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

For the year ended December 31, 2022

(in U.S. Dollars)

This Management's Discussion and Analysis ("**MD&A**") of GoviEx Uranium Inc. ("**GoviEx**" or the "**Company**") is dated April 27, 2023, and provides an analysis of the Company's financial results for the year ended December 31, 2022, including events up to the date of this MD&A. It should be read in conjunction with the Company's audited December 31, 2022 consolidated financial statements that have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Dollar amounts are in U.S. Dollars unless otherwise noted.

This MD&A contains forward-looking statements relating to the Company's potential future activities and performance. The Company cautions readers that forward-looking statements are not guarantees of future results as they are subject to significant risks and uncertainties discussed at the end of this MD&A.

GoviEx is based in Vancouver, British Columbia, Canada; its common shares are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "GXU" and trade on the OTCQX 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 the SEDAR website at www.sedar.com.

PERFORMANCE HIGHLIGHTS

- Announced Positive Feasibility Study Results for Madaouela Project in Niger

  On September 20, 2022, the Company released the results of *A Feasibility Study for the Madaouela Project, Niger* ("**FS**") and subsequently filed it on Sedar, effective November 1, 2022. The FS, prepared by SRK Consulting (U.K.) Ltd ("**SRK**") and SGS Bateman (Pty) Ltd., represents a highly detailed and updated engineering study taking into account international best practices and standards for responsible project development. Key highlights below:

  - 100 million pounds of U_3O_8 in measured and indicated mineral resources, plus 20 million pounds in inferred resources of U_3O_8;
  - After-tax NPV 8% of $140 million and IRR of 13.3% based on a uranium price of $65/lb U_3O_8;
  - Life of mine ("**LOM**") production of 50.8 million pounds U_3O_8, averaging 2.67 million pounds per annum over 19 years;
  - Intensive pilot plant testing underpinning LOM recovery of 92.2% for uranium and 80.7% for molybdenum;
  - Total initial capital costs of $343 million;
  - LOM EBITDA of $1,570 million, at an average annual rate of $82.6 million and net free cash flow of $672 million;
  - Grid connection with the addition of 8MW of hybrid solar power plant resulting in 26% of renewable power generation.

- Completed 10.5 million Canadian Dollars ("**CAD"**) Private Placement

  On October 25 & 27, 2022, the Company closed the bought deal private placement, underwritten by Sprott Capital Partners ("**Sprott**"), of 47.758 million units, including a partial exercise of the over-allotment option, at CAD 0.22 per unit for total gross proceeds of CAD 10.5 million ($7.7 million). Each unit consists of one common share and one-half common share purchase warrant exercisable at $0.24 per share within three years from closing.

  On April 20, 2023, the Company announced a bought-deal private placement for CAD 12 milion, subsequently increased to CAD 15 million, priced at CAD 0.175 per unit.

  Each unit will consist of one common share and one common share purchase warrant exercisable in the equivalent of CAD 0.25 per share for two years from the closing date.

- Executed Agreement to Divest Falea Project with African Energy Metals Inc.

  On January 17, 2023, GoviEx entered a Share Purchase Agreement ("**SPA**") with African Energy Metals Inc. ("**AEM"**) to sell GoviEx's Falea project in Mali. Under the terms of the SPA, AEM will acquire all the issued and outstanding shares of GoviEx's wholly-owned subsidiary, Delta Exploration Mali SARL ("**Delta**"), for CAD 5.5 million, including a CAD 0.5 million cash payment and CAD 5 million AEM share issuances.

  The SPA is subject to the completion of equity financing by AME and regulatory approvals. Although management is committed, the conditions required to conclude the SPA are challenging. Accordingly, the Company monitors the transaction progress and assesses its probability of completion when further information is available.

- Released Environmental, Social and Governance Report

  On October 4, 2022, the Company released its first ESG report, detailing its ESG performance for the first six months of 2022. The report fully complies with the Sustainability Accounting Standards Board, International Finance Corporation and Global Reporting Initiative standards and showcases GoviEx's continued commitment to mitigating long-term impacts on the environment while progressing the interest of its stakeholders.

