Condensed Interim Consolidated Financial Statements of

GoviEx Uranium Inc.

For the three months ended March 31, 2019

(Unaudited – Stated in U.S. Dollars)

Notice to Reader

The accompanying condensed interim consolidated financial statements of **GoviEx Uranium Inc.** have been prepared by and are the responsibility of GoviEx's management. The independent auditor of GoviEx has not performed a review of these condensed interim consolidated financial statements.

GoviEx Uranium Inc.

Condensed interim consolidated statements of financial position

(Unaudited - Stated in thousands of U.S. dollars)

	Notes	**March 31, 2019**	December 31, 2018
		$	$
Assets			
Current assets			
Cash		**433**	1,100
Amounts receivable		**10**	11
Loan receivable	5	**2,539**	2,880
Marketable securities	3	**72**	106
Prepaid expenses and deposit		**16**	19
		3,070	4,116
Non-current assets			
Long-term deposit	9(b)	**140**	140
Plant and equipment		**52**	56
Mineral properties	4	**69,591**	69,591
		69,783	69,787
Total assets		**72,853**	73,903
Liabilities and equity			
Current liabilities			
Accounts payable and accrued liabilities	9 (b,c)	**499**	708
Mine permit acquisition payable	4	**7,858**	8,011
		8,357	8,719
Equity			
Share capital		**240,697**	240,697
Contributed surplus		**2,364**	2,364
Share-based compensation		**16,980**	16,814
Deficit		**(195,545)**	(194,691)
		64,496	65,184
Total equity and liabilities		**72,853**	73,903

The accompanying notes are an integral part to the condensed interim consolidated financial statements.

Nature of Operations and Going Concern (Note 1)
Commitments and Contingencies (Note 11)
Subsequent Event (Note 12)

Approved and authorized for issue on behalf of the Board of Directors on May 29, 2019.

/s/ “Matthew Lechtzier”	*/s/ “Christopher Wallace”*
Director	Director

GoviEx Uranium Inc.

Condensed interim consolidated statements of loss

(Unaudited - Stated in thousands of U.S. dollars, except for shares and per share amounts)

	Notes	Three months ended March 31 **2019**	 2018
		$	$
Expenses			
Exploration and evaluation	7	**(460)**	(626)
General and administrative	8	**(443)**	(414)
		(903)	(1,040)
Other income and (expenses)			
Depreciation		**(4)**	(4)
Loss on marketable securities	3	**(34)**	(112)
Foreign exchange (loss) gain		**193**	(175)
Unrealized gain on uranium loan		**-**	1,013
Interest on uranium loan		**-**	(223)
Interest and other income		**60**	22
Share-based compensation	6(a)	**(166)**	(112)
		49	409
Net loss for the period		**(854)**	(631)
Net loss per share, basic and diluted		**(0.00)**	(0.01)
Weighted average number of common shares outstanding		**402,065,862**	351,171,968

The accompanying notes are an integral part to the condensed interim consolidated financial statements.

GoviEx Uranium Inc.

Condensed interim consolidated statements of changes in equity

(Unaudited - Stated in thousands of U.S. dollars except for shares)

	Number of Shares	Share capital	Contributed surplus	Share-based compensation reserve	Investment revaluation reserve	Deficit	Total
		$	$	$	$	$	$
Balance, January 1, 2018 (as reported)	351,151,146	234,384	2,278	16,208	(259)	(194,064)	58,547
Impact of adoption IFRS 9 on January 1, 2018	-	-	-	-	259	(259)	-
Balance, January 1, 2018 (restated)	351,151,146	234,384	2,278	16,208	-	(194,323)	58,547
Shares issued for warrants exercised	100,000	12	-	-	-	-	12
Share-based compensation	-	-	-	112	-	-	112
Net loss for the period	-	-	-	-	-	(631)	(631)
Balance, March 31, 2018	**351,251,146**	**234,396**	**2,278**	**16,320**	**-**	**(194,954)**	**58,040**
Balance, December 31, 2018	**402,065,862**	**240,697**	**2,364**	**16,814**	**-**	**(194,691)**	**65,184**
Share-based compensation	**-**	**-**	**-**	**166**	**-**	**-**	**166**
Net loss for the period	**-**	**-**	**-**	**-**	**-**	**(854)**	**(854)**
Balance, March 31, 2019	**402,065,862**	**240,697**	**2,364**	**16,980**	**-**	**(195,545)**	**64,496**

The accompanying notes are an integral part to the condensed interim consolidated financial statements.

