



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**U308 CORP.**

**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015**

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## U3O8 CORP.

Management's Discussion & Analysis

Three and Nine Months Ended September 30, 2015

## Introduction

This Management's Discussion and Analysis ("MD&A") is dated November 11, 2015, unless otherwise indicated, and should be read in conjunction with the unaudited condensed interim consolidated financial statements of U3O8 Corp. ("U3O8 Corp.", "the Company") for the three and nine months ended September 30, 2015 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, 2015, 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 Financial Reporting Standards ("IFRS") for the three and nine months ended September 30, 2015. 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

The Company is firmly focused on advancing only projects that have an estimated cash cost of production in the lower quartile of the uranium industry. This focus stems from the observation that resource companies that meet this criterion are best equipped to successfully navigate through cyclical lows in the industry.

Having defined initial uranium resources in accordance with NI 43-101 guidelines on the Company's key projects in Argentina, Colombia and Guyana, two of these have been advanced through detailed preliminary economic assessment ("PEA") that show that they have potential lower quartile production costs. The PEAs showed that the economics of both the Colombian and Argentine projects are highly geared to resource size, and consequently resource growth is a priority. In the current challenging market conditions, the Company has prioritized the advancement of the Laguna Salada project in Argentina towards a pre-feasibility and/or feasibility study over the Berlin project in Colombia, based on the lower estimated capital cost ("capex") and shorter timeline to potential production of the Argentine deposit. U3O8 Corp's strategy is to advance the Berlin deposit in Colombia at a more measured pace, such that it would potentially reach production after Laguna Salada.

In Q3 2015, the Company incurred cumulative cash expenditures (excluding stock-based compensation, taxes and amortization) as follows:

- \$107,150 on the Company's Colombian operation including maintaining the exploration properties in good standing. Exploration expenditures in Colombia in Q2, 2015 were \$108,912;
- \$140,001 on the Company's Argentine operation including maintaining the exploration properties in good standing. Exploration expenditures in Argentina in Q2, 2015 were \$249,643; and
- \$191,032 in costs related to the Company's Toronto office and related listing and filing requirements. The Company's office has been down-sized and personnel have been retrenched to minimize expenses. Toronto office costs in Q2, 2015 were \$290,413.

Exploration expenditures in Q3, 2015 were \$0.2 million lower than in Q3, 2014 as a result of continued initiatives to preserve capital in the current downturn in the commodity cycle.

During Q3 of 2015, the Company renegotiated payables with key stakeholders, resulting in a \$730,545 reduction of payables that are itemized as follows:

- In Colombia, reductions included one-time retrenchment costs of \$11,890 paid in cash and \$73,000 paid in shares.
- In Argentina, shares were issued for certain legal and consulting fees payable for cash of \$4,972 and shares to a value of \$118,094. Partial payment was made against outstanding salaries for cash of \$14,159



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and shares to a value of \$103,000. Local management in Argentina also wrote down \$47,226 in salary owing.

- In Toronto, the Board wrote off \$132,000 owing and has waived directors' fees on a go-forward basis until conditions in the resource sector improve. Management waived \$217,225 in salaries owed and received cash of \$13,084 and shares to a value of \$40,000. The Chief Executive Officer's ("CEO") took a 45% salary cut, retroactive to January 1, 2015, in Q3, 2015.

At September 30, 2015, the Company had \$125,290 in cash and cash equivalents, mostly held with major Canadian chartered banks (December 31, 2014: \$136,611) and a working capital deficit of \$957,356. At December 31, 2014, the Company had a working capital deficit of \$1,105,434.

A private placement was undertaken subsequent to the quarter-end for gross proceeds of \$622,625 from the issuance of 24,905,000 units at \$0.025 per unit.

Cash has been conserved by confining exploration activities to the Argentine project and continued implementation of company-wide cost-cutting measures. U308 Corp. is also pursuing multiple strategic partnerships and investment options to provide funding through which its projects could be advanced towards production. Further financings will be required to develop the Company's properties, to meet ongoing obligations and discharge liabilities in the normal course of business. Materially all of the Company's exploration activities are discretionary and therefore, there is some flexibility in the pace and timing of development of the properties. Expenditures may be adjusted, limited or deferred subject to available capital resources and the Company's potential to raise funds.

## Overview

U308 Corp. is a Toronto-based exploration company focused on exploration and development of uranium resources and related minerals in South America. The Company's principal assets are the Laguna Salada Project in Argentina, the Berlin Project in Colombia on which PEAs have shown lower quartile cash cost of production potential. A third asset is the Kurupung Project in Guyana on which an initial resource has been defined in accordance with NI43-101 guidelines, but which has not had a PEA undertaken. To date, the Company has not earned any revenues from its exploration for uranium and related minerals.

### Mineral Resources<sup>1</sup>

U308 Corp. has initial resources prepared in compliance with NI 43-101 in Argentina, Colombia and Guyana:

Project	Mineral 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)
Laguna Salada* (Argentina)	Indicated	47.3	60ppm	550ppm	--	6.3	57.1	--
	Inferred	20.8	85ppm	590ppm	--	3.8	26.9	--
Berlin Project (Colombia)	Indicated	0.6	0.11%	0.4%	8.4%	1.5	6.0	0.05
	Inferred	8.1	0.11%	0.5%	9.3%	19.9	91.0	0.8
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 by 11 times in the Guanaco sector of the deposit and by seven times in the Lago Seco area, by scrubbing and screening. This would lead to uranium head grades of 850-870ppm 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.

<sup>1</sup> Laguna Salada – see May 20, 2011: "Laguna Salada Project, Chubut Province, Argentina, NI 43-101 Technical Report on Laguna Salada: Initial Resource Estimate". Berlin Project – see March 2, 2012: "Berlin Project, Colombia – National Instrument NI 43-101 Report". Kurupung Project – See June 26, 2012: "Technical Review and Mineral Resource Estimates of the Aricheng C and Aricheng West Structures, Kurupung Uranium Project, Mazaruni District, Guyana for U308 Corp."

