or "us") for the three months and nine months ended September 30, 2010, and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian Dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months and nine months ended September 30, 2010, are not necessarily indicative of the results that may be expected for any future period.

As of January 1, 2010, U3O8 Corp. adopted International Financial Reporting Standards ("IFRS"). The condensed unaudited consolidated interim financial statements for the three months and nine months ended September 30, 2010 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), and using accounting policies consistent with IFRS. Readers of this MD&A should refer to "Change in Accounting Policies" below for a discussion of IFRS and its affect on the Company's financial presentation.

Further information about U3O8 Corp., each material project and technical reports are available on our website at www.u3o8corp.com or on SEDAR at www.sedar.com.

Highlights

- In Q3 2010, U3O8 Corp. strengthened its balance sheet to support the advancement of its three principal projects in Colombia, Guyana and Argentina with the potential to add significantly to its National Instrument 43-101 ("NI 43-101") uranium resources in the next 18 months.

- On September 22, 2010, U3O8 Corp. announced a $5.0 million private placement, which was subsequently increased to gross proceeds of $7.2 million, which closed on October 14, 2010. Insiders purchased, directly or indirectly, approximately $2.2 million of the placement.

- Berlin Project, Colombia – Trenching has confirmed mineralization over a three kilometre ("km") strike length consistent with historical results in the southern area of the Berlin Project. Preliminary indications are that there is potential to extract phosphate and uranium using standard metallurgical processes. Trenching continues to the north to confirm historic data, which indicates that mineralization continues along the 10.5km long sandstone trend. A 1,500-metre drill program began in September 2010 to verify grade and thickness of mineralization recorded in historic drilling and to obtain fresh core samples for metallurgical testing.

- Kurupung Project, Guyana – Scout drilling continues to increase the size of the Kurupung uranium district. Recent drilling showed that the ninth mineralized area identified, the Aricheng C structure, is mineralized over a strike length of 300 metres ("m"), to a depth of 235m, and is still open to the west and at depth. Assays from scout drilling suggest that the uranium-bearing structures delineated so far in the Kurupung may contain a conceptual target of 13-18 million tonnes grading 0.08% to 0.10% U_3O_8 (for an estimated 30-32 million pounds U_3O_8 ("mlb")) including the initial NI 43-101 resource estimate of 5.8mlb U_3O_8 Indicated and 1.3mlb U_3O_8 Inferred[1].

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[1] *Kurupung Project – On the Aricheng South and Aricheng North structures, a NI 43-101 resource estimate of 5.8mlb Indicated at an average grade of 0.10% (2.0 lbs/st) U_3O_8 and 1.3mlb Inferred at an average grade of 0.09% (1.9 lbs/st) U_3O_8 has been reported. Refer to the technical report dated January 14, 2009 titled "A Technical Review of the Aricheng North and Aricheng South Uranium Deposits in Western Guyana for U3O8 Corp. and Prometheus Resources (Guyana) Inc." available on the Company's website at www.u3o8corp.com and on SEDAR at www.sedar.com. See also "Priority Exploration Projects" below. Potential quantity and grade in the areas of the Kurupung Project, other than Aricheng South and Aricheng North, are conceptual in nature. There has been insufficient exploration to define a mineral resource in any of these other areas and it is uncertain if further exploration will result in any such targets being delineated as mineral resources.*

- Laguna Salada, Argentina – Results from a total of 1,090 exploration trenches have increased the size of the near-surface uranium-vanadium discovery at Laguna Salada to 28 square kilometres ("km^2") in extent. Infill trenching is underway towards the goal of completing a NI 43-101 resource estimate by the end of 2010.

- In Q3 2010, in line with the second step of the regulatory process for its Reconnaissance Permit A ("Permit A") that expired on November 22, 2010, the Company applied for five additional Prospecting Licenses over specific areas of interest in the Kurupung Batholith that lie within its reconnaissance ground. These applications add to the five Prospecting Licenses already granted to the Company.

- In Q3 2010, the Company incurred cumulative exploration expenditures of $2.4 million, up from $1.1 million in Q3 2009. The increased spending was due to new projects acquired in April 2010 from Mega Uranium Ltd. ("Mega").

- At September 30, 2010, U3O8 Corp. had working capital of $1.5 million (December 31, 2009 – $4.9 million; September 30, 2009 – $6.4 million). The Company had $2.0 million in cash and cash equivalents and bank-backed guaranteed investment certificates held with major Canadian chartered banks ("total cash") (December 31, 2009 - $5.1 million; September 30, 2009 – $6.5 million). The decline in total cash was largely due to ongoing and increased exploration activities, as discussed below, and operating costs. Subsequent to September 30, 2010, the Company increased cash by approximately $6.5 million from net proceeds of the private placement completed on October 14, 2010.

Overview

U3O8 Corp. is a Toronto-based exploration company focused on exploration and resource expansion of uranium and related minerals in South America. We are advancing a portfolio of projects that comprise NI 43-101 compliant resources in Guyana, significant historic resources in Colombia and near-resource and discovery potential in Argentina as well as grassroots opportunities in these jurisdictions. To date, the Company has not earned any revenues from its exploration for uranium and related minerals.

Mineral Resources

U3O8 Corp. has an initial NI 43-101 resource estimate of 5.8mlb Indicated U_3O_8 and 1.3mlb Inferred U_3O_8 on the Aricheng South and Aricheng North structures in the Kurupung Batholith in Guyana[2].

Exploration Projects

U3O8 Corp. has significant land holdings in Colombia, Guyana and Argentina in South America. The three most advanced projects with the potential to add NI 43-101 resources in the short-term are:

1. Berlin Project, a historic uranium resource in phosphate-bearing sandstone that also contains vanadium, yttrium and other metals, in Colombia;
2. Kurupung Project, an albitite-hosted uranium project in Guyana; and
3. Laguna Salada Project, a surficial uranium-vanadium project in Argentina.

In addition, the Company has a portfolio of early-stage opportunities, which we are investigating and offer exploration upside for the future. Currently, grassroots projects include:

- the Roraima Basin Project in Guyana, a target for unconformity-related uranium of the type found in the Athabasca Basin in Canada; and
- intrusive-related uranium and associated elements and surficial uranium-vanadium mineralization in Argentina.

[2] *Kurupung Project – see note 1 on page 2.*

Other than discussed elsewhere herein, there has been no material change in the general trends affecting the Company to those discussed under "Trends" in the Company's MD&A for the fiscal year ended December 31, 2009, available on U3O8 Corp's web site at www.u3o8corp.com and on SEDAR at www.sedar.com.