- Received final payment related to Linkwood Loan

  On September 26, 2022, the Company announced the final receipt of the Linkwood Loan repayment, bringing the aggregate cash repayment to $2.25 million plus 34 million common shares of Tesoro Gold Inc. ("**Tesoro**") since its inception in July 2018. The $2.75 million Linkwood Loan was settled.

- Field Program at Muntanga Project, Zambia

  In April 2022, the Company started a field program on its Muntanga project, including a 24,500 meters drill program, a hydrogeological study and an update on the Environmental Social Impact Assessment. The Muntanga drill program focused on upgrading the inferred mineral resources, particularly associated with the Dibbwi East deposit, to the indicated category for inclusion in a planned feasibility study to start in 2023.

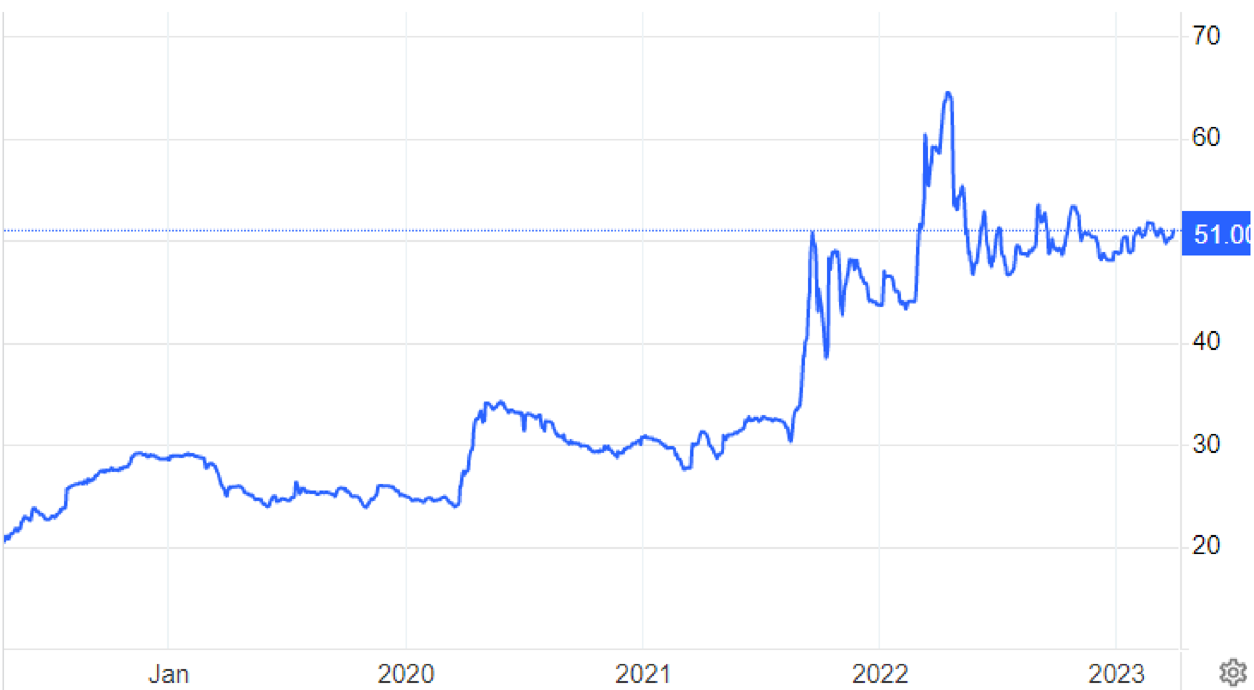
DESCRIPTION OF URANIUM BUSINESS AND OUTLOOK

GoviEx is a mineral resource company focused on exploring and developing its uranium properties in Africa. The Company's principal asset is its Madaouela I large-scale mining permit controlled by Compagnie Miniere Madaouela SA ("**COMIMA**"), a Nigerien company owned 80% by the Company and 20% by the Niger government. GoviEx is also advancing its 100% owned Muntanga project in Zambia and Falea project in Mali.

The price of uranium has strengthened in recent years as the trend toward clean energy continues. In addition, massive cuts in uranium production from primary producers, COVID-19-related output disruptions, the Russia-Ukraine war, and Japanese nuclear reactor restarts have all culminated in a higher uranium price.

