



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**U308 CORP.**

**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013**

**Prepared by:**

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**U3O8 CORP.**

Management's Discussion &amp; Analysis

Three and Nine Months Ended September 30, 2013

## Introduction

This Management's Discussion and Analysis ("MD&A") is dated November 6, 2013, unless otherwise indicated and should be read in conjunction with the unaudited condensed interim consolidated financial statements of U3O8 Corp. ("U3O8 Corp.", "the Company", "we", "our" or "us") for the three and nine months ended September 30, 2013 and the related notes. This MD&A was written to comply with National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian Dollars, unless otherwise noted. The results presented for the three and nine months ended September 30, 2013, are not necessarily indicative of the results that may be expected for any future period.

The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting for the three and nine months ended September 30, 2013. Information about U3O8 Corp., its minerals resources and technical reports prepared in accordance with National Instrument 43-101 ("NI 43-101") are available at [www.u3o8corp.com](http://www.u3o8corp.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## Highlights

Having defined initial NI 43-101 uranium resources and achieved positive metallurgical results across its key projects in Colombia, Argentina and Guyana, U3O8 Corp. is focused on advancing a sequenced strategy to position its Laguna Salada Deposit as a potential near-term producer in Argentina, followed by its Berlin Deposit in Colombia, which will take longer to develop due to its size but could also be a very low-cost uranium producer. To that end, our priority is on the preliminary economic assessment ("PEA") on Laguna Salada in Chubut Province, Argentina that is expected by the end of 2013 – a key milestone in showing this project could be simple and easy to move into production using relatively low-cost mining and processing methods.

In addition, U3O8 Corp. has signed a letter of intent ("LOI") to joint venture ("JV") with Petrominera Chubut S.E. ("Petrominera"), Chubut's provincial mining company. This proposed partnership would bring together our Laguna Salada Project and adjoining Petrominera concessions and establish the framework under which the Laguna Salada Deposit could be developed in compliance with current provincial mining law. A definitive agreement is expected by the end of 2013, which would mark another fundamental step on the path towards production in partnership with the Chubut Province.

In Q3 2013, we incurred cumulative cash exploration expenditures of \$0.5 million (excluding stock-based compensation, taxes, amortization and one-time retrenchment costs), down from \$3.4 million in Q3 2012 as 2013 work remain largely focused on refining metallurgy in order to finalize the Laguna Salada PEA.

At September 30, 2013, we had \$0.2 million in cash and cash equivalents and guaranteed investment certificates held with major Canadian chartered banks ("total cash") (December 31, 2012 – \$1.3 million) and a working capital deficit of \$0.3 million (December 31, 2012 – \$2.3 million in working capital). In addition, an investment in shares of Pinetree Capital Ltd. ("Pinetree") (TSX: PNP) were valued at \$0.7 million at September 30, 2013. Subsequent to the quarter-end on October 1, 2013, the Company reduced payables by \$0.2 million by issuing 1,795,168 in shares to settle amounts for severance, salaries and fees due to specific employees and consultants.

Significant cost reductions have been undertaken in 2013 with exploration activities limited to the Argentina project until market conditions improve to enable further development of the projects in Colombia and Guyana. U3O8 Corp. is also pursuing strategic partners that could accelerate the advancement of its projects. Further financings will be required to develop our properties, to meet ongoing obligations and discharge liabilities in the normal course of business. Materially all of the Company's exploration activities are discretionary. Therefore, there is considerable flexibility in terms of the pace and timing of exploration and how expenditures have been, or may be adjusted, limited or deferred subject to current capital resources and potential to raise further funds. U3O8 Corp. will continue to manage its expenditures essential to the viability of its material properties.



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### 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 NI 43-101 resources in Colombia, Argentina and Guyana. To date, the Company has not earned any revenues from its exploration for uranium and related minerals.

### Mineral Resources

U3O8 Corp. has initial NI 43-101 resource estimates on projects in Colombia, Argentina and Guyana:

Project	NI 43-101 Resource	Tonnes (million)	Grade U <sub>3</sub> O <sub>8</sub>	Grade V <sub>2</sub> O <sub>5</sub>	Grade P <sub>2</sub> O <sub>5</sub>	U <sub>3</sub> O <sub>8</sub> lbs (million)	V <sub>2</sub> O <sub>5</sub> lbs (million)	P <sub>2</sub> O <sub>5</sub> tonnes (million)
Berlin Project (Colombia)	Indicated	0.6	0.11%	0.4%	8.4%	1.5	6.0	0.5
	Inferred	8.1	0.11%	0.5%	9.3%	19.9	91.0	0.8
Laguna Salada (Argentina)	Indicated	47.3	60ppm	550ppm	--	6.3	57.1	--
	Inferred	20.8	85ppm	590ppm	--	3.8	26.9	--
Kurupung Project (Guyana)	Indicated	4.1	0.09%	--	--	8.4	--	--
	Inferred	4.3	0.08%	--	--	7.7	--	--

*\*Laguna Salada – uranium and vanadium grades can be increased between 3-11 times by screening. This would lead to uranium head grades of 620-670ppm U<sub>3</sub>O<sub>8</sub> typical of the mill feed grade of operating mines of similar deposits elsewhere in the world. See "Priority Exploration Projects" below.*

U3O8 Corp's NI 43-101 technical reports are available on our web site at [www.u3o8corp.com](http://www.u3o8corp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### Exploration Projects

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

1. Berlin Project, a uranium resource in limestone and sandstone that also contains phosphate, vanadium, nickel, rare earths and other metals, in Colombia;
2. Laguna Salada Project, a surficial uranium-vanadium deposit in Argentina; and
3. Kurupung Project, an albitite-hosted uranium resource in Guyana.