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### Exploration Projects

U308 Corp. has exploration concessions in Argentina, Colombia and Guyana in South America. The three most advanced projects with the potential to add further resources in the short-term are the:

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

The Company also has a 39.8% interest in an early-stage investee company, South American Silica Corp. ("SAS") that has exploration properties that offer grassroots potential for frac sand in southern South America.

Other than discussed elsewhere, there has been no material change in the general trends affecting the Company to those discussed under "Trends" in U308 Corp's MD&A for the year ended December 31, 2014, available at [www.u308corp.com](http://www.u308corp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

### Outlook

U308 Corp's uranium assets in South America comprise resources prepared in accordance with NI 43-101 in Argentina, Colombia and Guyana. In these challenging commodity markets, the Company believes that the most efficient use of available funds is to advance the Laguna Salada Deposit as a potential low production-cost project for development in a relatively short timeframe while minimizing expenditure on the other projects until capital is available on less dilutive terms than are available at present. Since mineralization in the three deposits is open, there is considerable resource growth potential that may be realized through infill drilling and trenching. In addition, the PEAs completed on the Colombian and Argentine deposits identified areas in which further test work may lead to efficiencies that could reduce capex and/or operating cost ("opex").

1. **Laguna Salada Project, Argentina<sup>2</sup>** – Results of the PEA (submitted in September, 2014) on the initial uranium-vanadium resource shows that Laguna Salada has the potential to produce uranium at a low cash-cost of production of \$21.62 per pound ("lb") net of a vanadium by-product credit, and including a 3% NSR payable to the State. At a uranium price of US\$60/lb, the project would have a 2½ year payback period. The PEA shows that the project's economics are positively geared to resource size and therefore, a priority for the project is resource expansion through infill trenching of targets that have potential for 10-15 million pounds ("Mlb") of uranium. The exploration areas with prime resource potential are:
  - i. The La Susana area that lies immediately adjacent to, and southeast of, Laguna Salada. The style and tenor of mineralization is similar to that of the Laguna Salada resource, and hence La Susana is interpreted to be an extension of the deposit;
  - ii. The La Rosada area that is located 30 kilometres ("km") north of Laguna Salada, and contains mineralization that has an average grade that is 30 times that of Laguna Salada; and
  - iii. The three concessions that belong to the provincial resource company, on which the U308 Corp. has a joint venture ("JV") option agreement. The Laguna Salada Deposit is open onto one of the provincial resource company's concessions.

Next steps would also include trial mining and pilot plant test work in which the mineralized gravel would be beneficiated by scrubbing and screening followed by alkaline leach of its fine-grained silty component. This test work would be designed to generate more precise mining and beneficiation cost estimates for inclusion in future economic studies of the deposit.

<sup>2</sup> *Laguna Salada Project – Based on exploration results of other mineralized areas, there is an additional exploration target of 56-113 million tonnes ("Mt") at 50ppm to 60ppm U<sub>3</sub>O<sub>8</sub> (10-15Mlb) identified in the district to date. See press releases dated December 4, 2013 and November 12, 2013. Potential quantity and grades are conceptual in nature. There has been insufficient exploration to define a mineral resource beyond the current resource. It is uncertain if further exploration will result in additional mineral resources being delineated in the region. See also "Overview – Mineral Resources" and notes 1 and 2 above.*



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2. **Berlin Project, Colombia**<sup>3</sup> – a resource of uranium, phosphate, vanadium, nickel, molybdenum, zinc and rare earths (yttrium and neodymium) has been defined on the southern third of a 10.5km mineralized trend at Berlin. A PEA that was submitted in January, 2013, shows that by-product revenues could pay for extraction of the uranium – making Berlin a potentially very low cash-cost uranium producer. Drill intercepts and trench results from the 7.5km of the trend that lies outside of the resource are indicative of an additional 50-55Mlb of uranium potential. There is potential, therefore, for the Berlin Deposit to contain 70-75Mlbs of uranium. The most efficient use of cash at this stage of development of the Berlin Project would be testing of specific metallurgical processes that, if positive, could lead to optimization of the plant design and enhancement of the project's economics. Further drilling and associated potential resource expansion will be held off until market conditions improve.
3. **Kurupung Project, Guyana**<sup>4</sup> – The current Kurupung resource was defined on four vein-breccias. Scout drilling on six other vein breccias show that they contain consistent mineralization, and are primed for infill drilling to an intercept spacing that is appropriate for resource estimation. In addition, field work has identified other compelling targets that warrant scout drilling. Further work on the project has been postponed until funding is available and the status of the mineral concessions is confirmed. Negotiations are underway with the new government in Guyana on a potential reduction in concession fees that are outstanding at this time.

At September 30, 2015, U308 Corp. had \$125,290 in cash. Gross proceeds of \$622,625 were raised in a non-brokered private placement subsequent to quarter-end. Additional funds will be required to further advance the Company's lead projects. There is no assurance that these funds can be raised upon terms acceptable to the Company, or at all.

U308 Corp's performance is likely to be tied to:

- Advancing the Laguna Salada Deposit towards production on the back of pilot plant test work and potential resource expansion;
- Potential uranium price increases;
- Positive economic developments in, and improved investor perceptions of, Argentina after a new government is installed in December, 2015;
- Results of further metallurgical test work on a bulk sample from the Berlin Project that has the potential to simplify the flow sheet and lower associated opex and capex.