GoviEx Uranium Inc.

Condensed interim consolidated statements of cash flow

(Unaudited - Stated in thousands of U.S. dollars)

		Three months ended March 31,	
	Note	**2019**	2018
		$	$
Operating activities			
Loss for the period		**(854)**	(631)
Adjustments for non-cash items			
Depreciation		**4**	4
Gain on uranium loan		**-**	(1,013)
Interest on uranium loan		**-**	223
Share-based compensation		**166**	112
Unrealized foreign exchange (gain) loss		**(187)**	-
Interest and other income		**(58)**	-
Loss on marketable securities		**34**	112
Changes in non-cash operating working capital items			
Amounts receivable		**1**	2
Prepaid expenses and deposit		**3**	5
Accounts payable and accrued liabilities		**(209)**	13
Cash used in operating activities		**(1,100)**	(1,173)
Financing activities			
Loan receivable	5	**402**	-
Shares issued for warrants exercised		**-**	12
Cash provided by financing activities		**402**	12
Effect of foreign exchange on cash		**31**	-
Decrease in cash		**(667)**	(1,161)
Cash, beginning of period		**1,100**	5,998
Cash, end of period		**433**	4,837

The accompanying notes are an integral part to the condensed interim consolidated financial statements.

1. Nature of Operations and Going Concern

GoviEx Uranium Inc. ("**GoviEx**" or the "**Company**") is a Canadian mineral resources company that is directly engaged in exploration and future development of uranium properties located in Africa. The Company is currently focusing on its mine permitted Madaouela I located in Niger.

The head office, principal address, registered and records office of the Company is located at 999 Canada Place, Suite 654, Vancouver, British Columbia, Canada, V6C 3E1.

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. As of March 31, 2019, the Company had a working capital deficiency of $5.29 million (December 31, 2018 - $4.60 million).

On April 8, 2019, the Company announced that Niger government agreed to convert the mine permit acquisition payable of Euro 7 million ($7.86 million) plus contested three-year area taxes from 2016-2018 totaling $14.5 million for an additional 10% interest in an operating Nigerien company (the "**NewCo**") to be incorporated to hold the Madaouela I (Note 4), subject to the signing of definitive agreements.

On April 10, 2019, the Company closed a non-brokered private placement for gross proceeds of $2.6 million (CAD $3.5 million) (Note 12).

Continuation of the Company as a going concern is dependent upon the confirmation of economically recoverable reserves and the ability of the Company to obtain further financing to develop its mineral properties. The Company has no source of revenue, and has significant cash requirements to maintain its mineral interests, meet its administrative overhead, and pay its liabilities. Although the Company has been successful in raising funds in the past, there can be no assurance that it will be able to do so in the future. The lack of sufficient committed funding casts significant doubt upon the Company's ability to continue as a going concern.

Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on the condensed interim consolidated statements of financial position. These financial statements do not reflect adjustments to the carrying value and classification of assets and liabilities that might be necessary in the event of going concern and such adjustments could be material.

2. Basis of Presentation and Accounting Policy Change

a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards, ("**IFRS**"). The Company's significant accounting policies applied in these financial statements are consistent with those described in Note 2 of the Company's audited consolidated financial statements for the year ended December 31, 2018, except in relation to leases as described below.

b) Accounting policy change

The Company adopted the provisions of IFRS 16 *Leases* effective January 1, 2019.

IFRS 16, *Leases*, specifies how a lease is recognized, measured and disclosed. It provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value.

The Company has assessed whether a contract, or part of a contract, contains a lease and determines the lease term accordingly. In initial recognition, the Company has made use of the optional exemption for its Niger office lease as a short-term. As such the adoption of IFRS 16 does not have a significant impact on these financial statements.

c) Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to exercise judgement in the process of applying its accounting policies and to make estimates that affect the reported amounts of assets, liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements. These estimates and judgments are reviewed on an ongoing basis based on historical experience, current economic conditions, and include expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates; differences may be material.

3. Marketable Securities

The Company holds 1,210,975 common shares of Kincora Copper Limited with a market value of $72,497 as of March 31, 2019 (December 31, 2018 - $106,522). During the three months ended March 31, 2019, an unrealized loss of $34,025 was recognized in the condensed interim consolidated statements of loss.