We also have interests in early-stage investee companies, South American Rare Earth Corp. ("SAREC") in Argentina and Minexco Minerals Corp. ("Minexco") in Guyana, that offer grassroots potential for rare earths as well as gold and iron oxide-copper-gold ("IOCG") respectively.

Other than discussed elsewhere, there has been no material change in the general trends affecting the Company to those discussed under "Trends" in U3O8 Corp's MD&A for the fiscal year ended December 31, 2012, available on our web site at [www.u3o8corp.com](http://www.u3o8corp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### Outlook

U3O8 Corp's uranium assets in South America comprise NI 43-101 resources in Colombia, Argentina and Guyana. During these challenging commodity markets, we believe the most efficient use of cash is focusing on completing the Laguna Salada PEA to show that this could be a simple, low-cost project for development in a relatively short timeframe while deferring further exploration on the other projects. Since mineralization in the three deposits is open, there is considerable resource growth potential. We will return to the projects in Colombia and Guyana when we see a more positive uranium market.


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1. **Berlin Project, Colombia** – a NI 43-101 resource of uranium, phosphate, vanadium, nickel, rare earths (yttrium and neodymium) and other metals has been defined on the southern third of the 10.5 kilometre (“km”) mineralized trend at Berlin. A PEA shows that by-product revenues could pay for extraction of the uranium – making Berlin a potential zero cash-cost uranium producer. Scout drilling suggests that Berlin could grow to 40-50 million pounds (“Mlb”)<sup>1</sup> of uranium along 6.3km of the trend. Therefore, infill drilling is expected to grow the Berlin Deposit, contributing to a larger resource that is likely to positively impact the project’s economics. However, additional drilling as well as optimization work with the aim of further enhancing the project’s economics have been deferred until market conditions improve.
2. **Laguna Salada Project, Argentina** – A PEA is progressing on the initial NI 43-101 uranium-vanadium resource at Laguna Salada towards our goal of defining a pathway towards potential near-term production. This study is expected to be completed in Q4 2013. Ongoing metallurgical work aims to optimize the beneficiation process and extraction rates using alkaline leach to enhance the project’s economics. Exploration results towards resource expansion are also expected to be reported on shortly.
3. **Kurupung Project, Guyana** – The current NI 43-101 Kurupung resource is based on four vein-breccias. Scout drilling has identified another six mineralized structures that are awaiting infill drilling to contribute towards a probable increase in resources. In addition, field work has identified compelling targets that warrant scout drilling. We have put off further work on the project until equity markets improve.

At September 30, 2013, U3O8 Corp. had \$0.2 million in total cash plus \$0.7 million in investments. Additional funds will be required to further advance its lead projects. There is no assurance that these funds can be raised upon terms acceptable to the Company or at all.

U3O8 Corp’s performance will be tied to completion of a positive PEA on the Laguna Salada Deposit, signing of the definitive agreement with the Chubut Provincial Government in Argentina, the outcome of improvements to the Berlin PEA, and successful exploration programs in Colombia, Argentina and Guyana. There is no guarantee that the Company will discover an economic mineral deposit from its exploration activities. See below “Caution Regarding Forward-Looking Statements.”

We believe our goal of providing the first financial estimates on the Laguna Salada Deposit will provide shareholders with a reliable and independent means of valuing this project and the Company. At the same time, exploration results have shown that the Berlin Deposit is likely to be significantly larger than the initial resource on which the current PEA was based as well as optimization of specific areas of the project could improve the economics of Berlin, which should provide an indication of additional upside potential to the value of the Company.

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<sup>1</sup> *Berlin Project – U3O8 Corp. has defined a multi-commodity resource on just 3km of the 10.5km long Berlin trend. See the January 31, 2013 technical report: “Berlin Project, Colombia – Preliminary Economic Assessment, NI 43-101 Report.” See also “Overview – Mineral Resources” above. Based on the resource and scout drilling results, there is a conceptual uranium target of 27-36 million tonnes (“Mt”) at 0.09% to 0.11% U<sub>3</sub>O<sub>8</sub> (60-80Mlb) on the entire 10.5km trend. Potential quantity and grades are conceptual in nature. There has been insufficient exploration to define a mineral resource north of the current Berlin deposit. It is uncertain if further exploration will result in additional mineral resources being delineated on the property.*



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### Priority Exploration Projects

#### Berlin Project, Colombia

The Berlin Project is located in Caldas Province of central Colombia. Berlin was investigated by a French company, Minatome, between 1978-1981 when the company was nationalized by the French government. Minatome made a historic (non-NI 43-101 compliant) resource estimate<sup>2</sup> of 38Mlb U<sub>3</sub>O<sub>8</sub> on the southern 4.4km of a 10.5km long keel-shaped fold. Historic work did not include estimates for commodities other than uranium. The maximum altitude of the Berlin Project is 1,400 metres ("m"), well below the Paramo ecosystem that lies above 3,000m for which additional environmental restrictions apply in Colombia. The project is favourably located adjacent to Colombia's agricultural heartland between the country's largest cities of Bogota and Medellin with infrastructure nearby. A 395 megawatt hydroelectric plant lies 12km from the project. A principal highway, a major river that is navigable by barge and a railway line that the Government has reportedly prioritized for refurbishment, lie 60km east of the project.