Management believes the financial estimates made in the PEAs on the Laguna Salada and Berlin deposits provide shareholders with a reliable and independent means of valuing the projects and the Company. It is important to note that the PEAs on the Laguna Salada and Berlin deposits form part of a transparent, stepwise process in which the Company's first priority was to confirm potential for lower quartile cash-costs of production. Having achieved that goal through independent assessment, the second step is to increase the size of the resources, thereby potentially strengthening other economic metrics such as net present value ("NPV") and internal rate of return ("IRR") towards positioning these projects for potential production.

Please note that there is no guarantee that the capex, opex and cash flow modeled in the PEAs on the Berlin and Laguna Salada deposits will be achieved (see section "Caution Regarding Forward-Looking Statements").

<sup>3</sup> Berlin Project – Based on exploration of other mineralized areas, there is an additional exploration target of 20-27Mt at 0.09% to 0.11% U<sub>3</sub>O<sub>8</sub> (50-55Mlb) on the remaining 7.5km of the trend – see September 20, 2012 press release. 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. See also "Overview – Mineral Resources" and notes 1 and 2 above.

<sup>4</sup> Kurupung Project – See "Overview – Mineral Resources" and note 2 above.

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## Priority Exploration Projects

### Laguna Salada Project, Argentina<sup>5</sup>

The Laguna Salada Project is a near-surface, free-digging deposit located in Chubut Province, Argentina. The current mining law in the Province does not allow open pit mining or the use of cyanide. The continuous surface mining method detailed in the Laguna Salada PEA would see no open excavation left after mining. Cyanide is also not used in the processing of the mineralized material and therefore, the mining and processing methods contemplated for Laguna Salada are considered by Management to be in compliance with current mining law in Chubut Province.

U308 Corp. has reported an initial uranium resource, defined in compliance with NI 43-101, of 6.3Mlbs (47 million tonnes ("Mt") of mineralized material at a grade of 60ppm U<sub>3</sub>O<sub>8</sub>) in the Indicated category and 3.8Mlbs (21Mt of mineralized material at a grade of 85ppm U<sub>3</sub>O<sub>8</sub>) Inferred. The key to this extremely low-grade deposit is the extent to which beneficiation – the removal of pebbles from the finer grained component of the gravel – concentrates the uranium.

A vanadium resource, defined in compliance with NI 43-101, of 57Mlbs (47Mt of mineralized material at a grade of 550ppm V<sub>2</sub>O<sub>5</sub>) is categorized as Indicated and 27Mlbs (21Mt of mineralized material at a grade of 590ppm V<sub>2</sub>O<sub>5</sub>) as Inferred.

Mineralization at Laguna Salada lies in a layer that averages 0.95 metres ("m") thick located within 3m of the surface of flat-topped mesas. The uranium-vanadium occurs in soft, unconsolidated sandy gravel that requires no blasting or crushing. The PEA undertaken on the project modelled mining by continuous surface miners that would cut a 20-30 centimetre layer of unconsolidated gravel with each pass along a trench. Gravel cut from the leading edge of the trench would be loaded by conveyor belt and transported a short distance by 50-tonne truck-trailers to mobile beneficiation units where the gravel would be scrubbed and screened with water to separate the pebbles and coarse sand from the fine-grained silty material. Approximately 90% of the damp gravel would be immediately returned to the trailing edge of the trench where it would be reshaped to the land's original topography and replanted with indigenous flora that would have been removed prior to mining at the leading edge of the trench. Reclamation would, therefore, be in tandem with mining and would continue throughout the life of the mine at the same pace as mining proceeded. This technique ensures that after mining, there would be little evidence that mining had occurred.

Extensive test work shows that beneficiation results in approximately 82% of the gravel's uranium and 33% of its vanadium concentrated in the silt, to the extent that the uranium grade of the silt derived from the Guanaco sector of the deposit is consistently 11 times higher than in the raw gravel, and in the Lago Seco sector, it is consistently seven times higher than in the original gravel. Beneficiation would result in an average head grade of approximately 850-870ppm U<sub>3</sub>O<sub>8</sub> – similar to the mill feed grade of operating surficial uranium deposits elsewhere in the world.

Vanadium in the Laguna Salada gravels occurs in two forms: in the uranium bearing mineral, and this vanadium can be extracted with the uranium in the alkaline leach process; and in heavy minerals in which vanadium is refractory in the alkaline leach process and therefore cannot be extracted economically. The principal reagents used in alkaline leach are washing soda and baking soda and optimal leach conditions are at a temperature of 80°C. The overall recovery of uranium, from initial mining to final extraction, is 78%, yielding 6.4Mlbs of yellowcake (uranium oxide) recovered over the 10-year mine life. Overall vanadium extraction is 14%, yielding 10Mlbs of vanadium pentoxide (redcake) recovered over the mine life.

The Laguna Salada PEA estimates a life-of-mine ("LOM") cash-cost of US\$21.62/lb of uranium, net of a vanadium by-product credit. These data suggest that Laguna Salada would potentially be competitive with low-cost uranium deposits in the Athabasca Basin and *in-situ* recovery ("ISR") operations worldwide. Due to the shallow, flat-lying nature of the Laguna Salada Deposit, the current mine design allows for production to start in the higher grade core of the deposit where the initial cash-cost of production is estimated to be US\$11.66 in year one, gradually rising to US\$41.10 in year 10, for an average of US\$16.14 during the 2½-year payback period. Capex of US\$136 million includes a US\$22 million contingency (20%) and US\$3.3 million in sustaining capital for the life of mine. The economic model was based on a US\$60/lb uranium price and US\$5.50/lb for vanadium to yield a projected pre-tax NPV<sub>7.5%</sub> of US\$55 million with an IRR of 24% (post-tax NPV<sub>7.5%</sub> of US\$22 million and IRR of 14%). The PEA shows

<sup>5</sup> Laguna Salada Project – See notes 1, 2 and 3 above.

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that project's economics could be further enhanced by increasing the size of the resource, combined with a larger processing plant with a greater throughput.