4. Mineral Properties

The Company has two mine permitted projects: the Madaouela I in Niger, and the Mutanga in Zambia. In addition, the Company has a 100% interest in the Falea project comprising three exploration licenses located in Mali.

Madaouela Project

The Madaouela Project, located in north central Niger, incudes one mining permit for Madaouela I and six adjoining exploration licenses for Madaouela II, III, IV, Anou Melle, Eralral and Agaliouk.

On January 26, 2016, the Niger government granted a mining permit for Madaouela I which application was submitted in June 2015. Under the terms of the Niger mining code and the Company's mineral conventions, upon the conversion of an exploration license to a mining permit, the Company would be required to transfer a 10% free-carried non-dilutable equity interest in the shares of the NewCo which is to be formed to hold the mining permit, to the Niger government, and make the final acquisition payment of Euro 7 million subject to certain conditions being met. The Niger government would also have the option to purchase up to a maximum additional 30% equity interest in the NewCo at fair market value.

On April 8, 2019, the Company announced that the Niger government has elected to convert the mine permit acquisition payable of Euro 7 million and the contested 2016 – 2018 area taxes as described in Note 11 (a) totaling $14.5 million for an additional 10% interest in the NewCo, subject to the signing of definitive agreements.

An exploration license is valid for three years and is renewable twice, each time for a further three-year period, subject to certain land holding reduction criteria and field work. On January 28, 2019, four licenses, Madaouela II, III, IV and Anou Melle expired. The Company has reapplied for the same licenses and renewed the Eralral license for a 2nd term. These mining licenses are currently pending government approval.

5. Termination of Uranium Loan and Linkwood

On February 28, 2018, the Company entered into a Termination and Mutual Release Agreement ("**Termination Agreement**") with Toshiba Corporation ("**Toshiba**") to settle the loan of 200,000 pounds uranium concentrates and end the off-take agreement for $4.5 million. The Company paid Toshiba $4.5 million on April 26, 2018.

In conjunction with the Termination Agreement, Toshiba entered into a Share Purchase Agreement ("**SPA**") with Linkwood Holdings Pte Ltd. ("**Linkwood**") to sell its entire 28,395,466 common shares in GoviEx to Linkwood for $4.5 million. The cancellation of the uranium loan was subject to the completion of the SPA.

On July 3, 2018, the Company provided a $2.75 million six-month loan, extended on December 15, 2018, to Linkwood in order to ensure the completion of the SPA. On July 9, 2018, the Company announced the conclusion of the Termination Agreement following the completion of the SPA.

(Unaudited – Stated in U.S. dollars; tabular amounts in thousands except for shares and per share amounts)

The $2.75 million loan to Linkwood bears an interest rate of 9.5% per annum and is due June 30, 2019. During the three months ended March 31, 2019, the Company received $402,430 repayment from Linkwood and recorded a $61,099 interest income.

6. Share-based Payments

a) Stock options

The following table lists the stock options outstanding and exercisable as of March 31, 2019 with a weighted average remaining life of 2.7 years:

	Exercise price	Expiry date	Outstanding	Exercisable
$	2.15	June 19, 2019	1,040,000	1,040,000
CAD	0.30	January 28, 2020	2,115,000	2,115,000
CAD	0.10	November 19, 2020	6,025,000	4,518,750
CAD	0.12	June 20, 2021	10,300,000	7,781,250
CAD	0.32	March 17, 2022	5,620,000	4,240,000
CAD	0.22	July 9, 2021	500,000	250,000
CAD	0.215	September 25, 2023	9,505,000	2,470,000
			35,105,000	22,415,000

The Company applies the fair value method of accounting for stock options. The $166,401 share-based compensation represented vested stock options during the three months ended March 31, 2019 with the following assumptions: volatility 75%, expected life 5 years, risk free interest rate 2.3%, and dividend rate nil.