In September 2021, the debut of Sprott Physical Uranium Trust and concern over future supply shortages pushed the spot price above $50 per pound; in early 2022, Kazakhstan's civil unrest and the Russia-Ukraine war elevated the yellow cake to $64.61 in mid-April 2022. After that, uranium prices slid back to the $50/lb range, impacted by the negative sentiment in the global financial markets and felt the squeeze of higher interest rates; the spot price rose about 13% in 2022.

The chart below shows the uranium spot price over the last five years via *Trading Economics*:



Uranium prices are mainly influenced by aboveground mine supply and demand for nuclear energy. To

understand where those stand, we typically look for: i) output from uranium mines, ii) the number of nuclear reactors online, under construction or planned, and iii) the signing of long-term contracts between uranium suppliers and utility companies where the vast majority of uranium is sold.
In mid-2022, Kazatomprom announced a uranium output increase through 2023 and 2024 based on the expected demand level; in November 2022, Cameco brought the McArthur River/Key Lake operation back online. However, after decade-long low uranium prices, primary producers are still not producing at full capacity, while the secondary supply depletes, new uranium exploration and development projects are rare. Thus, with the anticipated demand increases, supply deficits will likely continue in the years ahead.

UxC estimates that by 2030 about two-thirds of utility nuclear fuel requirements will not be covered by contracts; this will reach 81% in 2035. In addition, inflationary pressures have increased breakeven prices for miners. Therefore, as utilities' inventories decline, higher contract prices seem inevitable.

However, a large percentage of production exists in high geopolitical risk regions, making the uranium market vulnerable to future disruptions and price volatility.

GoviEx remains optimistic about the outlook of uranium prices and is on track toward its production target at the Madaouela project, subject to financing.

Following the completion of the Madaouela FS, the Company started planning its Engineering, Procurement, and Construction Management ("**EPCM"**), ensuring local sub-contractors with the necessary technical and project skills and enhancing its Health, Safety, Security and Environmental systems in compliance with international standards.

The Company is also progressing with uranium offtake discussions and accelerating debt financing supported by Endeavour Financial. Through Endeavour, the Company is preparing for extensive lender due diligence covering the project's technical, environmental, social and legal matters.

At the local level, the Company has been committed to implementing social programs to improve the community's welfare by focusing on vulnerability, livelihood, education, and health. The Company has undertaken many local projects, including installing water boreholes and rehabilitating classrooms and dormitories.

After concluding its 2022 field program in Zambia, the Company aims to update Muntanga's Environmental and Social Impact Assessment ("**ESIA**") and commence a feasibility study in 2023.

The Company's future activities are most affected by its access to financing, whether debt, equity or other means. General economic conditions, uranium prices, and geopolitical and other risks affect access to such funding.

MINERAL PROPERTIES

GoviEx has the following resources defined under National Instrument 43-101 ("**NI 43-101**").

	Measured			Indicated			Inferred		
	Tons (Mt)	Grade (% eU_3O_8)	eU_3O_8 (Mlb)	Tons (Mt)	Grade (%eU_3O)	eU_3O_8 (Mlb)	Tons (Mt)	Grade (%eU_3O)	eU_3O_8 (Mlb)
Madaouela [1]	**13.7**	**0.15%**	**30.1**	**20.8**	**0.15%**	**66.8**	**6.73**	**0.13%**	**19.6**
Muntanga[2]	**5.9**	**0.04%**	**4.8**	**15.7**	**0.03%**	**10.4**	**74.6**	**0.03%**	**44.9**
Falea[3]	**-**	**-**	**-**	**6.88**	**0.115%**	**17.4**	**8.78**	**0.069%**	**13.4**

(1) "Feasibility Study for the Madaouela Uranium Project, Niger," November 1, 2022, prepared by SRK Consulting.
(2) "N.I. 43-101 Technical Report on a Preliminary Economic Assessment of the Muntanga Uranium Project in Zambia", November 30, 2017, prepared by SRK Consulting.
(3) "Technical Report on the Falea Uranium, Silver and Copper Deposit, Mali, West Africa" prepared by Roscoe Postle Associates Inc. on October 26, 2015.