The immediate goal is to expand the current resource into the adjoining La Susana area and the provincial mining company's property, as well as in the La Rosada prospect in the northern part of the concession area. An estimated exploration budget of US\$1.8 million would be required to establish resources in these new areas. The PEA also recommends that the project be advanced to pre-feasibility study with associated on-site pilot plant test work to provide precise estimates of mining and processing costs. This test work is budgeted at US\$2.6 million. A further US\$4.1 million would be required for permitting, infill trenching and drilling to upgrade a 20Mlb exploration target to the Indicated category and to complete a feasibility study. In total, therefore, a budget of US\$8.5 million would ready the Laguna Salada Project for a decision as to whether to seek financing for mine construction.

Subsequent to completion of the PEA, U3O8 Corp. signed an exploration agreement with Petrominera, the provincial mining company in Chubut, in April 2015. The agreement provides the Company with an option to explore and define resources and reserves on the Province's three concessions that adjoin the Laguna Salada Project. Should U3O8 Corp. elect to form a JV, Petrominera's percentage participation would be calculated as the ratio of reserves located on Petrominera's concessions to those on U3O8 Corp's concessions. The addition of the province's concessions would increase the resource growth potential of the larger Laguna Salada Project. Petrominera's concessions are considered by Management to contain an exploration target of 10-15Mlb<sup>6</sup> of uranium.

The option to form a JV is an important milestone for U3O8 Corp. since, not only does it provide additional resource growth potential, but it provides a strong partner as Laguna Salada advances toward production in a country that is seeking local uranium supply to reduce its reliance on imported fuel for its expanding nuclear reactor fleet. As one of the most advanced uranium projects in Argentina, Laguna Salada is well placed to benefit from plans to double nuclear capacity to provide approximately 18% of Argentina's electricity requirement by 2025. Argentina's third reactor reached full power in February 2015 and nuclear now generates about 10% of the country's electricity output. Recent agreements with China and Russia to fund the construction of, and build, three new nuclear reactors underscore the growing need for domestic uranium production. In addition, nuclear co-operation agreements with China, South Korea, India, Russia, Brazil, the UAE and Saudi Arabia open potential export markets for Argentine uranium.

### Berlin Project, Colombia

The Berlin Project is located in Caldas Province of central Colombia. The deposit was discovered by a French company, Minatome, and was explored between 1978 and 1981, immediately prior to the company being nationalized by the French government. Minatome made a historic (non-compliant to NI 43-101) resource estimate<sup>7</sup> of 38Mlb U<sub>3</sub>O<sub>8</sub> on the southern 4.4km of a 10.5km long mineralized trend. Historic work did not include estimates for commodities other than uranium. The maximum altitude of the Berlin Project is 1,400m, well below the Páramo 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 in an area of good infrastructure. A 395 megawatt hydroelectric facility lies 12km from the project and would augment the power planned to be generated by heat capture from the plant design that was incorporated into the PEA. A principal highway, a major river that is navigable by barge to the Caribbean Sea and a railway line that the Government has reportedly prioritized for refurbishment, lie 60km east of the project.

U3O8 Corp. undertook an intensive exploration program to delineate a maiden resource in compliance with NI 43-101 of uranium, phosphate, nickel, vanadium, molybdenum, zinc and the rare earth elements, neodymium and yttrium, in the southern 3km of the mineralized unit. 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. Results of this drilling, along with trench results showing that mineralization extends into the northern part of the trend, are interpreted to indicate that there is an exploration target of approximately 50-55Mlb of uranium adjacent to the

<sup>6</sup> Laguna Salada Project – see note 3 on page 4.

<sup>7</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 2 on page 3.

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current resource<sup>8</sup>. Drill intercepts show excellent geological continuity with the mineralization consistently hosted by a specific limestone-sandstone unit in both the exploration and resource areas. Further drilling would be required to convert exploration potential of the adjacent area into resources along the whole 10.5km mineralized trend.

Mining would be by underground methods via a decline with a crusher located in an underground chamber for dust control. Mineralized rock would be crushed to 100 micrometres before being slurried and pumped to the processing plant.

Extensive metallurgical test work conducted by two independent, reputable labs shows that the uranium and associated suite of commodities of economic interest at Berlin can be efficiently and effectively extracted using a ferric leach. While metallurgical test work from 10% of bore hole intercepts would be considered representative, management took a conservative approach in subjecting ~35% of the bore hole intercepts from throughout the initial resource area to testing. A complete flow sheet designed specifically for the characteristics of the Berlin material includes a case for crushing followed by beneficiation, leaching and recovery the various commodities. The flow sheet is detailed and priced on item by item basis in the 2013 Berlin PEA.

The PEA on the Berlin Deposit shows that revenue from the associated by-products is projected to cover the cost of mining and extracting the uranium. Based on a US\$60/lb uranium price, the PEA valued Berlin at a pre-tax NPV<sub>7.5%</sub> of US\$338 million with a 19% IRR (post-tax NPV<sub>7.5%</sub> of US\$198 million and IRR of 15%). The financial model estimates an initial capital investment of US\$360 million plus an additional US\$40 million in sustaining capital and a US\$41 million contingency. The operation as envisaged in the PEA, would produce an average of 1.2Mlb of uranium annually over a 15-year mine life. Berlin is expected to generate US\$2.8 billion in revenue with operating cash flow of US\$982. Revenue generated by commodity is estimated to be as follows: uranium (35%), phosphoric acid (31%), nickel (15%), vanadium (9%), yttrium (6%) and molybdenum, neodymium and zinc (4%).

The Berlin PEA indicates robust economics despite the study being done on part of what is potentially a much larger deposit. There is a strong possibility that the flow sheet will be simplified as a result of test work that was completed subsequent to the submission of the PEA. The objective of adopting these design changes would be to lower both capex and opex, which should result in further strengthening of the economics of the project. In addition, an increase in the size of the resource through further exploration drilling is likely to result in economies of scale that should also reduce opex.