Subsequent to period end, 550,000 stock options were exercised at CAD $0.10 for proceeds of CAD $55,000.

b) Common share purchase warrants

Common share purchase warrants were issued and outstanding were listed below:

Exercise price ($)	Expiry date	March 31, 2019	Acceleration price (CAD$)
0.15	June 10, 2019	22,420,180	≥0.24
0.14	June 10, 2019	26,526,456	≥0.20
0.075	December 19, 2019	127,500	NA
0.15	December 19, 2021	45,339,856	NA
0.15	December 22, 2021	2,570,144	NA
0.23	October 30, 2020	1,600,000	≥0.36
0.31	December 22, 2019	21,541,880	NA
0.21/0.24/0.28*	June 5, 2021	35,674,911	N/A
0.21/0.24/0.28*	December 31, 2021	5,879,411	N/A
		161,680,338	

* Exercise price at each anniversary.

Acceleration clause is based on the Company's share prices closed at the threshold listed above for 15 consecutive trading days, which, if triggered, the Company may provide the warrants holders with written notices for 30 or 60 days to exercise those warrants under the original terms.

7. Exploration and Evaluation

Exploration and evaluation expenses for the Company are summarized as follows:

	Three months ended March 31, 2019				Three months ended March 31, 2018			
(In thousands of U.S. dollars)	Madaouela (Niger)	Mutanga (Zambia)	Falea (Mali)	**Total**	Madaouela (Niger)	Mutanga (Zambia)	Falea (Mali)	Total
	$	$	$	**$**	$	$	$	$
Salaries	54	54	35	**143**	125	67	45	237
Office expenses	52	22	12	**86**	46	17	14	77
License and taxes	6	72	-	**78**	71	90	1	162
Consulting	50	3	-	**53**	59	5	-	64
Professional fees	49	3	4	**56**	-	4	3	7
Camp	13	12	8	**33**	13	15	11	39
Travel	11	-	-	**11**	18	-	3	21
Exploration	-			**-**	19	-	-	19
	235	166	59	**460**	351	198	77	626

8. Administrative Expenses

Administrative expenses for the Company are summarized as follows:

	Three months ended March 31,	
(In thousands of U.S. dollars)	**2019**	2018
	$	$
Salaries	**195**	201
Investor relations	**165**	77
Office expenses	**41**	40
Professional fees	**11**	32
Travel	**21**	47
Regulatory fees	**10**	17
	443	414

9. Related Party Disclosures

Related parties include the board of directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

a) Key management compensation

Key management includes the board of directors and the Company's executive officers. Compensation awarded to key management is listed below, bonuses were issued to the Company's executive Chairman and CEO:

	Three months ended March 31,	
(In thousands of U.S. dollars)	**2019**	2018
	$	$
Salaries	**147**	152
Share-based compensation	**133**	95
	280	247

b) Global Mining Management Corporation ("**GMM**")

GMM is a private company owned by its nine shareholders, one of which is the Company. GMM provides GoviEx's Vancouver office with furnished office space, equipment and communications facilities, corporate administrative, and finance and accounting support on a cost recovery basis. GoviEx has been a shareholder of GMM since October 25, 2007, and maintains a prepaid balance of $140,000 with GMM.

The following fees were incurred in the normal course of operations including the CFO charges:

	Three months ended March 31,	
(In thousands of U.S. dollars)	**2019**	2018
	$	$
Salaries and benefits	**74**	77
Corporate overhead	**20**	17
	94	94

As of March 31, 2019, $31,665 (December 31, 2018 – $53,422) was owed to GMM and included in the accounts payable and accrued liabilities of the Company.

c) Other

On December 12, 2018, the Company withdrew CAD $250,000 from Denison Mines Corp. ("**Denison**") pursuant to the credit agreement between Denison and GoviEx. The loan was unsecured, born interest at 7.5% per annum and was payable on demand at any time after February 10, 2019 or immediately following the closing of an equity financing of GoviEx for gross proceeds equal or greater than CAD $2,000,000.

As of March 31, 2019, principal and interest totalling CAD $255,651 was included in the accounts payable and accrued liabilities of GoviEx.

Subsequent to the quarter end, the Company repaid the loan to Denison of CAD $256,164 including principal and interest.

10. Financial Instrument Risk

There has been no change in the Company's approach to capital management during the three months ended March 31, 2019.

11. Commitments and Contingencies

a) The Company has received annual request for payment of area taxes from the Niger government in relation to the Madaouela I mining permit. Under Niger's Mining Code an area tax of $2.1 million (CFA 1,216 million) per annum will only start to become payable by the NewCo once it is incorporated.

b) Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers, or title may be affected by undetected defects. In addition to the above matters, the Company and its subsidiaries are also subject to routine legal proceedings and tax audits. The Company does not believe that the outcome of any of these matters, individually or in aggregate, would have a material adverse effect on its condensed interim consolidated net earnings, cash flow or financial positions.