Madaouela Project, Niger

The Madaouela Project, consisting of five deposits known as Marianne, Marilyn, Miriam, MSNE and Maryvonne, is located approximately 10 km south of Arlit in north-central Niger, adjacent to the Somiar and Cominak mines owned by Orano (formerly "**Areva**").

According to the mining convention of May 2007 and definitive agreements with the Niger government in July 2019, COMIMA, a Nigerien mining company, was incorporated, owned 80% by GoviEx and 20% by the Niger government, of which 10% is a statutory free-carry.

In 2018, the Company engaged SRK and SGS Bateman to begin the feasibility study for the Madaouela Project. As an interim step, GoviEx updated the pre-feasibility study and announced the results in February 2021. The Company announced the results of the complete technical FS on September 20, 2022.

<u>Open Pit Mining</u>

The Miriam open-pit operation will be a conventional drill, blast, truck and shovel operation. Ore loading will be undertaken on 6 m benches, mining to the orebody contacts down to 0.75 m flitches where required. Two 12 m3 excavators will be used to load 91-tonne haul trucks in the pit with a 6.4 m3 front-end loader on the stockpiles and for backup in the pit.

A pit optimization was undertaken based on a $ 55/lb U_3O_8 price. The pit design was divided into six stages resulting in 5.4 Mt of run-of-mine (ROM) at 0.87 kg/t uranium and 123 ppm molybdenum with 50 Mt of waste for a strip ratio of 9.3. The inventory is based on a cut-off grade of 0.28 kg/t uranium and includes 2 % dilution and 0 % mining loss.

The open pit production schedule is based on a ROM production rate of 1 Mtpa for five years and follows a 9-month pre-production period. High-grade (HG) material, with a cut-off of 0.35 kg/t eU, is fed to the crusher, while all Low Grade (LG) material is stockpiled to be fed to the process at the end of the mine life.

Underground Mining

The M&M and MSNE-Maryvonne deposits are planned to be mined as two independent underground rooms and pillar operations. M&M is to be mined first following the completion of the Miriam open pit operation, with MSNE-Maryvonne following on after M&M. The mining methods are similar to the adjacent Orano S.A.'s. COMINACK mine (closed in 2021).

At both underground operations, the mine development and ore production operations are planned to be by conventional drill and blast. Ore panels are to be mined as room and pillar, with ventilation provided by multiple raise bored holes positioned in each panel. Mined ore will be fed onto a conveyor system via feeder breakers. Run-of-mine ore will be sorted at the portal by X-ray fluorescence (XRF), and post-sorted ore will be trucked to the process plant at a rate of 1.0 Mtpa.

M&M development will take 18 months until the first ore, with an estimated production duration of 11 years. MSNE-Maryvonne decline and development will start in Year 10, with a development period of 28 months and an estimated production duration of 5 years.

Mineral Reserve Estimate for the Miriam Open Pit Deposit, Madaouela Project, Niger, July 01, 2022

Classification	Quantity (kt)	U Grade (kg/t)	Mo Grade (ppm)	U Contained (t)	Mo Contained (t)
Open Pit Miriam					
Proven	5,344	0.88	124.3	4,696	664
Probable	55	0.40	0.0	22	0
Sub-Total	**5,399**	**0.87**	**123.1**	**4,718**	**664**

Notes:

1. All figures are rounded to reflect the relative accuracy of the estimate and have been used to derive sub-totals, totals and weighted averages. Such estimates inherently involve a degree of rounding and consequently introduce a margin of error. Where these occur, SRK does not consider them to be material.
2. The Concession is wholly owned by and exploration is operated by GoviEx.
3. The standard adopted in respect of the reporting of Mineral Reserves for the Project, following the completion of required technical studies, is in accordance with the NI 43-101 guidelines and the 2014 CIM Definition Standards and have an Effective Date of July 01, 2022.
4. The Open Pit Mineral Reserves are reported with engineered pit designs using a cut-off grade of 0.28 kg/t U, which is based on a selling price of US$55/lb U_3O_8, operating costs of US$33.48/t feed, recovery of 94.5 %, royalty of 9 %, and transportation costs of 0.97/lb U_3O_8.
5. The Open Pit Mineral Reserves are derived from a regularized block model of 7.5 m x 7.5 m x 0.75 m and include an additional 2 % dilution and no mining loss.