## Kurupung Project, Guyana

U308 Corp's exploration drilling has shown that the Kurupung uranium district contains a classic example of an albitite-hosted deposit. These deposits elsewhere in the world tend to be large, relatively low grade deposits in which uranium is concentrated in shoots within vein-breccias. These deposits typically contain 60-130Mlb of uranium at grades of 0.06% to 0.10% U<sub>3</sub>O<sub>8</sub>, contained in multiple vein-breccias<sup>9</sup>.

Field evidence suggests that uranium in the Aricheng area consists of a large system of linked vein-breccias in which ten structures have been shown to contain consistent uranium mineralization, and the current resource estimate for the Kurupung project is based on tight-spaced drilling of only four of these structures. Soil geochemistry, combined with geophysical (magnertic) data, defines additional targets that warrant scout drilling. Some of these anomalies have an Iron Oxide Copper Gold (IOCG) affinity that should be investigated in due course.

Average uranium recovery of 82% was achieved using acid leach in initial metallurgical test work on hard-rock material from the Kurupung. Further exploration and metallurgical testing have been deferred until the financial markets improve.

<sup>8</sup> Berlin Deposit – See note 4 on page 4.

<sup>9</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.





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### Grassroots Exploration

While the priority remains on U3O8 Corp's lead uranium projects in Argentina, Colombia and Guyana as discussed above, the Company has other uranium projects with known mineralization that require further exploration in due course.

South American Silica Corp. ("SAS") is 39% owned by U3O8 Corp. and is focused on the identification and acquisition of frac sand deposits in South America, principally within reasonable delivery distance of the massive Vaca Muerta hydrocarbon-bearing shale formation of the Neuquen Basin in Argentina, as well as deposits that are in close proximity to deepwater ports for potential export. SAS has assembled a strong property portfolio in Uruguay, Brazil and Argentina that is well located relative to existing infrastructure and access to deep water ports. Initial test results show that the sands have the technical characteristics required for use as frac sands.

### Technical Disclosure

Dr. Richard Spencer, President and CEO of the Company, is a "qualified person" as defined by NI 43-101. Dr. Spencer has supervised the preparation of, and approved, all technical information contained in this MD&A related to the Company's projects in South America.

### Summary of Quarterly Results

The following quarterly results for the eight most recent quarters have been prepared in accordance with IFRS.

Three Months Ended (*)	Net Loss (\$)	Basic and Diluted Loss Per Share (\$)
2015-September 30	(50,083)	(0.00)
2015-June 30	(738,680)	(0.00)
2015-March 31	(731,716)	(0.00)
2014-December 31	(3,226,562)	(0.01)
2014-September 30	(1,034,716)	(0.01)
2014-June 30	(606,328)	(0.00)
2014-March 31	(893,568)	(0.01)
2013-December 31	(1,103,475)	(0.01)

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

U3O8 Corp. is an uranium exploration company focused on identifying deposits with low production-cost potential and advancing these selectively towards production. At this stage in the development of the Company, commodity market cyclicity has no direct impact on its results, but does seriously impact market sentiment and therefore the Company's ability to raise capital to advance the projects that have low production cost potential.

Expenditures in 2015 have declined from 2014 levels. The majority of expenditure in 2014 was focused on completion of the PEA on the Laguna Salada Project. Thereafter expenditure on all projects was reduced to conserve cash. One anomaly in the cost-cutting drive was the greater loss in Q4 2014, which was related to an extraordinary item – the non-cash write-off of \$1,928,571 in the Company's non-core investment in Minexco as well as \$92,892 in related receivables deemed to be uncollectable. Q2 2015 expenditures included a \$179,905 (US\$150,000) option payment to the Chubut provincial mining company related to the Company's JV option agreement on the larger Laguna Salada Project. There were two extraordinary items in Q3 2015: the Company's Board and Management waived fees owed to them in the amount of \$396,451 and the Company issued shares for debt for a total of \$334,094. The Company's focus remains on cost-cutting, maintaining the Company's concessions in good standing and doing specific work required to advance the Laguna Salada Project towards a feasibility study in a cost-effective manner.

**U308 CORP.**

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## Results of Operations for the Three and Nine Months Ended September 30, 2015

For Q3 2015, U308 Corp's net loss was \$50,083 or \$0.00 loss per share (Q3 2014 – net loss of \$1,034,716 or \$0.01 loss per share). Efforts to contain and reduce spending, combined with a \$396,451 gain on debt forgiveness, is responsible for most of the change. For the nine months ended September 30, 2015, the net loss was \$1,520,479 or \$0.01 loss per share (nine months 2014 – net loss of \$2,534,612 or \$0.01 loss per share). The decrease in net loss in 2015 year-to-date compared with the same period in 2014 was principally due to limited exploration being done after the completion of the PEAs on the Berlin and Laguna Salada deposits, as well as the loan forgiveness.

Cash exploration expenses in Colombia (excluding stock-based compensation, severance, taxes and amortization) declined to \$107,150 in Q3 2015 and \$326,562 for YTD to September 30, 2015 compared with the same periods in 2014 (Q3 2014 – \$133,919; YTD to September 30, 2014 – \$436,978). This lower level of exploration spending in both periods is a result of severe cost-cutting to conserve cash.

Argentina cash exploration expenses (excluding stock-based compensation and amortization) declined to \$140,001 in Q3 2015 and \$560,216 in YTD to September 30, 2015 compared with the same periods in 2014 (Q3 2014 – \$216,895; YTD to September 30, 2014 – \$913,570). Exploration work continued to be minimized in 2015 with the Laguna Salada PEA having been completed in Q3 2014.