Since acquiring the project in April 2010, U3O8 Corp. has advanced an intensive exploration program to delineate a maiden NI 43-101 resource of uranium, phosphate, vanadium, rare earths and other commodities on just the southern 3km of the Berlin trend<sup>3</sup>. Exploration drilling on 600m to 1,700m step-outs has confirmed that mineralization extends over an additional area that is more than double the size of the maiden resource area, which may contain another 25-30Mlb<sup>3</sup> of uranium. The project shows excellent geological continuity with the mineralization consistently intersected in a specific identifiable limestone-sandstone unit in both the exploration drilling and resource area. Further scout drilling is planned to show the size potential of the entire Berlin trend and subsequent infill drilling would be required to increase the resource.

In addition, U3O8 Corp. achieved positive metal recoveries in extensive metallurgical test work conducted by four independent labs that show the uranium and suite of other commodities of economic interest at Berlin can be efficiently and effectively extracted using a ferric iron leach method. While metallurgical test work from 10% of bore hole intercepts would be considered a representative sample, we took a conservative approach in using 35% of the bore hole intercepts from throughout the initial resource area for our test work. A complete flow sheet for processing the Berlin material from beneficiation, extraction to recovery of the individual commodities has been defined and incorporated in the recently published Berlin PEA.

U3O8 Corp. achieved a key milestone in reporting a positive PEA on its Berlin Deposit, which showed that the uranium could be produced at \$0 per pound ("lb") thanks to revenue from the associated by-products of phosphate, vanadium, nickel, rare earths and other metals covering the costs of extracting the uranium. The PEA valued Berlin at a 10% discounted net present value ("NPV") of US\$223 million for an internal rate of return ("IRR") of 19%. The financial model estimates an initial capital investment of US\$360 million plus US\$40 million in sustaining capital and a US\$41 million contingency for an underground operation, crushing facility and processing plant that would produce an average of 1.2Mlb of uranium annually. Berlin is expected to generate US\$2.8 billion in revenue with operating cash flow of US\$982 million over the 15-year life of the mine. Uranium (35%), phosphoric acid (31%), nickel (15%), vanadium (9%) and yttrium (6%) represent the most significant commodities in terms of revenue in the mineralized material at Berlin.

Although conducted early in the life of the project, the Berlin PEA indicates robust economics based on only one-third of the mineralized trend. Higher returns should be generated by the inclusion of metallurgical test results that indicate that some changes to the existing flow sheet would reduce operating costs. In addition, an increase in the resource size through further exploration drilling is likely to result in economies of scale that should further reduce operating costs. The economic model identifies specific areas in which limited additional metallurgical test work should confirm means of increasing revenue and lowering operating costs in order to achieve increased margins to further enhance the project's economics.

<sup>2</sup> Berlin Project – A historic resource (not in accordance with NI 43-101) of 12.9Mt at 0.13% U<sub>3</sub>O<sub>8</sub> (38Mlb) was reported in Castano, R. (1981), *Calcul provisoire des réserves géologiques de Berlin, sur la base des résultats des sondages*, unpublished Minatome report, 15p. U3O8 Corp. is not treating the historic estimate as current mineral resources or mineral reserves, but viewed merely as an indication of the uranium resource potential on the southern 4km of the 10.5km long syncline. U3O8 Corp. has defined a multi-commodity mineral resource on the southern 3km of the Berlin trend. See note 1 on page 3.

<sup>3</sup> Berlin Deposit – See note 1 on page 3.

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**Laguna Salada Project, Argentina**

The Laguna Salada Project is a near-surface, free-digging deposit in Chubut Province, Argentina on which U3O8 Corp. has reported an initial NI 43-101 uranium-vanadium resource<sup>4</sup>. Laguna Salada has the potential to be a near-term producer using relatively low-cost mining and processing methods. Mineralization occurs at the surface of flat-topped mesas up to 3m maximum depth within a flat to gently undulating layer that averages 0.95m thick. The uranium-vanadium occurs in soft, unconsolidated sandy gravel that requires no blasting or crushing. Mining would involve scooping up the mineralized layer with a continuous surface miner and screening out the pebbles and coarse sand, leaving the mineralized fines to be pumped in a slurry to a central processing facility. The continuous miner is very similar to the machines that lift old asphalt during repaving of roads. One could picture the continuous miner cutting a long trench, typically around 20-30m wide at any one time and up to only 3m deep in the gravel, that would move sideways across the gravel plain. The gravel would be removed from the leading edge of the trench, washed with water to remove <10% of the silt in which the mineralization is concentrated, and the gravel replaced on the trailing edge free of most of its uranium. 90-95% of the original gravel would be returned to the excavated area, reshaped to its original topography and revegetated with shrubs transplanted from the advancing side of the trend. After mining, there would be little evidence that mining had occurred.

As a result of screening out the coarse material, uranium and vanadium grades in the residual fine material increase three to 11 times. For uranium, this would result in a head grade (the metal-rich fines that would enter a leach circuit) of approximately 620-670ppm U<sub>3</sub>O<sub>8</sub> – similar to the mill feed grade of operating surficial uranium deposits elsewhere in the world.

Alkaline leaching of the metal-rich fines in the Guanaco area, which constitutes 90% of the Laguna Salada Deposit, has confirmed excellent uranium and moderate vanadium extraction with low reagent consumption. Metallurgical test work is ongoing to optimize the beneficiation and extraction results achieved to date. A flow sheet is being developed for the processing of mineralized material from Laguna Salada.