12. Subsequent Event

On April 10, 2019, the Company closed a non-brokered private placement by issuing 20,600,000 units at a price of CAD $0.17 per unit for gross proceeds of $2.6 million (CAD $3.5 million). Each unit consists of one Class A common share and one common share purchase warrant exercisable at $0.21, $0.24 and $0.28 per share at each anniversary over three years from the date of the issuances.

The Company paid $103,218 (CAD $137,445) finders' fees in cash.

Management's Discussion and Analysis ("MD&A")

Quarterly Highlights

This MD&A of GoviEx Uranium Inc. (the "**Company**" or "**GoviEx**"), dated May 29, 2019, provides a brief update on the Company's business activates, financial condition, and financial performance for the three months ended March 31, 2019, and excludes information discussed in its most recent annual MD&A. It should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended March 31, 2019, audited consolidated financial statements and MD&A for the year ended December 31, 2018.

All of the financial information presented here is expressed in U.S. dollars, unless otherwise indicated.

Description of Business

GoviEx is a mineral resource company focused on the exploration and future development of uranium projects in Africa. The Company currently focuses on further advancing its mine permitted Madaouela I in Niger.

The Company is based in Vancouver, British Columbia, Canada; its common shares are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "GXU", and also trade on the OTCQB Venture Market in the United States under the symbol "GVXXF".

Additional information related to GoviEx is available on the Company's website www.goviex.com or under the Company's profile on SEDAR at www.sedar.com

This MD&A contains forward-looking statements that are related to the Company's activities and future financial results. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results for the current periods are not necessarily indicative of the results for any future periods. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance as they are subject to significant risks and uncertainties as disclosed in the 2018 annual MD&A, which may cause projected results of events to differ materially from actual results or events.

Highlights

- **Development of Madaouela I in Niger**

  On April 8, 2019, the Company announced a commercial framework was reached with the Niger government in relation to the Madaouela I mining permit. Pursuant to the terms of the framework, the government of Niger agreed to convert approximately $14.5 million of the mining permit acquisition payable and the three years of contested area taxes into an additional 10% interest in the new Nigerien company to hold Madaouela I mining permit.

  Other key commercial terms agreed in principle include: i) adding mineral resources discovered in Agaliouk exploration licenses to the Madaouela I mining permit; ii) granting new exploration licenses for Madaouela II, III, IV and Anou-Melle which expired on January 28, 2019; iii) deferring future area taxes on the mining permit until the successful completion of project financing for mine construction and project development. The final terms of the framework will be fully described in definitive agreements and remain subject to governmental and regulatory approval.

  The Company is actively working with the Niger government to finalize the definitive agreements and incorporate the new Nigerien operating company.

- **Completion of a Non-Brokered Private Placement**

  On April 10, 2019, the Company completed a non-brokered private placement of 20,600,000 units at CAD $0.17 per unit for total gross proceeds of CAD $3.5 million. Each unit consisted of one common shares and one warrant exercisable for a period of three years from the date of issuance at $0.21, $0.24 and $0.28 per share at each respective anniversary date.

Results of Operations

During the three months ended March 31, 2019, the Company recorded a net loss of $0.85 million compared to a net loss of $0.63 million for the same period in 2018. Quarterly fluctuations in losses have mainly been driven by activity level of explorations and corporate initiatives, in addition to foreign exchange gains or losses, stock-based compensation expenses, and non-cash changes in the fair value of the uranium loan.

Exploration and evaluation expenses

Exploration and evaluation expenditures include subsidiary offices, personnel and permit/license maintenance fees.

During the three months ended March 31, 2019, the Company incurred exploration and evaluation expenses of $0.46 million including $0.23 million in Niger, $0.17 million in Zambia, and $0.06 million in Mali. Among those expenditures, 31% were for local personnel costs, with the remaining cover office rental, supplies, professional fees, mine permit maintenance fee for Mutanga project, and technical consultant for Madaouela I.

The decrease in the exploration expenses was mainly due to the lower salaries resulting from temporary changes in Niger personnel, and lower license maintenance fees resulting from the expiry of Madaouela II, III, IV and Anou Melle and renewal of Eralral. The decrease was partially offset by higher profession fees in relation to setting up the new Nigerien operating company.