In Guyana, cash exploration expenses (excluding stock-based compensation, amortization and retrenchment costs) were \$(406) in Q3 2015 and \$21,550 on a year-to-date basis (Q3 2014 – \$63,065; year to September 30, 2014 – \$160,821) as exploration was put on hold and administrative operations were closed to conserve cash.

A breakdown of exploration expenditures on U308 Corp's lead projects in Colombia, Argentina and Guyana for the nine months ended September 30, 2015 and 2014 is set forth below:

Nine Months Ended September 30, 2015	Berlin Project Colombia	Laguna Salada Project Argentina	Kurupung Project Guyana	Total
Administrative expense	\$ 119,076	\$ 99,760	\$ 16,550	\$ 235,386
Salaries and benefits	96,677	175,370	-	272,047
<b>Total location costs</b>	<b>215,753</b>	<b>275,130</b>	<b>16,550</b>	<b>507,733</b>
<b>Total field costs</b>	<b>110,809</b>	<b>285,087</b>	<b>5,000</b>	<b>400,896</b>
Stock-based compensation	35,391	29,029	2,039	66,459
Amortization	55,450	42,738	55,173	153,361
<b>Total</b>	<b>\$ 417,403</b>	<b>\$ 631,983</b>	<b>\$ 78,762</b>	<b>\$ 1,128,149</b>

Nine Months Ended September 30, 2014	Berlin Project Colombia	Laguna Salada Project Argentina	Kurupung Project Guyana	Total
Administrative expense	\$155,688	\$197,701	\$ 27,274	\$380,663
Salaries and benefits	130,715	253,681	57,919	442,315
<b>Total location costs</b>	<b>286,403</b>	<b>451,382</b>	<b>85,193</b>	<b>822,391</b>
<b>Total field costs</b>	<b>150,575</b>	<b>462,188</b>	<b>75,628</b>	<b>688,391</b>
Severance	-	-	31,089	31,089
Stock-based compensation	4,999	232	1,035	6,266
Amortization	67,810	50,992	74,749	193,551
Gain on disposal	-	-	(14,291)	(14,291)
<b>Total</b>	<b>\$ 509,787</b>	<b>\$ 964,794</b>	<b>\$ 253,403</b>	<b>\$1,727,984</b>

**U3O8 CORP.****Management's Discussion & Analysis****Three and Nine Months Ended September 30, 2015**

General and administrative ("G&A") expenses declined to \$212,409 in Q3 2015 and to \$917,120 year-to-date (Q3 2014 – \$446,826; year to September 30, 2014 – \$1,730,393) due to ongoing cost-cutting measures and lower professional fees as the agreement with the Chubut provincial company was concluded in April 2015.

Foreign exchange gains of \$77,765 in Q3 2015 and \$170,939 for the nine month period to September 30 2015 respectively (Q3 2015 – gain of \$57,074; year to September 30 2014 – loss of \$23,565) were due mostly to Argentine and Colombia peso declines against the US Dollar. Interest income amounted to \$589 in Q3 2015 and \$1,332 for the year to September 30 respectively (Q3 2014 – \$7,798; year to September 30 2014 – \$60,938).

From U3O8 Corp's 38.9% equity share of SAS, a \$4,921 loss was reported in Q3 2015 and one of \$43,932, YTD (Q3 2014 – loss of \$165,258; YTD September 30, 2014 – loss of \$237,100). The Q3 2015 loss reflected the care and maintenance mode of SAS as a result of oil price weakness negatively impacting production drilling and associated frac sand demand. SAS is focused on pursuing funding options to support resource definition on key properties.

During the nine month period ended September 30, 2014, a gain of \$760,000 on transfer of the Carina frac sand concessions to SAS was recognized, reflecting the valuation of the SAS shares received as consideration by the Company. 2014 year-to-date included \$316,362 in deferred tax recoveries that resulted from expired warrants in Q1 2014.

## **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, energy storage (battery) industry and fertilizer for agriculture. 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 support planned exploration programs, to fund any further development activities and to meet ongoing obligations.

At September 30, 2015, total cash was \$125,290 (December 31, 2014 – \$136,611) and there was a working capital deficit of \$957,356 (December 31, 2014 – working capital deficit of \$1,105,434). In Q3 2015, U3O8 Corp. raised gross proceeds of \$165,000 through the issuance of 5,500,000 units via a private placement. In Q2 2015, the Company entered into an unsecured promissory note for US\$150,000 (approximately \$200,175) with a company controlled by a director of the Company to fund working capital needs. The promissory note incurs interest at a rate of 7.5% per annum with principal and interest to be repaid on a best effort basis.

Subsequent to quarter-end, the Company undertook a private placement in which 24,905,000 units were issued at \$0.025 per unit, raising gross proceeds of \$622,625. Each unit comprised one common share and one warrant, which is exercisable into an additional common share at \$0.035 per share until November 3, 2018.

At Q3 2015, accounts payable and accrued liabilities were \$987,103 (December 31, 2014 – \$1,338,474) with activities continuing to be limited mainly to the priority project in Argentina. In Q3, 2015, \$396,451 in salaries and fees in the Company's payables were waived and written down. In addition, \$334,094 of accounts payable were paid in shares. No further cash fees will be paid to directors until financial conditions improve and the CEO's salary has been reduced 45% effective retroactively to January 1, 2015.

As of the date of this MD&A, U3O8 Corp. had 265,908,127 issued and outstanding common shares, 98,531,241 warrants and 14,976,000 stock options. The full exercise of all warrants and options could raise approximately \$11.3 million. Since the exercise price of the warrants and options is higher than the current share price, there is no expectation that these securities will be exercised until the Company's share price appreciates significantly or the warrants are re-priced.

Since its 2014 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.