Outlook

U3O8 Corp. believes it has made three uranium discoveries in South America. Given the advancements made in recent months, we are continuing aggressive exploration on our three lead projects with the potential to considerably increase our NI 43-101 resource base in 2011 and 2012:

1. On the Berlin Project in Colombia, trenching indicates the potential to generate phosphate for fertilizer while producing uranium, vanadium, yttrium and other metals as co-products. A modest, 1,500m drill program was just completed, aimed at confirming historic grades as well as providing fresh samples for metallurgical test work. The Berlin Project offers a prime opportunity to efficiently delineate a NI 43-101 resource of potentially high-value, multi-commodity mineralization. Given this potential, exploration drilling commenced immediately after the initial 1,500m program. Consequently, the 2010 budget has been increased by $0.1 million to $1.9 million to accommodate this accelerated drill program. Concurrent with drilling in the southern area, trenching is ongoing into the northern part of the mineralized trend.

2. On the Kurupung Project in Guyana, the scout drilling program is expected to continue into 2011 as a cost-effective and successful means of outlining the size potential of the Kurupung system. We aim to add to our inventory of mineralized structures awaiting infill drilling and position the project for potential resource expansion. The 2010 budget for the Kurupung Project has increased by $0.2 million to approximately $3.1 million to prepare for ongoing drilling into the coming year.

3. On the Laguna Salada Project in Argentina, infill trenching has been completed for a potential NI 43-101 resource estimation by the end of 2010. Exploration is now shifting to another surficial uranium target in southern Argentina, therefore, the 2010 budget for Argentina has been increased by $0.2 million to approximately $2.0 million.

We continue to advance our exploration in the Roraima Basin as well as evaluate the prospectivity of grassroots targets in Argentina. A 2010 budget of approximately $0.7 million has been allocated for these early-stage and reconnaissance activities.

U3O8 Corp's performance will be largely tied to the outcome of the exploration programs in Colombia, Guyana and Argentina. There is no guarantee that the Company will discover an economic mineral resource from its exploration activities. See below "Caution Regarding Forward-Looking Statements."

U3O8 Corp. has no revenue-producing operations. A total discretionary budget of approximately $9.8 million (of which approximately $3.2 million of the $9.8 million remains unspent at September 30, 2010) has been primarily allocated to the most advanced projects discussed above as well as head office costs. Management may increase or decrease the budget depending on exploration results and in response to ongoing volatility in the capital markets. We believe our focused exploration strategy will make efficient use of cash while maintaining momentum on key projects that have the potential to create value in the near-term. The Company's total cash position was $2.0 million as at September 30, 2010, excluding approximately $6.5 million received in October, 2010 from the private placement proceeds. The Company expects to be adequately capitalized in the short-term for fiscal 2010. However, we will require additional funds to maintain the current momentum on the three lead projects, and to complete the development of these projects, if warranted.

See below "Results of Operations."

Priority Exploration Projects

Berlin Project, Colombia

The Berlin Project is located in Caldas Province of central Colombia. Uranium mineralization in the Berlin Project was investigated by a French company, Minatome, between 1978 and 1981 when the company was nationalized by the French government. Minatome made a historic (non–NI 43-101 compliant) resource estimate[3] of 38mlb U_3O_8 on the southern 4.4km of a 10.5km long keel-shaped fold. The maximum altitude of the Berlin Project is 1,400m, well below the Paramo ecosystem that lies above 3,000m for which additional environmental restrictions were recently introduced in Colombia. The project is favourably located in Colombia's agricultural heartland between the country's largest cities of Bogota and Medellin with infrastructure nearby including a 395 megawatt hydroelectric plant, paved highway, a major navigable river and a railway line that the Government has prioritized for refurbishment.

Assays from the 29 trenches completed by U3O8 Corp. showed continuity of uranium, phosphate and vanadium with variable yttrium and molybdenum mineralization over a 3km strike length (Table 1) in the southernmost part of the Berlin Project from which the historic resource was estimated. Average grade and thickness of the mineralized zone are consistent with historic results. Trenching is ongoing to the north to confirm historic data that shows the entire 10.4km long fold is prospective.

U3O8 Corp's trenching has shown that the uranium-bearing unit is a phosphatic sandstone. The phosphate mineral is called apatite – the principal source of phosphate for agricultural fertilizer. In addition, it seems that the majority of the uranium and yttrium, and some of the vanadium, occur within the phosphate. Therefore, it appears that dissolving the phosphate, which is standard practice in the fertilizer industry, may also liberate a considerable proportion of the uranium, vanadium and yttrium. Fresh, mineralized rock from the recently completed 1,500m-drill program have been submitted for metallurgical test work in order to investigate the possibility of generating various co-products from the mineralized rock at Berlin. Preliminary metallurgical results are expected in early 2011.

Given the potential to define a high-value, multi-commodity NI 43-101 resource in the near term, exploration drilling commenced immediately following the initial 1,500m drill program. Subject to the results of the 2010 work program, the objective is to position the Berlin Project for an extensive drill program in order to define an initial NI 43-101 resource in 2011.

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[3] *Berlin Project – Historic resource of 12.9 million tonnes at a grade of 0.13% U_3O_8 (38mlb U_3O_8). The Berlin resource estimate is historical and is reported in Castano, R. (1981), Calcul provisoire des reserves geologiques de Berlin, sur la base des resultants des sondages, unpublished Minatome report, 15p. There has been insufficient exploration work completed to verify the historic estimate. U3O8 Corp. is not treating the historical estimate as current mineral resources and it should not be relied upon or considered a NI 43-101 compliant resource. As the 38mlb U_3O_8 historic estimate is based only on 11 widely-spaced drill holes, it is regarded by U3O8 Corp. as merely an indication of the magnitude of the uranium resource potential of the southernmost 4.4km long portion of the syncline containing the Berlin uranium mineralization.*

Table 1 – Assay Results for the Berlin Project

Summary assay results for the 29 trenches completed in the southern part of the Berlin Project – the area from which the historic resource was estimated.