General and administrative expenses

General administrative expenses are mainly comprised of salaries and general corporate head office expenses. The scale and nature of the Company's corporate and administrative activity have remained relatively consistent over the periods presented. Fluctuations in expenses are driven by the timing and scale of certain expenses incurred such as investor relation conferences, travel and insurance coverage.

The $0.44 million administrative and general office expenses for the three months ended March 31, 2019 were mainly comprised of 44% corporate salaries, followed by 37% in investor relations, with the remaining relate to Vancouver head-office costs, professional fees, and regulatory filing and stock exchange listing required to operate the Company as a publicly traded company.

Higher investor relation costs represent the Company's expanded exposure to international capital markets.

The table below lists the comparative exploration and administrative expenses for the three months ended March 31:

(In thousands of U.S. dollars)	Three months ended March 31, **2019**	2018	Increase (decrease)
Salaries	**338**	438	(100)
Invest relations	**165**	77	88
Office expenses	**127**	117	10
Professional and consulting	**120**	103	17
Licenses and regulatory fees	**88**	179	(91)
Camp and other	**33**	58	(25)
Travel	**32**	68	(36)
	903	1,040	(137)

The following table sets forth a comparison of information for the previous eight quarters ending with March 31, 2019:

(in thousands of U.S. dollars except for per share amounts)	Q1'19	Q4'18	Q3'18	Q2'18	Q1'18	Q4'17	Q3'17	Q2'17
		$	$	$	$	$	$	$
Exploration and evaluation	(460)	(653)	(469)	(406)	(626)	(584)	(511)	(645)
General and administrative	(443)	(546)	(364)	(624)	(414)	(504)	(261)	(528)
	(903)	(1,199)	(833)	(1,030)	(1,040)	(1,088)	(772)	(1,173)
Foreign exchange gain (loss)	193	57	7	(116)	(175)	45	85	120
Gain (loss) on derivative liability	-	-	-	-	-	112	309	997
(Loss) gain on marketable securities	(34)	(39)	21	(7)	(112)	-	-	-
Interest and other	56	77	71	11	18	(6)	4	-
Interest on uranium loan	-	-	-	(262)	(223)	(251)	(214)	(208)
Gain (loss) on uranium loan	-	-	-	4,049	1,013	(1,301)	(54)	1,543
Share-based compensation	(166)	(173)	(305)	(66)	(112)	(60)	(116)	(320)
Write-off of assets	-	-	-	-	-	(160)	-	-
Net (loss) income for period	(854)	(1,277)	(1,039)	2,579	(631)	(2,709)	(758)	959
(Loss) income per share	(0.00)	(0.00)	(0.00)	0.01	(0.00)	(0.01)	(0.00)	0.00

Liquidity and Capital Resources

GoviEx is an advanced exploration company with no source of operating cash flow. It has been dependent on its ability to raise funds through the issuance of its common shares and/or debt arrangements. Material increases or decreases in the Company's liquidity and capital resources will be determined by the success of the Company in maintaining its mining permits and exploration licenses, and obtaining equity, debt, joint venture or other means of financing.

The Company has to obtain significant additional funding to complete the definitive feasibility study and mine construction for Madaouela I, and is required to incur certain exploration expenditures to maintain the good standing of its exploration licenses in Niger and Mali. Although the Company has been successful in raising funds in the past, there is a risk that in the future the Company may not be able to obtain required capital to fund its operations. Please refer to Note 1 in the condensed interim consolidated financial statements for the three months ended March 31, 2019.

Cash as of May 29, 2019 is approximately $2.5 million. Unless there is a significant cash flow from financing activities, the cash balance is expected to decrease from one period to the next.

During the three months ended March 31, 2019, the Company spent $1.1 million on operating activities. Significant components of operating activities are discussed in the *Results of Operations* section above.

As of May 29, 2019, the Company has received $0.74 million loan repayments from Linkwood. The Company is closely monitoring the situation while assessing the loan recoverability.

Subsequent to the period end, the Company completed a non-brokered private placement for gross proceeds of $2.6 million (CAD $3.5 million), and received $40,816 (CAD $55,000) from the exercise of stock options.