U3O8 Corp's 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 whereby the demand loan attracts an interest rate of 7.5%. The Company's liquidity risk with financial instruments is minimal as excess cash is



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held with major Canadian chartered banks. In addition, accounts receivable are composed mainly of federal Harmonized Sales Tax (Canada) recoveries and deposits with service providers.

While the Company has been able to raise funds as needed, 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.

In order to achieve long-term success, the Company must move toward operational cash flow, which is dependent upon the development of economically recoverable reserves and the funding required to bring those reserves into production. Currently, materially all of the Company's exploration activities are discretionary and therefore there is some flexibility in terms of the pace and timing of exploration and development expenditure. The Company is continuing with cost-containment initiatives and is focusing its expenditure on items that are essential to sustaining its material properties. However, U3O8 Corp. will require additional funds from equity sources to meet current liabilities, maintain momentum on its lead projects and to complete the development of its priority projects. The Company is currently pursuing various near-term and longer-term financing options including discussions with potential strategic investors and JV partners. There is no assurance that the funds required to advance the priority projects to production or to consummation of a JV or other business arrangement, can be raised upon terms acceptable to the Company, or at all under the current, challenging market conditions. 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.

## 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	
	2015	2014	2015	2014
John Ross <sup>(i)</sup>	\$ 15,000	\$ 15,000	\$ 45,000	\$ 45,000

- (i) Fees to U3O8 Corp's Chief Financial Officer ("CFO"). At September 30, 2015, the CFO was owed \$31,950 (December 31, 2014 – \$5,650), were included in accounts payable and accrued liabilities.

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

	Three Months Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Salaries and benefits <sup>(i)</sup>	\$ 19,355	\$ 84,935	\$ 189,223	\$ 254,803
Stock-based compensation	\$ 17,517	\$ 32,790	\$ 75,686	\$ 132,167
<b>Total</b>	<b>\$ 36,872</b>	<b>\$ 117,725</b>	<b>\$ 264,909</b>	<b>\$ 386,970</b>

Included in salaries and benefits are director fees. Members of 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. At September 30, 2015, directors of the Company were owed \$nil (December 31, 2014, directors of the Company were owed \$88,000). In addition, the CEO of the Company was owed \$31,168 (December 31, 2014 - \$88,000). During Q3, 2015, directors waived fees owing to them of \$132,000 and their motion not to accrue further fees until the resource market is more buoyant was accepted. Salary owed to the CEO of \$217,225 was waived in the period ended September 30, 2015. No further cash fees will be paid to directors until financial conditions improve. In addition the CEO's salary has been reduced 45% effective retroactively to January 1, 2015.

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On March 1, 2014, the Company entered into a management services agreement with SAS whereby SAS pays the Company a monthly fee of \$7,000 for shared office facilities and employee costs. The Company owns 38.9% of SAS which makes SAS a related party. As of September 30, 2015, SAS owed \$69,822 (December 31, 2014 – \$22,312) to the Company and this amount was included in amounts receivable and other assets. As of September 30, 2015, the Company and SAS have suspended this agreement until further notice.

As of September 30, 2015, 16,925,037 common shares of U308 Corp. (7.0% of shares outstanding), were held by Dr. Keith Barron, a director of the Company. The remaining 93.0% of the outstanding shares of the Company were widely held, except for 4,593,251 shares held by the other directors and officers of the Company. These holdings can change at any time at the discretion of the owner. Dr. Keith Barron subscribed to a further 9,720,000 shares in the private placement which closed subsequent to September 30, 2015, which increased his holding to 10% of shares outstanding.

**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**

The Company is in discussions with other parties about potential business opportunities and JVs, but none of these discussions are at an advanced stage to the extent that they are considered to be of a material nature.

**Change in Accounting Policies**

During the nine months ended September 30, 2015, 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, 2014, 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, 2015 could result in restatement of these condensed interim financial statements.

IFRS 9 – Financial Instruments ("IFRS 9") was issued in final form in July 2014 by the IASB and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes requirements relating to a new hedge accounting model, which represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

**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, 2015, totalled \$9,870,248 (December 31, 2014 – \$10,677,497).

Capital management follows a process whereby a budget prepared by Management is reviewed by the Board of Directors. After analysis, a consensus view is arrived at that balances the advancement of the Company's projects with available funds and funds planned to be raised from private placements or through other means.

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The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Section 710 of the TSX Company Manual which requires adequate working capital or financial resources such that, in the opinion of TSX, the listed issuer will be able to continue as a going concern. TSX will consider, among other things, the listed issuer's ability to meet its obligations as they come due, as well as its working capital position, quick asset position, total assets, capitalization, cash flow and earnings as well as accountants' or auditors' disclosures in financial statements regarding the listed issuer's ability to continue as a going concern. As of September 30, 2015, the Company may not be compliant with this TSX requirement. The impact of this violation is not known and is ultimately dependent on the discretion of the TSX. See "Risk Factors" below.

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 the Company's capital management approach during the period.

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

There were no significant changes in the Company's internal controls over financial reporting and disclosure controls and procedures subsequent to the date the CEO and CFO evaluated such internal controls as of December 31, 2014, 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 11, 2015, U308 Corp. had 265,908,127 issued and outstanding common shares, 98,531,241 warrants and 14,976,000 stock options outstanding, each exercisable to acquire one common share, for 379,415,368 common shares outstanding on a fully diluted basis.

**Diversity Policy**

In accordance with items 10-15 of Form 58-101F1 *Corporate Governance Disclosure*, the Company's gender diversity practices are discussed below.

***Policies Regarding the Representation of Women on the Board***

The members of U308 Corp's Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and experiences. The Board considers merit as the key requirement for board appointments. The Corporation has not adopted a written diversity policy and has sought to attract and maintain diversity at the Board level informally through the recruitment efforts of Management in discussion with directors prior to proposing nominees to the Compensation, Corporate Governance and Nominating Committee (the "Corporate Governance Committee") and to the Board as a whole for consideration.