Trench Number	Estimated True Width of Mineralization (m)	Assay Values				
		U_3O_8 (%)	V_2O_5 (%)	PO_4 (%)	Mo (ppm)	Y_2O_3 (%)
Tb0	1.03	0.096	0.82	18.5	301	0.086
Tb1	1.34	0.114	1.07	3.7	769	0.022
Tb2	1.73	0.216	1.16	4.4	184	0.098
Tb3	1.36	0.085	0.86	5.5	173	0.043
Tb4	1.22	0.099	1.38	19.9	196	0.152
Tb4du	1.48	0.138	1.06	18.4	49	0.063
Tb5	2.96	0.099	0.70	8.6	90	0.048
Tb6	1.86	0.100	0.70	13.0	40	0.062
Tb8	1.20	0.093	0.61	13.9	12	0.092
Tb10	0.82	0.065	0.99	15.7	126	0.086
Tb11	0.56	0.039	0.82	3.6	16	0.114
Tb12	1.72	0.101	0.48	5.2	211	0.065
Tb13	1.10	0.045	0.65	10.0	53	0.048
Tb7	1.22	0.024	1.05	1.0	37	0.100
Tb9	2.64	0.134	0.83	14.5	146	0.084
Tb14	1.32	0.046	0.51	3.7	57	0.010
Tb16	1.53	0.321	1.39	25.9	1,082	0.125
Tb17	0.50	0.022	0.41	3.8	14	0.009
Tb18	3.64	0.046	0.68	7.6	74	0.044
Tb19	2.24	0.066	1.12	3.3	165	0.134
Tb20	2.65	0.081	1.14	8.5	59	0.050
Tb21	2.20	0.142	0.86	15.1	34	0.101
Tb22	2.39	0.085	0.94	8.7	179	0.033
Tb23	1.90	0.069	0.91	12.4	60	0.093
Tb25	0.88	0.081	1.01	13.0	216	0.092
Tb26	0.99	0.040	0.44	3.1	176	0.020
Tb27	6.19	0.106	0.79	15.5	230	0.087
Tb28	2.72	0.134	0.47	7.0	153	0.068
Tb29	1.55	0.124	0.51	5.2	79	0.048

Note: *Potential quantity and grade are conceptual in nature. There has been insufficient exploration to define a mineral resource on this target area and it is uncertain if further exploration will result in the target being delineated as a mineral resource.*

Kurupung Project, Guyana

U3O8 Corp's exploration drilling is showing that the Kurupung uranium district, located in the basement near the Roraima Basin in Guyana, may contain a resource of significant size and grade comparable with peer deposits elsewhere in the world. Uranium in the Kurupung is geologically similar to albitite-hosted uranium systems worldwide that typically host resources of 50 to 130mlb U_3O_8 with average grades of 0.06% to 0.10% U_3O_8, contained in multiple structures. Our scout drilling program is proving to be a cost-effective and efficient way of identifying new areas of uranium mineralization in the Kurupung district, providing a means of growing our inventory of mineralized structures with the potential to add to our existing NI 43-101 resource base. Based on assays from the nine uranium-bearing structures defined so far, U3O8 Corp. estimates that the Kurupung may host a conceptual target of approximately 30-32mlb U_3O_8 (see above "Highlights"). Mineralization on all structures remains open along trend and at depth.

In Q3 2010, we drilled 2,935m in 11 bore holes (at a cost of approximately $66 per metre) and a further 1,800m have been drilled between the end of Q3 to the date of this report. During the third quarter, four target areas were drill-tested, resulting in the extensions of the Aricheng C and Aricheng West structures. Assays from the most recent scout drilling at Aricheng West will be reported shortly.

Aricheng C

The ten bore holes drilled at Aricheng C show that mineralization extends over a strike distance of 350m and remains open along trend to the west and at depth. Summary assays from the most recent scout drilling on Aricheng C are shown in Table 2.

Table 2 – Aricheng C Assay Results

Summary assays of significantly mineralized intercepts cut in the six bore holes (1,701m) drilled in the recent campaign at Aricheng C.

Bore Hole Number	**Intercept**				**Grade**	
	From (m)	**To (m)**	**Width (m)**	**Estimated True Width (m)**	**U_3O_8 (%)**	**U_3O_8 lbs/st**
ARC-005	69	73	4	3.5	0.070	1.41
	79	90	11	9.7	0.058	1.15
	99	103	4	3.5	0.113	2.27
	120	124	4	3.5	0.093	1.85
	131	136	5	4.4	0.107	2.15
ARC-006	No significant intercepts					
ARC-007	57	93	36	30.7	0.062	1.24
Including	75	81	6	5.1	0.148	2.97
	147	150	3	2.6	0.055	1.10
	165	169	4	3.4	0.042	0.84
ARC-008	72	82	10	8.5	0.052	1.05
	218	224	6	5.1	0.041	0.83
ARC-009	237	247	10	8.5	0.045	0.91
ARC-010	187	190	3	2.6	0.149	2.99
	199	206	7	6.1	0.172	3.43

Note: *lb/st is an abbreviation for pounds per short ton. 1 short ton = 2,000lbs or 0.907 metric tonnes. Potential quantity and grade are conceptual in nature. There has been insufficient exploration to define a mineral resource at Aricheng C noted above and it is uncertain if further exploration will result in the target being delineated as a mineral resource.*

ML Target

The ML target is a conceptual target that was recently tested with three bore holes totalling 751m. The ML area was selected as a target by analogy to other albitite-hosted uranium deposits such as Valhalla in Australia and the Michelin deposit in Canada, in which mineralization lies in structures that cut through volcanic and sedimentary sequences. Similar volcanic and sedimentary strata enclose the granitic batholiths in which all of the mineralization has been encountered in the Kurupung Project. Our logic was to use geophysical data to trace a mineralized structure within the Kurupung Batholith into the surrounding rocks and test for mineralization. Assay results from these three bore holes showed no significant uranium, and no further work is planned for the ML area.

Laguna Salada Project, Argentina

The Laguna Salada Project is a grassroots near surface uranium-vanadium discovery in Chubut Province of southern Argentina. Mineralization occurs at surface to a maximum depth of 3m in soft sandy gravel located within a flat to gently undulating layer that averages 0.9m thick that should be amenable to simple and low cost mining techniques.

Laguna Salada is comparable to known surficial uranium deposits in Namibia such as the free-digging Tubas Red Sand that has an average grade of 160ppm U_3O_8[4].

A total of 1,090 exploration trenches excavated at Laguna Salada have defined the uranium-vanadium mineralized layer extending over 28km^2. Summary assays from these exploration trenches are shown in Table 3. Infill trenching has been completed towards our goal of completing a NI 43-101 resource estimate on the project by the end of 2010. Thereafter, our exploration will focus on similar targets in the vicinity of Laguna Salada with the objective of increasing the size of the overall resource in the region.

While there is presently an open-pit mining ban in Chubut Province, draft legislation is currently under review in the Provincial Legislature. The proposal is to lift the open-pit mining ban in the central semi-desert plain of the province, similar to the approach adopted by the adjacent Santa Cruz Province. Laguna Salada and several other mining projects are situated in this central plain of Chubut Province including CNEA's (Argentinean National Nuclear Authority) Cerro Solo uranium deposit and Pan American Silver's Navidad silver project, which it plans to mine by open-pit methods. Both of the Cerro Solo and Navidad projects are moving towards production and indications are that a change in Chubut Province's mining policy may be made in 2011.

Table 3 – Trench Results from the Laguna Salada Project

Summary of assay results from the 465 trenches (of the 1,090 trenches excavated) in the Laguna Salada Project that have grade-thickness values greater than 50 (parts per million - metre).