Open pit mining and processing with cyanide are currently banned in Chubut Province. The continuous surface mining option being assessed in the Laguna Salada PEA would see no open pit left after mining. Cyanide is also not used to process the mineralized material; therefore, the mining and processing methods contemplated for Laguna Salada are considered to be in compliance with current Chubut mining law.

The Laguna Salada PEA is due in Q4 2013 and should position the project for further advancement as Argentina seeks local uranium supply to reduce its 100% reliance on imported fuel for its expanding nuclear reactor fleet. Further towards this objective, U3O8 Corp. anticipates signing the definitive option agreement to enter into a JV with Petrominera by year-end that would provide the framework to potentially develop Laguna Salada in partnership with the province's mining company.

As one of the most advanced uranium projects in Argentina that could be simple and easy to put into production in a relatively short timeframe, Laguna Salada is well placed to benefit from the country's plans to double its nuclear capacity to providing 18% of Argentina's energy mix. Argentina's third reactor is on track to come online by the end of 2013 and tenders are out for a 4<sup>th</sup> reactor while a 5<sup>th</sup> is planned – offering a ready market for domestic uranium. In addition, nuclear co-operation agreements with China, South Korea, India, Russia, Brazil, the UAE and Saudi Arabia open export markets for Argentine uranium. Argentina's nuclear leadership in South America is also reflected in its research centres, medical isotope, enrichment and fuel fabrication facilities, heavy water production facility and small reactor design that is being considered for major desalination projects in Saudi Arabia.

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<sup>4</sup> Laguna Salada Project – See the May 20, 2011 technical report: "Laguna Salada Project, Chubut Province, Argentina: NI 43-101 Technical Report: Initial Resource Estimate." See also "Overview – Mineral Resources" above.



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### Kurupung Project, Guyana

U3O8 Corp's exploration drilling shows that the Kurupung uranium district in Guyana may contain a resource of size and grade comparable with peer deposits that typically host 60-130Mlb of uranium resources with grades of 0.06% to 0.10% U<sub>3</sub>O<sub>8</sub>, contained in multiple structures<sup>5</sup>. The NI 43-101 uranium resource on the Kurupung<sup>6</sup> is based on only four of the 10 mineralized structures identified to date. The remaining six structures are ready for resource drilling in due course.

Field evidence suggests that uranium in the Aricheng area consists of one large system of linked structures, which could have positive implications for resource growth potential. These structures are marked by weakly magnetic corridors that are clearly visible in geophysical data. Each of the Aricheng South, Aricheng West, Aricheng North and Aricheng C resources lies within one of these weakly magnetic areas. Soil geochemistry anomalies that are coincident with weakly magnetic areas represent targets that warrant scout drilling. Soil geochemistry also identified larger targets that may have an IOCG affinity that should be investigated in due course.

82% uranium recoveries were achieved using acid leach in initial metallurgical test work<sup>6</sup> on hard-rock from the Kurupung. Further exploration and metallurgical testing has been deferred until the financial markets improve.

### Grassroots Exploration

While the priority remains on U3O8 Corp's lead uranium projects in Colombia, Argentina and Guyana as discussed above, we also have interests in investee companies with early-stage and reconnaissance properties including:

South American Rare Earth Corp. ("SAREC") – 18.2% owned by U3O8 Corp.

SAREC's focus is on its early-stage Jasimampa Project in Argentina, which shows promise for light rare earths ("LREE"), mainly cerium, lanthanum and neodymium, as well as phosphate. An airborne magnetic and radiometric survey has identified two large targets. Further exploration has been put on hold until market conditions improve. While alternatives continued to be assessed to add value, a non-cash impairment charge of the Company's non-core investment in SAREC was recognized as nil in light of ongoing uncertain market climate for rare earth projects.

Minexco Minerals Corp. – 8% owned by U3O8 Corp.<sup>7</sup>

The interest in Minexco provides U3O8 Corp's shareholders with exposure to promising targets for gold and IOCG deposits in a prospective part of Guyana adjacent to the Company's Kurupung Project. Exploration is funded by Minexco and the work is carried out by a unit of U3O8 Corp's non-core Guyana team on a contract basis for Minexco.

### Technical Disclosure

Dr. Richard Spencer, President and Chief Executive Officer ("CEO") of the Company, is a "qualified person" as defined by 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 projects in South America.

<sup>5</sup> Albitite-hosted uranium systems – Comparison of the Kurupung Project with other uranium deposits are conceptual in nature. There is no certainty that further exploration on the Kurupung will result in the delineation of a similar size mineral resource.

<sup>6</sup> Kurupung Deposit – See the June 26, 2012 technical report: "Technical Review and Mineral Resource Estimates of the Aricheng C and Aricheng West Structure, Kurupung Uranium Project, Mazaruni District, Guyana for U3O8 Corp." See also "Overview – Mineral Resources" above.

<sup>7</sup> Minexco – Currently, U3O8 Corp. holds approximately 8% of Minexco's shares outstanding with the potential to increase to 11% upon Guyanese government approval of the transfer of two remaining concessions.