Mineral Processing

A traditional flowsheet has been chosen for the treatment of ore from the open pit (Miriam), which is relatively low in gangue acid consumers, except for a novel dry milling process and the addition of an Ion Exchange (IX) process for the recovery of molybdenum. The flowsheet comprises crushing, milling, two-stage tank leaching, molybdenum recovery by ion exchange (IX) and uranium recovery by solvent extraction (SX) followed by precipitation of ammonium diuranate (ADU). A flotation section can be added in later years, to reject carbonates and consequently decrease acid consumption when underground ore is treated.

Ore is initially fed through a single-stage open circuit primary crusher, where a product size of 100 mm (P80) is achieved. The ore is then fed from the mill feed stockpile at an average rate of 3,223 tpd to milling. The ore is fed via apron feeders to discharge conveyers and transported to the milling circuit. The crushed ore is fed to a VeRo liberator® milling circuit operated with a closed-circuit screen to produce a grind size of 300 µm (P80) which proceeds to the leaching circuit after slurrying using process water. The VeRo circuit consists of 2 x 100 tph units operated in parallel. Each VeRo mill will produce open circuit fines fed forward to leach, with oversized material recirculating back to the VeRo mill via wet vibrating screening. Both VeRo units will feed oversize material to a single vibrating screen.

The two-stage leaching circuit consists of primary and intermediate thickeners in combination with a primary and secondary agitated tank leach system. Tanks are agitated to allow the ore to react with concentrated sulfuric acid allowing the dissolution of the contained uranium, while the redox potential is controlled by the addition of hydrogen peroxide. The leach tanks in both stages are sparged with steam to maintain 50°C in the leach circuit. The leach residue is then filtered on horizontal belt filters, with filtered solids residue discarded to the dry stacked tailing's storage facility.

The pregnant leach solution (PLS) containing uranium, molybdenum as well as other metal contaminants undergoes clarification before being fed to a continuous ion exchange plant (CIX) where molybdenum is selectively adsorbed onto the resin. Uranium remains in solution and is fed to a conventional uranium SX plant (Alamine 336) for uranium recovery. Molybdenum is eluted from the resin using a sodium hydroxide solution, from which a molybdenum sulfide product is precipitated via the rapid acidification process.

Capital and Operating Costs

The tables below summarise the capital and operating costs for the Madaouela Uranium Project. The detailed development of these individual costs is provided in the relevant sections.

Capital Expenditure

Total capital expenditure for the life of the operation is presented in Table ES 1. Capital costs include a 10 % contingency.

Table ES 1: Capital expenditure

Parameter	Units	Total amount
Initial Capital		
Open Pit Mining	($m)	46.1
Processing	($m)	242.4
Tailings	($m)	14.8
Infrastructure	($m)	28.6
Water	($m)	6.0
Owners Costs	($m)	4.8
Total	**($m)**	**342.7**
Sustaining Capital		
Open Pit Mining	($m)	2.7
Underground Mining	($m)	218.6
Tailings	($m)	7.8
Power	($m)	2.5
Infrastructure	($m)	34.2
Water	($m)	7.6
Processing	($m)	3,1
Total	**($m)**	**276.6**
Total Capital Expenditure	**($m)**	**619.3**

Operating Costs

LoM operating costs

	$ /t Process	$ /lb U_3O_8	LoM $m
Open Pit Mining	*20.8*	*9.1*	102.6
Underground Mining	*44.0*	*16.0*	633.7
Total Mining*	38.1	14.5	736.3
Processing	35.8	13.6	691.5
SG&A	9.3	3.5	179.0
Sub Total Operating Costs	83.1	31.7	1,607.0
Mine Closure	0.4	0.2	8.5
Total Operating Costs	**83.5**	**31.8**	**1,615.4**

Molybdenum mineralisation occurs in both the open pit and the underground mines and the process plant has been designed and costed for the recovery of molybdenum for the life of the mine. Molybdenum reserves are defined for the Miriam open pit and the initial mining period in M&M but molybdenum resources have not been classified for the majority of M&M and not at all for MSNE. The financial model incurs the costs associated with molybdenum recovery throughout the life of mine, irrespective of the molybdenum grade from ore resources which provides a conservative cashflow approach.