Grade-Thickness Interval	Number of Trenches in Grade-Thickness Interval	Thickness of Mineralized Zone			Grade (ppm)		Area (m$^{2)}$	Average Density (tonnes/m^3)
		Minimum (m)	Maximun (m)	Average (m)	U_3O_8	V_2O_5		
GxT 50-100	211	0.1	1.6	0.81	96	761	16,500,000	1.68
GxT 100 - 250	204	0.2	2.1	0.94	169	864	9,801,000	1.68
GxT 250 - 1400	50	0.25	2.4	1.04	524	1,333	1,737,000	1.68
Total Area GxT >50	465	0.1	2.4	0.93	155	842	28,038,000	1.68

The results have been separated into three groups according to the uranium grade-thickness value from each trench. Grade-thickness (the uranium grade in ppm multiplied by the thickness in metres of the uranium-bearing layer in each trench) provides a means of defining the metal content of the mineralized unit. This table shows the average grade and average thickness of all the trenches within each of the three groups. The arithmetic average thickness of the uranium-vanadium-bearing layer in the 465 trenches is 0.93m at an average sample grade of 155ppm U_3O_8 and 842ppm V_2O_5. The average density of the gravel is 1.68 tonnes per cubic metre.

Potential quantity and grade are conceptual in nature. There has been insufficient exploration to define a mineral resource at Laguna Salada noted above and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

[4] *The Tubas Red Sand uranium deposit has not been independently verified by U3O8 Corp. and information regarding this deposit is drawn from publicly available information. There is no certainty that further exploration of U3O8 Corp's Laguna Salada Project will result in the delineation of a similar mineral resource.*

Grassroots Exploration

Limited exploration continues on a number of early-stage and reconnaissance projects, primarily in Guyana and Argentina, to evaluate new targets for further investigation and rank for initial trenching and/or scout drilling in due course. On the Roraima Basin Project in Guyana, field work is ongoing to define unconformity-related uranium targets while more detailed work is being undertaken in specific target areas identified from alteration and metal zoning in archived core from historic drilling. In Argentina, a number of surficial and intrusive-related uranium targets are being evaluated and will be considered for further exploration after the Laguna Salada Project has advanced to NI 43-101 resource estimation.

Corporate Update

On September 30, 2010, Richard Cleath, Vice President (Guyana), resigned to pursue a new opportunity. The scout drilling program and ongoing advancement of the Kurupung Project in Guyana continues under the direction of Tom Kraft, U3O8 Corp's Chief Exploration Geologist – Kurupung, who has been directly managing the project for the past two years.

Technical Disclosure

Dr. Richard Spencer, President and Chief Executive Officer of the Company, is the "qualified person" within the definition of that term in NI 43-101. Dr. Spencer has supervised the preparation of, and verified, all technical information contained in this MD&A related to the Company's exploration activities in South America. All technical disclosure presented in this MD&A was prepared under the supervision of Dr. Spencer. A summary of the Company's quality assurance and quality control ("QAQC") procedures for the assay results reported above on the Berlin Project, Aricheng C and the Laguna Salada Project are incorporated by reference to the following press releases respectively: "U3O8 Corp. confirms continuity of uranium, vanadium & phosphate mineralization over 3km in sandstones in the Berlin Project, Colombia" dated August 26, 2010; "U3O8 Corp. intersects 30.7 metres at 0.06% (1.2 pounds per short ton U_3O_8 at Aricheng C in the Kurupung Project, Guyana" dated November 25, 2010; and "U3O8 Corp. extends near-surface uranium mineralization over a 28km^2 area in the Laguna Salada Project, Argentina" dated October 27, 2010, each available on U3O8 Corp's web site at www.u3o8corp.com and SEDAR at www.sedar.com.

Summary of Quarterly Results

For prior quarters ending after January 1, 2009, the quarterly results have been restated to reflect accounting policies consistent with IFRS. There was no impact on net loss due to conversion to IFRS. Quarterly results for quarters ended before January 1, 2009 have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

Three Months Ended (*)	Accounting Policies	Net Loss $	Basic and Diluted Loss Per Share $
2010-September-30	IFRS	(2,873,332) (1)	(0.05)
2010-June 30	IFRS	(3,103,631) (2)	(0.06)
2010-March 31	IFRS	(1,562,767) (3)	(0.07)
2009-December 31	IFRS	(1,595,608) (4)	(0.06)
2009-September 30	IFRS	(1,573,131) (5)	(0.07)
2009-June 30	IFRS	(1,108,505) (6)	(0.05)
2009-March 31	IFRS	(2,425,962) (7)	(0.11)

Three Months Ended (*)	Accounting Policies	Net Loss $	Basic and Diluted Loss Per Share $
2008-December 31	Canadian GAAP	(2,463,717) [8]	(0.11)

(*) U3O8 Corp. did not have any income (loss) before discontinued operations or extraordinary items for each period presented.

Notes:
(1) Net loss of $2,873,332 principally related to exploration expenditures in Guyana of $1,038,174, Colombia of $392,708 and Argentina of $720,260 (excluding stock-based compensation of $218,037 and amortization of $80,056). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $4,164.
(2) Net loss of $3,103,631 principally related to exploration expenditures in Guyana of $951,461, Colombia of $487,356 and Argentina of $628,214 (excluding stock-based compensation of $116,130 and amortization of $82,466). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $5,997.
(3) Net loss of $1,562,767 principally related to exploration expenditures in Guyana of $1,059,427 (excluding stock-based compensation of $10,712 and amortization of $72,336). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $5,096.
(4) Net loss of $1,595,608 principally related to exploration expenditures in Guyana of $887,421 (excluding stock-based compensation of $17,459). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $7,250.
(5) Net loss of $1,573,131 principally related to exploration expenditures in Guyana of $993,657 (excluding stock-based compensation of $20,648). All other expenses related to general working capital purposes, management compensation and a foreign exchange loss. All expenses were offset by interest income of $21,853.
(6) Net loss of $1,108,505 principally related to exploration expenditures in Guyana of $873,475 (excluding stock-based compensation of $11,857). All other expenses related to general working capital purposes and management compensation. All expenses were offset by interest income of $37,672.
(7) Net loss of $2,425,962 principally related to exploration expenditures in Guyana of $1,748,904 (excluding stock-based compensation of $12,447). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $51,390.
(8) Net loss of $2,463,717 principally related to exploration expenditures in Guyana of $2,369,633 (excluding stock-based compensation of $29,549). All other expenses related to general working capital purposes and management and director compensation. All expenses were offset by interest income of $76,195 and a foreign exchange gain of $475,024.