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**Summary of Quarterly Results**

The following quarterly results for the eight most recent quarters have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Three Months Ended (*)	Net Loss (\$)	Basic and Diluted Loss Per Share (\$)
2013-September 30	(1,825,988)	(0.01)
2013-June 30	(2,687,589)	(0.02)
2013-March 31	(1,815,922)	(0.01)
2012-December 31	(1,883,730)	(0.02)
2012-September 30	(4,635,084)	(0.04)
2012-June 30	(4,997,932)	(0.04)
2012-March 31	(3,575,251)	(0.03)
2011-December 31	(4,649,708)	(0.05)

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

U3O8 Corp. is an advanced exploration company focused on defining mineral resources and advancing them towards production. At this time, commodity market fluctuations have no direct impact on our results or operations but influence our exploration approach based on our expectations regarding our ability to raise capital to advance projects. We expense our exploration costs. In 2012, we focused on wider-spaced scout drilling and field-based exploration with the aim of showing additional size potential beyond the initial deposits, refining metallurgical processes to enhance favourable results obtained to date and starting PEA work on the Colombian and Argentinean deposits. Having defined initial resources and achieved positive metallurgical results, further exploration was minimized as the priority shifted to showing the potential economic viability of these projects. Accordingly, lower spending in the September 30, 2013 year-to-date compared with the same 2012 period reflected completion of a positive PEA on the initial Berlin Deposit in Colombia while focus moved to advancing the PEA in Argentina and ongoing metallurgical test work towards showing that the Argentine deposit could be a low-cost, near-term uranium producer. Cost containment initiatives also contributed to lowering exploration expenditures while ensuring cash was efficiently deployed on our priority project in Argentina.

**Results of Operations for the Three and Nine Months Ended September 30, 2013**

For Q3 2013, U3O8 Corp's net loss declined to \$1,825,988 or \$0.01 loss per share (Q3 2012 – net loss of \$4,635,084 or \$0.04 loss per share). For the nine months ended September 30, 2013, net loss declined to \$6,329,499 or \$0.04 loss per share (Q3 2012 YTD – net loss of \$13,208,267 or \$0.011 loss per share). The decrease in net loss in both Q3 and 2013 year-to-date compared to the same 2012 periods were largely due to limited exploration as the key Colombian and Argentine deposits had advanced to the PEA stage to show the economic potential of these projects as well as cash conservation until equity markets improve.

Colombia cash exploration expenses (excluding stock-based compensation, taxes, amortization and one-time retrenchment costs of \$55,279 in Q3 2013 and \$240,033 YTD) decreased by \$2,003,401 to \$317,952 for Q3 2013 and declined by \$4,338,812 to \$1,162,513 for the nine months ended September 30, 2013 compared with the same 2012 periods (Q3 2012 – \$2,321,353; Q3 2012 YTD – \$5,501,325). These declines reflected completion of the Berlin PEA during Q1 2013 while further exploration continued to be deferred given ongoing uncertainty in the markets.

Argentina cash exploration expenses (excluding one-time retrenchment costs specific to Q2 2013 of \$148,472, stock-based compensation and amortization) decreased by \$395,596 to \$147,422 in Q3 2013 and declined by \$1,166,540 to \$794,736 in the first nine months of 2013 compared with the same 2012 periods as the focus continued on the Laguna Salada PEA with additional metallurgy test work undertaken in Q3 2013 with the aim of further enhancing the economics of the project (Q3 2012 – \$543,018; Q3 2012 YTD – \$1,961,276).

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In Guyana, cash exploration expenses (excluding stock-based compensation, amortization and one-time retrenchment costs of \$40,576 in Q3 2013 and \$60,200 YTD) were down considerably by \$521,931 to \$61,077 in Q3 2013 and decreased by \$1,928,071 to \$569,182 on a year-to-date basis (Q3 2012 – \$583,008; Q3 2012 YTD – \$2,497,253) as further exploration was deferred to commit funds and resources primarily to the Argentina project.

A breakdown of exploration expenditures on U308 Corp's lead projects in Colombia, Argentina and Guyana for the nine months ended September 30, 2013 and 2012 are set forth below:

Nine Months Ended September 30, 2013	Berlin Project Colombia	Laguna Salada Project Argentina	Kurupung Project Guyana	Total
Administrative expense	\$ 209,766	\$ 320,523	\$ 103,605	\$ 633,894
Salaries and benefits	721,834	162,455	228,067	1,112,356
<b>Total location costs</b>	<b>931,600</b>	<b>482,978</b>	<b>331,672</b>	<b>1,746,250</b>
<b>Total field costs</b>	<b>470,946</b>	<b>460,230</b>	<b>297,710</b>	<b>1,228,886</b>
Tax accruals and payments	320,576	-	-	320,576
Stock-based compensation	69,548	20,798	19,835	110,181
Amortization	97,153	65,183	98,087	260,423
<b>Total</b>	<b>\$ 1,889,823</b>	<b>\$ 1,029,189</b>	<b>\$ 747,304</b>	<b>\$ 3,666,316</b>

Nine Months Ended September 30, 2012	Berlin Project Colombia	Laguna Salada Project Argentina	Kurupung Project Guyana	Total
Administrative expense	\$ 1,499,241	\$ 581,820	\$ 437,690	\$ 2,518,751
Salaries and benefits	1,290,619	213,970	819,576	2,324,165
<b>Total location costs</b>	<b>2,789,860</b>	<b>795,790</b>	<b>1,257,266</b>	<b>4,842,916</b>
<b>Total field costs</b>	<b>2,708,366</b>	<b>1,165,486</b>	<b>1,239,987</b>	<b>5,113,839</b>
Tax accruals and payments	133,292	-	-	133,292
Stock-based compensation	154,049	153,734	106,028	413,811
Amortization	90,783	20,633	132,147	243,563
<b>Total</b>	<b>\$ 5,876,350</b>	<b>\$ 2,135,643</b>	<b>\$ 747,304</b>	<b>\$ 10,747,421</b>

General and administrative ("G&A") cash spending declined to \$561,878 in Q3 2013 and to \$1,629,966 year-to-date (Q3 2012 – \$774,268; Q3 2012 YTD – \$2,261,273) mainly due to minimizing spend on marketing and business development activities as well as lower professional fees from advisory costs related to new opportunities being evaluated compared with the prior year periods.