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***Consideration of the Representation of Women on the Board and in Executive Officer Appointments***

In identifying suitable Board nominees or in selecting and assessing candidates for executive positions, candidates will be considered on merit against objective criteria regarding business experience, skill sets, competencies, technical expertise, sector specific knowledge and with due regard for the benefit of diversity including the level of representation of women in these capacities. As the need for new directors or executive officers arises, the Corporate Governance Committee assesses candidates on the basis of industry experience and business acumen with specific knowledge of mineral exploration and development or other areas (such as finance, South American market experience) as required at that particular time by the Corporation, the Board and its committees. Board candidates are also evaluated against the area of expertise of existing members so that new appointments may contribute to expanding the Board's breadth of experience.

***Company's Targets for Women on the Board and in Executive Officer Positions***

Presently, none of the Corporation's directors are female. One of the seven (14%) executive officers of the Corporation and of its major subsidiaries is female. Diversity including gender, age, nationality, cultural and educational background, business knowledge and other experience, are among the factors that the Corporate Governance Committee considers in identifying and selecting candidates for the Board and executive positions. For example, with the majority of the Corporation's operations located in South America, four of the six (67%) executive officers are South American, as is one of the board members (17%). Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives in which all employees and directors are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude. As a result, the Corporation has not adopted targets based on any specific area of diversity and does not set targets for women on the Board or in executive officer positions at this time.

**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 described below, which have affected, and which in the future are reasonably expected to affect, the Company, its financial position or the trading price of its common shares. Refer to the section entitled "Risk Factors" in the Company's MD&A for the year ended December 31, 2014 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-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.

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<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 and to add to its existing resource base (including the potential of the Berlin Project to generate US\$2.8 billion in revenue) (see Highlights, Overview, Outlook, Priority Exploration Projects, Results of Operations and Summary of Quarterly Results)	<p>Availability of financing for the Company's projects.</p> <p>Actual results of the Company's exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Technical reports prepared in accordance with NI 43-101 including assumptions in the PEAs on the Berlin Deposit and the Laguna Salada Project are correct and comprehensive.</p> <p>Operating, exploration and development costs will be consistent with the Company's 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 the Company's 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 the Company's expectations.</p> <p>Variations from the technical reports including assumptions in the Berlin and Laguna Salada PEAs.</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 the Company's projects.</p> <p>Changes in Argentina's proposed usage and availability of nuclear power.</p>
Potential to increase uranium grades by seven and 11 times in the two different sectors of the Laguna Salada Deposit by screening (see 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.
Potential JV with Petrominera and resource potential on its concessions (see Highlights, Outlook and Priority Exploration Projects)	Resource potential on Petrominera's properties will be defined as anticipated towards forming a JV for further development of the Laguna Salada Project area.	Possibility that resources are not defined and the associated joint venture will not be formed.
Uranium and a suite of other commodities of economic interest at Berlin can be extracted using a ferric iron leach method (see 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 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 low - cash cost uranium producer (see Outlook and Priority Exploration Projects)	<p>Assumptions in the Berlin PEA are correct and comprehensive.</p> <p>Actual results of the Company's exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Operating, exploration and development costs will be consistent with the Company's</p>	<p>Price volatility of uranium and other commodities associated with the Company's deposits impacting the economics of the 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 the Company's expectations.</p>



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<b>Forward-Looking Statements</b>	<b>Assumptions</b>	<b>Risk Factors</b>
	<p>expectations.</p> <p>All requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to U3O8 Corp.</p> <p>Economic, political and industry market conditions will be favourable, including without limitation, the prices for applicable by-products.</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 and Laguna Salada PEAs (see 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 mineral resources defined in compliance with NI 43-101 on U3O8 Corp's existing projects and achieve its growth targets (see Overview, Outlook and Priority Exploration Projects)	<p>Availability of financing.</p> <p>Actual results of the Company's 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 the Company's 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 U3O8 Corp.</p> <p>Social engagement and local acceptance of the Company's 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 the Company's 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>
Inability to meet minimum operating commitments could impair exploration rights (see Results of Operations and Liquidity and Capital Resources)	<p>Operating and exploration activities and associated costs will be consistent with the Company's 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	<p>Availability of financing.</p> <p>Actual results of the Company's exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Operating, exploration and development costs</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</p>

**U308 CORP.****Management's Discussion & Analysis**

Three and Nine Months Ended September 30, 2015

<b>Forward-Looking Statements</b>	<b>Assumptions</b>	<b>Risk Factors</b>
and proposed laws and regulations (see Highlights, Overview, Outlook and Priority Exploration Projects)	<p>will be consistent with the Company's 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>activities will not be consistent with the Company's 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 Company's projects' economics.</p>
Negotiations are underway with the new government in Guyana on a potential reduction in concession fees that are outstanding at this time (see Outlook)	That fees due to the Guyana government to maintain the Kurupung Project exploration concessions in good standing can be negotiated down and paid by U308 Corp.	U308 Corp. may lose exploration rights to the mineral concessions that constitute the Kurupung Project.
Management's outlook regarding future trends (see Overview, Outlook, and Priority Exploration Projects)	<p>Availability of financing.</p> <p>Actual results of the Company's exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable.</p> <p>Prices for uranium and other commodities will be as modeled in the PEAs.</p> <p>Government regulation in Chubut Province will support development of the Company's Argentine deposit.</p> <p>Fundamentals of the uranium market continue to be favourable.</p>	<p>Changes in the capital markets impacting availability of future financings.</p> <p>Price volatility of uranium and other commodities impacting the economics of the Company's 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 Management's 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 U308 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 table 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.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause U308 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 U308 Corp., including its Annual Information Form for the year ended December 31, 2014, is available on SEDAR at [www.sedar.com](http://www.sedar.com).