Results of Operations

Three months ended September 30, 2010, compared with three months ended September 30, 2009

U3O8 Corp's net loss totalled $2,873,332 for Q3 2010, with basic and diluted loss per share of $0.05 (Q3 2009 - net loss of $1,573,131 with basic and diluted loss per share of $0.07). The increase of $1,300,201 in net loss was principally due to:

- Incremental exploration expenses (excluding stock-based compensation and amortization) in Colombia of $392,708 and in Argentina of $720,260 that were incurred after the acquisition of these properties in the Q2 2010 from Mega;

- Guyana exploration expenses (excluding stock-based compensation and amortization) increased by $44,517 in Q3 2010 compared to Q3 2009;

- Stock-based compensation, a component of salaries and benefits in general and administration and in exploration, was $223,770 for Q3 2010 (Q3 2009 - $69,658). The increase of $154,112 was mostly due to options issued after the Mega transaction was completed.

- Salaries and benefits expense (excluding stock-based compensation) for Q3 2010, was $202,484 (Q3 2009 - $170,762), mostly reflecting the addition of an executive, employed on a part-time basis, to the Company's management team commencing in the second quarter of 2010;

- Administrative and general costs decreased by $15,495 during Q3 2010, to $45,290 (Q3 2009 - $60,785). These costs comprised mostly of general administrative expenses for the Toronto head office;

- Professional fees increased by $41,446 during Q3 2010, compared with Q3 2009, which was mainly attributable to accounting fees pertaining to IFRS project conversion;

- Business development expense decreased by $13,867 in Q3 2010, compared with Q3 2009, which was mainly due to reduced business initiatives in the 2010 period compared with the prior year third quarter;

- Reporting issuer costs increased by $10,364 Q3 2010, compared with Q3 2009, primarily due to additional filing costs related to the Mega transaction;

- The foreign exchange loss decreased by $69,276 during Q3 2010, compared with Q3 2009, which was attributed to US dollar exchange rate fluctuations;

- The changes in expenses during Q3 2010 were further augmented by a decrease in interest income of $17,689 Interest income continues to decrease as invested funds are depleted for exploration expenditures and operating costs; and

- All other expenses related to general working capital purposes.

Nine months ended September 30, 2010, compared with nine months ended September 30, 2009

U3O8 Corp's net loss totalled $7,539,730 for the first nine months of 2010, with basic and diluted loss per share of $0.18 (first nine months of 2009 – net loss of $5,107,598 with basic and diluted loss per share of $0.22). The increase of $2,432,132 in net loss was principally due to:

- Incremental exploration expenses (excluding stock-based compensation and amortization) in Colombia of $880,064 and in Argentina of $1,348,474 that were incurred after the acquisition of these properties in the Q2 2010 from Mega;

- Guyana exploration expenses (excluding stock-based compensation and amortization) decreased by $566,974, mostly in Q1 2010 compared to Q1 2009, which reflected expenses incurred in Q1 2009 due to the use of both of the Company's drill rigs and subsequent related retrenchment costs;

- Total stock-based compensation for the first nine months of 2010 was $672,351 (first nine months 2009 – $143,248), due to grants of options of which a significant portion were issued to personnel who joined the Company from Mega in Q2 2010, having forfeited their Mega options, and for general incentives to technical and administrative personnel and management;

- Salaries and benefits expense (excluding stock-based compensation) for the first nine months of 2010 was $542,047 (first nine months 2009 – $476,180). This increase was due to an additional executive, employed on a part-time basis, joining the Company's management team;

- Administrative and general costs decreased by $78,373 during the first nine months of 2010, compared with the first nine months of 2009, as cost-efficient measures in Q2 2010 continued to post results in Q3 2010;

- Professional fees increased by $66,166 during the first nine months of 2010, compared with the first nine months of 2009, which was mainly attributable to accounting fees pertaining to IFRS project conversion and the involvement of key technical consultants to review exploration data and procedures;

- Business development expense decreased by $33,994 during the first nine months of 2010, compared with the first nine months of 2009, mostly due to reduced activities after the Mega acquisition;

- Reporting issuer expense increased by $96,007 during the first nine months of 2010, compared with the first nine months of 2009, primarily due to the Mega deal significantly increasing the Company's shareholder base and related communication and mailing costs for the Annual General Meeting in Q2 2010;

- The foreign exchange loss increased by $77,722 during the first nine months of 2010, compared with the first nine months of 2009, which was attributed to US Dollar exchange rate fluctuations;

- Interest income was reduced by $95,658 during the first nine months of 2010, compared with the first nine months of 2009 as invested funds are depleted for exploration expenditures and operating costs; and

- All other expenses related to general working capital purposes.

Budget for Calendar 2010

A 2010 budget of $9.8 million is proposed for U3O8 Corp's exploration and operating activities in Guyana, Colombia, Argentina and Canada, an $0.5 million increase from the budget presented in Q2 2010. As exploration progresses on various fronts, expenditure requirements may be adjusted to ensure that funds are focused on projects that are considered to be the most prospective in light of exploration results. The exploration budget may also be changed in response to evolving general market conditions and such other factors as the Company may deem relevant from time to time. See also "Outlook" and "Caution Regarding Forward-Looking Statements".

Cost Category	Plans for Project	Planned Expenditures for Fiscal 2010 (approx.)	Quarter 3 (Nine Months Ended Sept. 30, 2010) Expenditures (approx.)	Remaining Expenditures (approx.)	Proposed Timing for Completion of Planned Activities
Guyana Operations	Kurupung Project, Roraima Basin Project	$4.0 million (2)(3)(6)	$3.1 million	$0.9 million	December 2010
Colombia Operations	Berlin Project	$1.9 million (4)(6)	$0.9 million	$1.0 million	December 2010
Argentina Operations	Laguna Salada Project and reconnaissance exploration	$2.0 million (5)(6)	$1.3 million	$0.7 million	December 2010
Canadian Operations	Head office costs (1)	$1.9 million (6)	$1.3 million	$0.6 million	December 2010

(1) Head office costs include professional fees, business development, management compensation, investor relations, administrative and general, consulting fees, reporting issuer costs and director fees in Canada.

(2) Approximately $4.0 million has been budgeted for Guyana with $3.1 million allocated for the Kurupung Project and associated local administration. Most of this increase in budget relates to the purchase of long-lead-time drilling equipment for use in scout drilling, which is expected to continue into 2011 with the aim of adding to the pipeline of mineralized structures and position the Kurupung Project for infill drilling to potentially add to the existing NI 43-101 resource. $0.4 million has been allocated for the Roraima Basin Project with the remaining $0.5 million for head office and administrative costs in Guyana.

(3) Includes budgets for five Prospecting Licenses for uranium and other radioactive and rare earth minerals.

(4) A $1.9 million budget is planned to advance the Berlin Project and position for potential NI 43-101 resource estimation in 2011. The 2010 work program is underway with a 29-trench program in the southern area completed. A 1,500-metre drill program has just been completed with the objective of verifying prior drill results that were used in the calculation of a historic resource estimate in the southern part of the Berlin property. Fresh rock from the drill program will be used for metallurgical test work. Further exploration drilling is underway and it is expected that an additional 1,000-1,200m of drilling will be completed in 2010. Concurrent with drilling in the southern area, trenching has continued into the northern part of the mineralized trend.