Foreign exchange losses of \$38,078 in Q3 2013 and \$132,627 in the 2013 YTD (Q3 2012 – loss of \$81,997; Q3 2012 YTD – gain of \$19,381) were due mostly to US Dollar exchange rate fluctuations. Interest income declined to \$2,226 in Q3 2013 and to \$26,932 in the 2013 YTD (Q3 2012 – \$19,975; Q3 2012 YTD – \$78,046) as invested funds were depleted for exploration expenditures and operating costs.

In Q3 2013, the Company recognized a non-cash write-off of \$324,256 on its non-core investment in SAREC. While alternatives continued to be assessed to add value, the impairment charge was recognized in light of ongoing uncertain market conditions for rare earth projects.

In the first nine months of 2013, a deferred income tax recovery of \$804,077 resulted from expired warrants in Q1 2013 and was offset by a \$1,167,764 unrealized loss on our shares held in Pinetree (TSX: PNP) that was marked to market as at September 30, 2013.

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**Liquidity and Capital Resources**

U3O8 Corp. is an exploration company focused on uranium and associated commodities that are used in the generation of low-emission energy and green technology. The Company 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 warrants and other financing transactions to maintain its capacity to meet the planned exploration programs, or to fund any further development activities.

At September 30, 2013, total cash was \$187,715 (December 31, 2012 – \$1,279,948) and a working capital deficit of \$331,628 (December 31, 2012 – \$2,294,693 in working capital). Subsequent to the quarter-end, this deficit was reduced by \$233,372 by issuing shares to certain service providers. The decline in cash levels reflected the primary focus on metallurgy work towards completing the forthcoming Laguna Salada PEA in Argentina while fulfilling key commitments on projects. A major factor in the reduction of working capital compared to year-end was the reclassification of the shares held in Minexco to non-current assets given its longer-term investment prospects.

At September 30, 2013, accounts payable and accrued liabilities were \$1,829,872 (December 31, 2012 – \$1,565,391) as activities increased compared to year-end mainly due to obligations taken on in the acquisition of Calypso Uranium Corp. completed in Q2 2013 and associated professional fees.

Subsequent to the quarter-end on October 1, 2013, we issued 1,795,163 shares at \$0.13 per share to settle \$233,372 in severance, salaries and fees due to specific employees and consultants of the Company.

Since its 2012 year-end, there has been no material change to the Company's material commitments, which related to office lease agreements in Canada, Colombia, Argentina and Guyana expiring at various periods up to June 2017.

As of the date of this MD&A, U3O8 Corp. had issued and outstanding 162,427,990 common shares, 18,904,764 warrants and 12,553,500 stock options. The full exercise of all warrants and options could raise approximately \$14.9 million. Exercise of these warrants and options is not anticipated until the market value of U3O8 Corp's common shares increases in value.

U3O8 Corp. remains debt free and its credit and interest rate risk is limited to interest-bearing assets of cash and bank or government guaranteed investment vehicles. 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 Harmonized Sales Tax (Canada) recoveries and deposits with service providers.

At September 30, 2013, U3O8 Corp. had \$187,715 in total cash and its investment in Pinetree (TSX: PNP) valued at \$731,217. Further financings will be required to develop the Company's properties, to meet ongoing obligations and discharge its liabilities in the normal course of business. Materially all of the Company's exploration activities are discretionary. Therefore, there is considerable flexibility in terms of the pace and timing of exploration and how expenditures have been, or may be adjusted, limited or deferred subject to current capital resources and potential to raise further funds. The Company will continue to manage its expenditures essential to the viability of its material properties. **However, U3O8 Corp. will require additional funds from equity sources to maintain momentum on its lead projects and to complete the development of our projects in Colombia, Argentina and Guyana, if warranted. The Company is currently pursuing multiple near-term and longer-term financing options. There is no assurance that these funds can be raised upon terms acceptable to the Company or at all and funding for junior exploration companies remains challenging. Accordingly, the Company's financial statements have been prepared on a going concern basis. Material adjustments could be required if the Company cannot obtain adequate financing. See "Risks Factors" below.**

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**Related Party Transactions**

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

Related Parties	Three Months Ended September 30		Nine Months Ended September 30	
	2013	2012	2013	2012
John Ross <sup>(i)</sup>	\$ 15,000	\$ 15,000	\$ 45,000	\$ 45,000

(i) Fees paid to U3O8 Corp's CFO were included in accounts payable and accrued liabilities.

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

	Three Months Ended September 30		Nine Months Ended September 30	
	2013	2012	2013	2012
Salaries and benefits <sup>(i)</sup>	\$ 84,935	\$ 79,935	\$ 254,803	\$ 248,803
Stock-based compensation	\$ 99,355	\$ 77,872	\$ 177,084	\$ 228,687
<b>Total</b>	<b>\$ 184,290</b>	<b>\$ 157,807</b>	<b>\$ 431,887</b>	<b>\$ 477,490</b>

- (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 are eligible for stock options for their services.
- (c) Sheldon Inwentash, a director of the Company is the chairman, CEO and director of Pinetree. On January 11, 2013, U3O8 Corp. raised gross proceeds of \$2,315,500 through the issuance of 10,000,000 units at \$0.22 per unit, of which \$2.2 million was satisfied by the issuance to U3O8 Corp. of 2,528,736 common shares in Pinetree.
- (d) As of September 30, 2013, Sheldon Inwentash owned 5,036,786 common shares of U3O8 Corp. (3.1% of shares outstanding). Mr. Inwentash has control or direction over Pinetree, which owned 25,174,771 shares (15.7% of shares outstanding). In addition, 16,925,037 common shares of U3O8 Corp. (10.5% of shares outstanding) were held by Keith Barron, a director of the Company. The remaining 70.7% of the shares are widely held, except for 2,140,090 shares held by the other directors and officers of the Company. These holdings can change at any time at the discretion of the owner.