NPV Sensitivity to Uranium Price (at 8 % discount rate)

Price ($/lb U_3O_8)	Indicated Mo Only - NPV at 8% ($m)	Indicated and Inferred Mo - NPV at 8% ($m)	Indicated, Inferred and Unclassified Mo- NPV at 8% ($m)
70	199	126	219
65	**120**	**125**	**140**
60	41	46	61

NPV Sensitivity to Molybdenum Price (at 8 % discount rate)[2]

Price ($/lb MoS_3)	Indicated Mo Only - NPV at 8% ($m)	Indicated and Inferred Mo - NPV at 8% ($m)	Indicated, Inferred and Unclassified Mo- NPV at 8% ($m)
6.49	121	126	144
5.90	**120**	**125**	**140**
5.36	119	123	136
[2] based on a $ 65 /lb U_3O_8 price			

Cresco has undertaken an economic assessment to verify and demonstrate the economic viability of the Mineral Reserves. Mineral Reserves declared at a price of $ 65/lb U3O8 and $ 5.90 /lb MoS3 (indicated molybdenum only) return a positive NPV of $ 120 million at a discount rate of 8 %, with an IRR of 12.71 %.

As a result of recoverable molybdenum being present in assay and metallurgical testwork, two additional cases are considered which are the indicated and inferred molybdenum with a positive NPV of $125 million at a discount rate of 8 %, with an IRR of 12.85 %, and an indicated, inferred, and unclassified molybdenum case with a positive NPV of $ 140 million at a discount rate of 8 %, with an IRR of 13.27 %.

RESULTS OF OPERATIONS

During the year ended December 31, 2022, the Company incurred losses of $12.561 million compared to $11.598 million in the prior year. The increase is predominantly due to the acceleration of the Madaouela FS and the ambitious drill program for Muntanga in 2022.

Area taxes

In 2022, GoviEx paid $7.7 million in area taxes, including 2022 and the 3-year deferral for 2019-2021. As a result, no area taxes were outstanding on December 31, 2022.

Exploration and evaluation expenses

Exploration and evaluation expenditures are related to personnel, mineral property maintenance, and technical consulting costs in the Company's African subsidiaries. These costs can vary depending on the stages and priorities of exploration programs.

In 2022, the Company incurred $8.5 million (2021 - $7.2 million) in exploration expenditures or a $1.3 million increase from 2021. Besides completing the Madaouela FS, the Company carried out a $2.7 million field program for the Muntanga project, including 24,500 meters of drilling to upgrade mineral resources and confirm metallurgical test work. The Company has also started to update Muntanga's ESIA and relocation action plan.

Among those expenditures, technical consulting accounted for 39%, followed by 31% in drill programs and 11% in local personnel, with the rest for camps, general offices, local communities, and property maintenance.

General and administrative expenses

General administrative expenses mainly comprise head office salaries, investor relations and general corporate head office expenses.

The scale and nature of the Company's corporate activities have remained relatively consistent over the periods; cost fluctuations are mainly driven by the timing of certain expenses incurred, such as corporate development, investor conferences and insurance renewals.

Since April 2021, the Company has strengthened its management team, bringing on personnel focused on uranium markets, corporate communications and ESG.

In 2022, the Company filed its first ESG report, upgraded its IT infrastructure, and migrated to a cloud-based accounting and financial reporting system. The Company also organizes its corporate and technical data into a virtual document management system.

Selected Annual Information

(in thousands of U.S. dollars except for per share amounts)	2022	2021	2020
Financial performance			
Total revenue	$ -		$ -
Net loss and comprehensive for the year	(12,561)	(11,598)	(6,448)
Basic and diluted loss per share	(0.02)	(0.02)	(0.01)
Financial position			
Total assets	74,197	80,084	72,448
Non-current liabilities	-	-	4,537
Working capital	2,976	3,120	2,084
Cash dividends declared	-	-	-

Summary of Quarterly Results

During the three months that ended December 31, 2022, the Company raised CAD 10.5 million by issuing 47.758 million units at CAD 0.22 per unit. The Company paid a cash commission of CAD 0.63 million, equal to 6% of the units sold to Sprott and a finder.