(5) $2.0 million has been budgeted for Argentina with $1.7 million planned for the Laguna Salada Project aimed at expanding the mineralized areas and prepare for NI 43-101 resource estimation for anticipated completion by year-end. In addition, we continue to evaluate the prospectivity of grassroots targets similar to Laguna Salada in Argentina with the remaining $0.3 million budgeted for these reconnaissance exploration activities.

(6) Discretionary expense, subject to change if management decides to scale back operations or accelerate exploration.

Liquidity and Capital Resources

The activities of U3O8 Corp., principally the exploration and acquisition of properties for uranium and other metals and commodities that are used in the generation of low-emission energy, may be financed through joint ventures or through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. During the second quarter of 2010, the Company issued 30,564,858 common shares to Mega shareholders in exchange for Mega's exploration assets in South America and $4,060,991 in cash.

Subsequent to September 30, 2010, U3O8 Corp. issued 23,989,100 units at $0.30 per unit for gross proceeds of $7,196,730. Each unit comprised one common share and one-half common share purchase warrant. Each full warrant is exercisable into one common share until October 14, 2012 at a price of $0.45 per share, subject to an acceleration clause. In the event U3O8 Corp's common shares trade above $0.70 for 20 consecutive trading days, the Company may elect to accelerate the expiry date of the warrants to 30 days after notice of the accelerated expiry date has been given by the Company. The agents in this transaction were granted 1,239,342 broker warrants each exercisable to acquire one common share of the Company at $0.45 per share until October 14, 2012. The cash proceeds of this placement are not included in the discussion of position at September 30, 2010.

At September 30, 2010, accounts payable and accrued liabilities increased to $619,423 (December 31, 2009 - $288,167), due to payables assumed on the Mega transaction. Balances due to Mega were repaid in Q3 2010. U3O8 Corp's cash and cash equivalents as at September 30, 2010, were sufficient to pay these liabilities.

At September 30, 2010, U3O8 Corp. had total cash of $1,995,075 (December 31, 2009 - $5,121,877). Working capital as of September 30, 2010 was $1,472,656 (December 31, 2009 - $4,933,332). The cash decrease was mainly due to cash spent on exploration of $5,277,600 (excluding stock-based compensation and amortization) and funds spent on operating costs of $1,285,666 (excluding stock-based compensation and amortization), which was partially offset by $4,060,991 received in the Mega transaction and by interest income of $15,257 received during the first nine months of 2010. The Company earned interest on guaranteed investment certificates.

U3O8 Corp. is an exploration company focused on uranium and associated commodities and does not have operating revenues; and therefore, it must utilize its current cash reserves, income from investments, funds obtained from the exercise of stock options and other financing transactions to maintain its capacity to meet the planned exploration programs, or to fund any further development activities. There is no certainty that future financing will be available to the Company in the amounts or at the times desired on terms acceptable to the Company, if at all. See "Risks Factors" below.

As of September 30, 2010, U3O8 Corp. had 53,622,558 common shares issued and outstanding as well as 4,341,250 options outstanding, which would raise approximately $2.0 million if exercised in full. Exercise of these options is not anticipated until the market value of U3O8 Corp's common shares increases in further value.

As of the date of this report, U3O8 Corp. had 77,611,658 common shares issued and outstanding as well as 13,233,892 warrants and 4,341,250 options outstanding, which would raise approximately $8.0 million if exercised in full. Exercise of these warrants and options is not anticipated until the market value of U3O8 Corp's common shares increases in further value.

U3O8 Corp. remains debt free and its credit and interest rate risk is limited to interest-bearing assets of cash and guaranteed investment certificates. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company's liquidity risk with financial instruments is minimal as excess cash is invested with major Canadian chartered banks in government-backed securities or bank-backed guaranteed investment certificates. In addition, accounts receivable are composed mainly of federal Goods and Services Tax (Canada) recoveries and deposits with service providers.

The Company aims to spend the remaining portion of its $9.8 million fiscal 2010 budget of approximately $3.2 million as disclosed above under the heading "Budget for Calendar 2010" in the section titled "Results of Operations". As of the date of this MD&A, U3O8 Corp's total cash position is sufficient to meet its current budgetary requirements for 2010. These expenditures are subject to change if management decides to scale back operations or accelerate exploration in Guyana, Colombia and Argentina.

The Company expects to be adequately capitalized to fund ongoing operations at the current level in the short-term for fiscal 2010. However, U3O8 Corp. will require additional funds from equity sources to maintain the current momentum on its three lead projects, and to complete the development of our projects in Guyana, Colombia and Argentina, if warranted. See "Risks Factors" below.

Related Party Transactions

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

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**:**

Related Parties	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 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	-

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

(iii) Fees expensed to the current CFO of the Company, which was included in accounts payable and accrued liabilities.

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

	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
Salaries and benefits (i) (ii)	$84,934	$77,000	$244,585	$232,800
Stock-based compensation(iii)	10,009	36,516	289,715	73,410
Total	**$94,943**	**$113,516**	**$534,300**	**$306,210**

(i) 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.

(ii) For the nine month period, this balance is comprised of: Richard Spencer (Chief Executive Officer) - $188,585 (nine months 2009 - $187,500); Bryan Coates (Director) - $12,000 (nine months 2009 - $12,000); David Constable (Director) - $16,500 (nine months 2009 - $16,500); Patrick Anderson (former Director) - $5,000 (nine months 2009 - $7,500); Keith Barron (Director) - $7,500 (nine months 2009 - $7,500); Sheldon Inwentash (Director) - $5,000 (nine months 2009 - $nil); Richard Patricio (Director) - $5,000 (nine months 2009 - $nil); Stewart Taylor - $5,000 (nine months 2009 - $nil); and Alan Ibbitson (former Chief Executive Officer) - $nil (nine months 2009 - $1,800).

(iii) For the nine month period, this balance comprised of: Richard Spencer (Chief Executive Officer) - $53,566 (nine months 2009 - $57,614); Carmello Marrelli (former CFO) - $5,779 (nine months 2009 - $nil); John Ross (CFO) - $12,578 (nine months 2009 - $nil); Bryan Coates (Director) - $32,881 (nine months 2009 - $3,949); David Constable (Director) - $32,881 (nine months 2009 - $3,949); Patrick Anderson (former Director) - $5,779 (nine months 2009 - $3,949); Keith Barron (Director) - $32,881 (nine months 2009 - $3,949); Sheldon Inwentash (Director) - $37,790 (nine months 2009 - $nil); Richard Patricio (Director) - $37,790 (nine months 2009 - $nil); and Stewart Taylor - $37,790 (nine months 2009 - $nil).