**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.

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**Change in Accounting Policies**

During the nine months ended September 30, 2013, the same accounting policies, methods of computation and critical accounting estimates are followed in these unaudited condensed interim consolidated financial statements as compared with the annual financial statements as at and for the year ended December 31, 2012 ("FY 2012 financial statements"), except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2013 could result in restatement of these condensed interim financial statements.

At January 1, 2013, U308 Corp. adopted the following pronouncements: Consolidated Financial Statements ("IFRS 10"), Joint Arrangements ("IFRS 11"), Disclosure of Interests in Other Entities ("IFRS 12"), Fair Value Measurement ("IFRS 13"), Presentation of Financial Statements ("IAS 1"), Separate Financial Statements ("IAS 27"), Investments in Associates and Joint Ventures ("IAS 28") and Financial Instruments: Disclosures ("IFRS 7") as described in the Company's FY2012 financial statements as well as those policies presented below.

(i) IFRS 10 was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns.

(ii) IFRS 11 was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method.

(iii) IFRS 12 was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles.

(iv) IFRS 13 provides guidance on the measurement of fair value and related disclosures through a fair value hierarchy. Adoption of this policy did not materially impact the Company's unaudited condensed interim consolidated financial statements, however, certain new or enhanced disclosures are required.

(v) IAS 1 was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged.

(vi) IAS 27 has been reissued as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

The adoption of these policies had no material impact on the Company's unaudited condensed interim consolidated financial statements.

**Management of Capital**

U308 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, 2013, totalled \$13,267,937 (December 31, 2012 – \$14,543,245).

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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 fundraisings. 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 Company's size, is appropriate. There were no changes in our capital management approach during the period.

**Internal Controls over Financial Reporting and Disclosure Controls and Procedures**

During the nine months ended September 30, 2013, there was no change in the Company's internal controls over financial reporting and disclosure controls and procedures since reported for the year ended December 31, 2012, nor were there any significant deficiencies in the Company's internal controls identified requiring corrective actions.

The Company's management, with the participation of its CEO and CFO, has evaluated the effectiveness of the Company's internal controls over financial reporting and disclosure controls and procedures. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures and internal controls over financial reporting were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods.

The Company's management, including the CEO and the CFO, does not expect that its disclosure controls and internal controls over financial reporting will prevent or detect all errors and fraud. A cost-effective system of internal controls, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the internal controls over financial reporting are achieved.

**Share Capital**

At November 6, 2013, U3O8 Corp. had 162,427,990 issued and outstanding common shares, 18,904,764 warrants and 12,553,500 stock options outstanding, each exercisable to acquire one common share, for 193,886,254 common shares outstanding on a fully diluted basis.

**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 MD&A for the fiscal year ended December 31, 2012, on U3O8 Corp's web site at [www.u3o8corp.com](http://www.u3o8corp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com). There have been no significant changes to such risk factors since that date 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-

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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.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Forward-Looking Statements</b>	<b>Assumptions</b>	<b>Risk Factors</b>
Potential of U308 Corp's properties to contain economic deposits, to become near-term and/or low-cost producers (including the potential of the Berlin Project to generate US\$2.8 billion in revenue) (see above Highlights, Overview, Priority Exploration Projects and Summary of Quarterly Results)	<p>Availability of financing for our projects.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>NI 43-101 technical reports including assumptions in the PEA on the Berlin Deposit are correct and comprehensive.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to U308 Corp. including development of the Argentine deposit in compliance with Chubut Provincial mining law.</p> <p>Social engagement and local acceptance of our projects.</p> <p>Economic, political and industry market conditions will be favourable.</p>	<p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Variations from the technical reports including assumptions in the Berlin PEA.</p> <p>Inability to replicate laboratory and other smaller scale test results on a larger scale.</p> <p>Inability to attract and retain skilled staff.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate.</p> <p>Delays in obtaining applicable permits or unavailability of permits.</p> <p>Price volatility of uranium and related commodities impacting the economics of our projects.</p> <p>Changes in Argentina's proposed usage and availability of nuclear power.</p>
Potential to increase uranium and vanadium grades by 3-11 times at Laguna Salada by screening (see above Overview and Priority Exploration Projects)	Results from previous small scale metallurgical test work can be replicated on a larger scale.	Inability to replicate laboratory and other smaller scale test results on a larger scale.
Expected completion of a PEA on the Laguna Salada Deposit in Q4 2013 (see above Highlights, Outlook and Priority Exploration Projects)	Timing of work to be completed and the ability to retain consultants to finalize the PEA.	Delays in completing the work being undertaken by external consultants on finalizing the PEA.
Expected signing of a definitive JV agreement with Petrominera in Q4 2013 (see above Highlights, Outlook and Priority Exploration Projects)	LOI signed and advanced negotiations with the Chubut provincial mining company will be favourable.	Possibility that the JV will not be formed and terms of agreement will be acceptable to the Company.