Outstanding Share Capital

As of May 29, 2019, the Company has:

- 423,217,962 class A common shares issued and outstanding;
- 34,555,000 options outstanding with exercise prices ranging from CAD $0.10 to $2.15; and
- 182,278,238 share purchases warrants exercisable ranging $0.075 to $0.28 expiring from June 10, 2019 through April 10, 2022.

Transactions with Related Party

The Company is a party to a shareholders' cost-sharing agreement with a private company, Global Mining Management Corp. ("**GMM**"), pursuant to which GMM provides the Company with furnished office space, equipment and communications facilities, corporate administrative, and finance and accounting support in Vancouver, British Columbia.

All transactions with related parties acting in their capacity as officers and directors of the Company have occurred in the normal course of the Company's operations and have been measured at their fair value as determined by management.

Key management, consisting of personnel having authority and responsibility for planning, directing, and controlling the Company, includes the Board of Directors, Executive Chairman, CEO and CFO.

Pursuant to a credit agreement with Denison Mines Corp. ("**Denison**"), the Company drawn down CAD $250,000 on December 12, 2018 to pay its corporate expenses. On April 11, 2019, CAD $256,164 including CAD $6,164 interest accrued was repaid to Denison.

Financial Instrument Risks

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. There has been no change to the Company's approach to either capital management or management of financial instrument risks during the three months ended March 31, 2019.

Accounting Policy Change

Effective January 1, 2019, the Company adopted IFRS 16, *Leases*, retrospectively without restatement of prior year financial statements. IFRS 16 specifies how a lease is recognized, measured and disclosed. It provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value.

The Company has assessed whether a contract, or part of a contract, contains a lease and determines the lease term. In initial recognition, the Company has made use of the optional exemption for its Niger office lease as a short-term. Accordingly the adoption of IFRS 16 does not have a significant impact on these financial statements.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements, no long-term leases and obligations other than those contained in Note 11, Commitments and Contingencies in the March 31, 2019 condensed interim consolidated financial statements.

Proposed Transactions

As is typical of the mineral exploration and development industry, the Company periodically reviews potential acquisition, dispositions, investment, joint venture and other opportunities that could enhance shareholder value. Other than the definitive agreements with Nigerien government as described earlier, there are no material proposed transactions that would be considered by management to constitute a material change, if completed, in the affairs of the Company as at the date hereof.

Note to U.S. Readers

The Company uses Canadian Institute of Mining, Metallurgy and Petroleum definitions for the terms “measured resources”, “indicated resources” and “inferred resources”. U.S. investors are advised that while the terms “measured resources”, “indicated resources” and “inferred resources” are recognized and required by Canadian regulations, including National Instrument 43-101 (“**NI 43-101**”), the Securities and Exchange Commission (the “**SEC**”) does not recognize these terms. Accordingly, information contained in this MD&A contains descriptions of mineral deposits that may not be comparable to similar information made public by U.S. companies that are not required to comply with NI 43-101 and that are subject to the reporting requirements under the U.S. federal securities laws and the rules and regulations thereunder. The SEC permits U.S. companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. U.S. readers are cautioned not to assume that any part or all of the material in these categories will be converted into reserves. It should not be assumed that any part of an inferred mineral resource will ever be upgraded to a higher category.

Forward Looking Statements

The MD&A contains certain forward-looking statements concerning anticipated developments in GoviEx’s operations in future periods. Statements that are not historical fact are “forward-looking statements” as that term is defined in National Instrument 51-102 of the Canadian Securities Administrators. Forward looking statements may include, but is not limited to, statements with respect to the anticipated completion of definitive agreements with the Niger government in relation to the Madaouela I mining permit, and generally in relation to the Madaouela Project, the future financial and operating performance of the Company, its subsidiaries and affiliated companies, its mineral exploration projects, the future prices of uranium, the estimation of mineral resources, the realization of mineral resource estimates, costs of production, capital and exploration expenditures, costs and timing of the development of new deposits, costs and timing of the development of new mines, costs and timing of future exploration, requirements for additional capital, governmental regulation of mining operations and exploration operations, timing and receipt of approvals, licences, and conversions under applicable mineral legislation, environmental risks, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending regulatory matters.

Forward-looking statements are statements about the future and are inherently uncertain, and actual results, performance or achievements of GoviEx and its subsidiaries may differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements due to a variety of risks, uncertainties and other factors. Such risks and other factors are included in the Company’s 2018 annual MD&A dated April 24, 2019.