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

There are no proposed transactions of a material nature being considered by U3O8 Corp. However, the Company continues to evaluate properties and corporate opportunities.

Change in Accounting Policies

During the nine months ended September 30, 2010, the Company adopted the following new accounting policies:

Transition to and Initial Adoption of IFRS

The Canadian Accounting Standards Board has confirmed that IFRS will replace current 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 the appropriate exemption from the applicable Canadian Securities Administrators ("CSA").

The Company was permitted early adoption of IFRS effective January 1, 2010 through the exemption received from the CSA under National Instrument 52-107, Acceptable Accounting Principles, Auditing Standards and Reporting Currency.

The condensed unaudited consolidated interim financial statements for the nine months and three months ended September 30, 2010 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), using accounting policies consistent with IFRS. These are U3O8 Corp's second Financial Statements prepared in accordance with IAS 34 using accounting policies consistent with IFRS. Previously, the Company prepared its consolidated annual and consolidated interim financial statements in accordance with Canadian GAAP.

The preparation of these condensed unaudited consolidated interim financial statements resulted in changes to the accounting policies as compared with the most recent annual financial statements prepared under Canadian GAAP.

The accounting policies listed below have been applied consistently to all periods presented in the Financial Statements. They also have been applied in preparing an opening IFRS statement of financial position as at January 1, 2009 for the purposes of the transition to IFRS, as required by IFRS 1, First Time Adoption of International Financial Reporting Standards ("IFRS 1").

The accounting policies have been selected to be consistent with IFRS as is expected to be effective or available for early adoption on December 31, 2010, U3O8 Corp's first annual IFRS reporting date. The standards and interpretations within IFRS are subject to change and accordingly, the accounting policies for the annual period that are relevant to these condensed unaudited consolidated interim financial statements will be finalized only when the first full IFRS financial statements are prepared for the year ending December 31, 2010.

Impact of Adopting IFRS on the Company's Business

The adoption of IFRS has resulted in some changes to U3O8 Corp's accounting systems and business processes, however the impact has been minimal. The Company has not identified any contractual arrangements that are significantly impacted by the adoption of IFRS.

The Company's staff and advisers involved in the preparation of financial statements have been appropriately trained on the relevant aspects of IFRS and the changes to accounting policies.

The Board of Directors and Audit Committee have been regularly updated through the Company's IFRS transition process, and are aware of the key aspects of IFRS affecting the Company.

First-time Adoption of IFRS

The adoption of IFRS requires the application of IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("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 which 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 14 *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.
- 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 will be consistent with those made under current Canadian GAAP. If necessary, estimates will be adjusted to reflect any difference in accounting policy.

Impact of Adopting IFRS on the Company's Accounting Policies

U3O8 Corp. 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 line items within its financial statements.

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

1) *Impairment of (Non-financial) Assets*

   IFRS requires a write down of assets if the higher of the fair value less costs to sell 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, and the Company performed impairment assessments as at the Transition Date in accordance with IFRS.

2) *Asset Retirement Obligations (Decommissioning Liabilities)*

   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 will be changed to reflect these differences, however the Company does not expect this change will have an immediate impact to the carrying value of its assets.

Impact of Adopting IFRS on the Company's Financial Statements

(i) Transition date unaudited consolidated statement of financial position

The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the unaudited condensed consolidated statement of financial position as at the transition date of January 1, 2009.

(ii) Comparative unaudited consolidated financial statements

The changes in accounting policies resulting from U3O8 Corp's adoption of IFRS had no impact on the unaudited condensed consolidated statement of financial position as at December 31, 2009, or on the unaudited condensed consolidated statement of comprehensive loss and the unaudited condensed consolidated statement of cash flows for the three months and nine months ended September 30, 2009.

Accounting policies applied on adoption of IFRS

Basis of presentation

The unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis. In the preparation of the 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 revenue and 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 "Significant accounting judgments and estimates" below.

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 comprehensive loss from the effective date of acquisition and up to the effective date of disposal, as appropriate. All intra company transactions, balances, income and expenses are eliminated upon consolidation.
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]	Ontario, Canada	Holding company
Maple Minerals Exploration and Development Inc. [4]	Ontario, Canada	Exploration company
Mega Uranium Argentina S.A. [4] [5]	Argentina	Exploration company
Energentia 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.

Foreign currencies

The functional currency, as determined by Management, of U3O8 Corp. and each of its subsidiaries is the Canadian Dollar. For purposes 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 comprehensive loss. Non monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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.

If a transaction does not meet the definition of a business combination, the transaction is recorded as an asset acquisition.

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
Restricted cash	Loans and receivables
Financial liabilities:	Classification:
Accounts payable and other liabilities	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 derecognized when the obligations are discharged, cancelled or expire.

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 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, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is 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 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 U3O8 Corp's financial instruments are recorded at fair value on the consolidated statement of financial position.

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.

U3O8 Corp. has assessed the assets of all its operating entities and has determined that there is no impairment of its non-financial assets.

Exploration 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 asset, 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.

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.

An item of PPE is derecognized 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 plant and equipment consists of major components with different useful lives, the components are accounted for as separate items of 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.

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.

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, or at December 31, 2009.

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.

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 nor 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.

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 pre-tax 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 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.

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.

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 in Colombia and Argentina presented in the statement of financial position;
- the recoverability of exploration and evaluation expenditures incurred on the Guyana, Colombia and Argentina projects. The Company expenses the exploration and evaluation expenditures in the statement of comprehensive profit or loss;
- 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 compensation expense in profit or loss;

- Management applied judgment in determining the functional currency of U3O8 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 consideration required within these unaudited condensed consolidated interim financial statements.

Critical accounting judgements

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.

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.

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 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 had an opportunity to consider the potential impact of the adoption of IFRS 9.

Management of Capital

U3O8 Corp. manages its capital to ensure that funds are available or are scheduled to be raised to provide adequate funds to carry out its 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) and excludes approximately $6.5 million of net proceeds from the private placement which closed subsequent to September 30, 2010.

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.

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 U3O8 Corp's approach to capital management during the three and nine months ended September 30, 2010.

Disclosure of Internal Controls

Management has established processes to provide sufficient knowledge to support representations that it has exercised reasonable diligence that (i) the unaudited interim consolidated 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 interim consolidated financial statements, and (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52- 109. In particular, the certifying officers filing the certificates accompanying this MD&A and related financial statements are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's GAAP or IFRS.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Financial Instruments

U3O8 Corp's use of financial instruments is described in "Financial Assets" above.

U3O8 Corp'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 Management 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. U3O8 Corp's credit risk is primarily attributable to cash and cash equivalents, guaranteed investment certificates, accounts 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 consist of sales tax receivable from government authorities in Canada and deposits held with service providers. Accounts receivable are in good standing as of September 30, 2010. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is minimal.