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<b>Forward-Looking Statements</b>	<b>Assumptions</b>	<b>Risk Factors</b>
Uranium and suite of other commodities of economic interest at Berlin can be extracted using a ferric iron leach method (see above Priority Exploration Projects)	<p>Results from previous small scale metallurgical test work conducted in multiple labs can be replicated on a larger scale.</p> <p>Test results from samples from 35% of the drill hole intercepts throughout the initial resource area are appropriately representative of the whole.</p>	<p>Inability to replicate laboratory and other smaller scale test results on a larger scale.</p> <p>Test results from samples from 35% of the drill hole intercepts throughout the initial resource area prove not to be adequately representative of the whole.</p>
By-product revenues at Berlin could pay for extraction of the uranium and make Berlin a potential zero cash cost uranium producer (see above Highlights, Overview and Priority Exploration Projects)	<p>Assumptions in the Berlin PEA are correct and comprehensive.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to U308 Corp.</p> <p>Economic, political and industry market conditions will be favourable, including without limitation, the prices for applicable by-products.</p>	<p>Price volatility of uranium and other commodities associated with our deposits impacting the economics of our projects.</p> <p>Variations from the assumptions in the Berlin PEA.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Increases in costs, environmental compliance and changes in environmental, other local legislation and regulation and the political and economic climate.</p> <p>Delays in obtaining applicable permits or unavailability of permits.</p>
Potential for higher returns than as set out in the Berlin PEA (see above Outlook and Priority Exploration Projects)	<p>Incorporating results from further metallurgical test work will contribute to reducing operating costs and increasing revenue.</p> <p>Economies of scale will be realized as anticipated.</p> <p>Increases in resource estimates.</p>	<p>Possibility of incorporating metallurgical test results will not have the effect of reducing operating costs and increasing revenue.</p> <p>Inability to achieve economies of scale and increase resource estimates.</p>
Potential to expand the NI 43-101 resources on U308 Corp's existing projects and achieve its growth targets (see above Overview, Outlook and Priority Exploration Projects)	<p>Availability of financing.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>NI 43-101 technical reports are correct and comprehensive.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to U308 Corp.</p> <p>Social engagement and local acceptance of our projects.</p> <p>Economic, political and industry market conditions will be favourable.</p>	<p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Variations from the technical reports.</p> <p>Inability to attract and retain skilled staff.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate.</p> <p>Delays in obtaining applicable permits or unavailability of permits.</p> <p>Price volatility of uranium and other associated commodities impacting the economics of our projects.</p>

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<b>Forward-Looking Statements</b>	<b>Assumptions</b>	<b>Risk Factors</b>
Ability to meet working capital needs for fiscal 2013 (see above Results of Operations and Liquidity and Capital Resources)	<p>Operating and exploration activities and associated costs will be consistent with our current expectations.</p> <p>The Company will continue to operate, realize its assets and meet its liabilities in the normal course of business.</p> <p>Capital markets and financing opportunities are favourable to U3O8 Corp.</p> <p>Sale of any investments, if warranted, on acceptable terms.</p>	<p>Volatility in the capital markets impacting availability and timing of financings on acceptable terms and value and liquidity of investments may affect the Company's ability obtain funding to continue as a going concern.</p> <p>Increases in costs, environmental compliance and changes in environmental, other local legislation and regulation.</p> <p>Adjustments to currently proposed operating and exploration activities and costs.</p> <p>Price volatility of uranium and other commodities impacting sentiment for investment in the resource markets.</p>
Plans, costs, timing and capital for future exploration and development of U3O8 Corp's properties including the potential impact of complying with existing and proposed laws and regulations (see above Overview, Outlook, and Priority Exploration Projects)	<p>Availability of financing.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Operating, exploration and development costs will be consistent with our expectations.</p> <p>Ability to retain and attract skilled staff.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on acceptable terms including developing the Argentine deposit in compliance with Chubut Provincial mining law.</p> <p>Economic, political and industry market conditions will be favourable.</p>	<p>Changes in the capital markets impacting availability of future financings.</p> <p>Uncertainties involved in interpreting geological data and confirming title to acquired properties.</p> <p>Possibility of future exploration results, metallurgical test work and economic studies will not be consistent with our expectations.</p> <p>Inability to attract and retain skilled staff.</p> <p>Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate.</p> <p>Delays in obtaining applicable permits or unavailability of permits.</p> <p>Price volatility of uranium and other commodities impacting the economics of our projects.</p>
Management's outlook regarding future trends (see above Overview, Outlook, and Priority Exploration Projects)	<p>Availability of financing.</p> <p>Actual results of our exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Prices for uranium and other commodities will be favourable to U3O8 Corp.</p> <p>Government regulation in Chubut Province will support development of our Argentine deposit.</p> <p>Fundamentals of the uranium market continue to be favourable.</p>	<p>Price volatility of uranium and other commodities impacting the economics of our projects, appetite for investing in uranium equities and growth in the nuclear industry.</p> <p>Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations.</p> <p>Increases in costs, environmental compliance and changes in economic, political and industry market climate.</p>

Inherent in forward-looking statements are risks, uncertainties and other factors beyond U3O8 Corp's ability to predict or control. Please also make reference to those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the above chart is not exhaustive of the factors that may affect the forward-looking statements, and that the underlying assumptions may prove to be incorrect. 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.



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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., including its Annual Information Form for the year ended December 31, 2012, is available on SEDAR at [www.sedar.com](http://www.sedar.com).