Liquidity risk

Liquidity risk is the risk that U3O8 Corp. 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 its 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. Cash flow is primarily from the Company's financing activities. As at September 30, 2010, U3O8 Corp. had a cash and cash equivalents and guaranteed investment certificates balance of $1,995,075 (December 31, 2009 - $5,121,877) to settle current liabilities of $619,423 (December 31, 2009 - $288,167). All of its 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

U3O8 Corp. has cash balances and no interest-bearing debt. Its 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.

(b) Foreign currency risk

U3O8 Corp'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. U3O8 Corp. is subject to gains and losses from fluctuations in the US Dollar, Guyanese Dollar, the Colombian Peso and the Argentina Peso against the Canadian Dollar.

(c) Commodity uranium price risk

U3O8 Corp. 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 uranium prices to determine the appropriate course of action to be taken in terms of exploration expenditures and to ensure that its focus is on projects that have potential cost production profiles consistent with the longer-term price projections related to forecast demand and supply.

Uranium prices have been volatile with the spot price peaking at US$136/lb U_3O_8 in mid 2007, then retreating to a US$40 low during the financial crisis in 2009 and continuing in the low US$40s until recently. Since mid 2010, uranium prices have been steadily rising, reflecting growing demand for uranium to fuel escalating nuclear energy programs around the world. Uranium demand for global nuclear power requirements are forecast to exceed supply starting in 2014, according to the World Nuclear Association. Over the next decade, Morgan Stanley predicts an additional 147 nuclear plants will online. China, alone, has a stated goal to increase its nuclear generating capacity from its present nine Gigawatts ("GWe") to 70GWe by 2020, which may be revised upward to 112GWe for that year according to recent statements from Chinese officials.

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, we believe 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.

Share Capital

At November 24, 2010, U3O8 Corp. had 77,611,658 issued and outstanding common shares, 13,233,892 warrants and 4,341,250 stock options outstanding, each exercisable to acquire one common share, for 95,186,800 common shares outstanding on a fully diluted basis at such date.

Risk Factors

An investment in the securities of U3O8 Corp. is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors, which have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Refer to the section entitled "Risk Factors" in the Company's management's discussion and analysis for the fiscal year ended December 31, 2009, available on SEDAR at **www.sedar.com**. There have been no significant changes to such risk factors since the date thereof other than as discussed herein.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the potential of U3O8 Corp's properties to contain economic uranium deposits; our ability to meet our operating costs for fiscal 2010 and exploration programs at current operating levels; the plans, costs, timing and capital for future exploration and development of U3O8 Corp's property interests including the costs and potential impact of complying with existing and proposed laws and regulations; Management's outlook regarding future trends and government regulation in Chubut Province, Argentina and elsewhere; sensitivity analysis on financial instruments, which may vary from amounts disclosed; prices and price volatility for uranium; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond U3O8 Corp's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, uranium price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with the U3O8 Corp's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the uranium exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for U3O8 Corp's exploration and development activities; our operating and exploration and development costs; our ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business, regulatory and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause U3O8 Corp's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Additional Information

Additional information relating to U3O8 Corp. is available on SEDAR at www.sedar.com.

Additional Disclosure for Venture Corporations

The following table sets forth a breakdown of material components of the general and administrative costs of the Company for the three month and nine month periods ended September 30, 2010 and September 30, 2009.

Detail	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
Salaries and benefits (Canada)	$ 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
Total	**$ 389,072**	**$ 372,555**	**$ 1,616,646**	**$ 1,267,990**

The following table sets forth a breakdown of material components of Guyana exploration expenditures for the three months and nine months ended September 30, 2010 and 2009.

Detail	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
Guyana location costs (head office, base camp)				
Camp expenses	-	4,079	7,173	23,271
Salaries and benefits	35,766	72,723	145,293	348,782
Head office costs	207,974	226,410	665,767	1,086,018
Travel and accommodation	13,729	36,911	68,043	81,035
Total Guyana location costs	**$257,469**	**$340,123**	**$886,276**	**$1,539,106**
Kurupung Project costs				
Camp expenses	99,890	124,099	379,502	470,554
Salaries and benefits	203,529	200,623	634,170	693,158
Permits	95	7,216	47,890	7,216
Travel and accommodation	50,198	58,088	150,721	158,584
Geology	80,165	120,427	313,594	127,819
Assays	18,344	4,772	67,287	89,292
Total Kurupung Project costs	**$452,221**	**$515,225**	**$1,593,164**	**$1,546,623**
Roraima Basin costs				
Camp expenses	27,156	36,299	83,828	136,978
Salaries and benefits	31,458	38,703	101,348	195,805
Permits	-	1,671	-	27,359
Travel and accommodation	18,061	31,857	62,023	130,908
Geology	20,042	22,477	78,399	31,955
Assays	17,875	7,302	30,132	7,302
Total Roraima Basin costs	**$114,592**	**$138,309**	**$355,730**	**$530,307**
Stock-based compensation	**$36,781**	**$20,648**	**$77,514**	**$44,952**
Amortization	$73,694	$99,659	$219,477	$286,253
Total Guyana exploration expenditure	**$934,757**	**$1,113,964**	**$3,132,161**	**$3,947,241**

The following table sets forth a breakdown of material components of Colombia exploration expenditures for the three months and nine months ended September 30, 2010 and 2009.

Detail	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
Colombia location costs				
Administrative expenses	68,449	nil	207,308	nil
Salaries and benefits	204,111	nil	343,041	nil
Travel and accommodation	-	nil	4,977	nil
Total Colombia location costs	**$272,560**	**$nil**	**$555,326**	**$nil**
Field costs	291,262	nil	495,852	nil
Total field costs	**$291,262**	**$nil**	**$495,852**	**$nil**
Stock-based compensation	**$145,005**	**$nil**	**$213,892**	**$nil**
Amortization	$4,434	$nil	$11,854	nil
Total Colombia exploration expenditure	**$713,261**	**$nil**	**$1,276,924**	**$nil**

The following table sets forth a breakdown of material components of Argentina exploration expenditures for the three months and nine months ended September 30, 2010 and 2009.

Detail	Three Months Ended Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
Argentina location costs				
Administrative expenses	32,061	nil	105,840	nil
Salaries and benefits	47,138	nil	92,453	nil
Travel and accommodation	-	nil	52,020	nil
Total Argentina location costs	**$79,199**	**$nil**	**$250,313**	**$nil**
Field costs				
Field expenses	683,839	nil	1,140,939	nil
Total field costs	**$683,839**	**$nil**	**$1,140,939**	**$nil**
Stock-based compensation	**$36,251**	**$nil**	**$53,473**	**$nil**
Amortization	$1,928	$nil	$3,527	$nil
Total Argentina exploration expenditure	**$801,217**	**$nil**	**$1,448,252**	**$nil**