The following Table sets forth a comparison of information for the previous eight quarters ended on December 31, 2022:

(in thousands of U.S. dollars except for per share amounts)	Q4'22	Q3'22	Q2'22	Q1'22	Q4'21	Q3'21	Q2'21	Q1'21
Area tax	$ -	$ -	$ -	$ (2,130)	$ -	$ -	$ -	$ (2,252)
Exploration and evaluation	(1,932)	(1,971)	(2,735)	(1,860)	(2,211)	(2,355)	(1,757)	(884)
General and administrative	(740)	(448)	(742)	(672)	(698)	(524)	(695)	(401)
	(2,672)	(2,419)	(3,477)	(4,662)	(2,909)	(2,879)	(2,452)	(3,537)
Foreign exchange gain (loss)	38	118	108	187	251	(94)	28	338
Change in fair value of marketable securities	103	(96)	(23)	4	(6)	(36)	4	(45)
Recovery of loan receivable	-	824	499	-	550	-	-	-
Interest and other	21	(8)	(8)	(11)	9	6	11	10
Share-based compensation	(247)	(491)	(179)	(170)	(183)	(398)	(129)	(137)
Net loss for period	$ (2,757)	$ (2,072)	$ (3,080)	$ (4,652)	$ (2,288)	$ (3,401)	$ (2,538)	$ (3,371)
Loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.01)

The Company's results have been driven by its exploration and evaluation activities. The Company has had no revenue from mining operations since its inception. Significant cost variations can be attributed to i) the exploration program's stages and priorities, ii) stock option grants, and iii) foreign exchange fluctuations.

LIQUIDITY AND CAPITAL RESOURCES

Since its inception, the Company has had no revenue from mining operations and has been dependent on raising funds through common share issuances and/or debt arrangements. Therefore, material increases or decreases in the Company's liquidity and capital resources will be determined by the Company's ability to obtain equity or other financing sources and maintain its mineral licenses and mining permits.

As of December 31, 2022, the Company had cash of $3,289 (2021 - $9,598) and working capital of $2,976 (2021-$3,120).

During the year ended December 31, 2022, the Company used $18.6 million in operating activities compared to $9.37 million in 2021. The average monthly cash spend, was $1.5 million in 2022 compared to $0.78 million in 2021.

In February 2022, the Company paid $2.13 million (XOF 1,216 million) for the 2022 area tax related to the Madaouela mining permit; in both July and November, the Company paid $2.78 million (XOF 1,824 million) for accrued area taxes from 2019-2021. From 2023 onwards, the annual area tax will be approximately $1 million (XOF 614.5 million), resulting from the mining permit area reduction approved by the Niger government in February 2022.

In 2022, the Company received $1.05 million in loan repayments from Linkwood Holdings Pte Ltd, 34 million Tesoro common shares and $4.57 million from warrants and stock options exercises.

In late October, the Company raised CAD 10.5 million by issuing 47.758 million units at CAD 0.22 per unit. The Company paid a cash commission of CAD 0.63 million, equal to 6% of the units sold to Sprott and a finder. Cash on hand is $0.7 million on April 27, 2023.

Since September 2021, the Company has engaged Endeavour Financial as its financial advisor regarding the initial capital requirement for the Madaouela Project and is seeking debt financing on the Company's behalf.

The Company is pursuing opportunities to fund mineral exploration and development and considering debt/equity financing, offtake agreements, and other funding sources. However, there can be no assurance that such funding will be available and acceptable to the Company on a timely basis. This represents a material uncertainty that may cast significant doubt on 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 consolidated statements of financial position. The consolidated 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. Such adjustments could be material.

Please refer to note 1, Nature of Operations and Going Concern, in the Company's consolidated financial statements for the year ended December 31, 2022.

TRANSACTIONS WITH RELATED PARTIES

According to a cost-sharing shareholders' Agreement with Global Mining Management Corp. ("**GMM**"), a private company owned by its shareholders, the Company paid $0.41 million (2021 - $0.5 million) for the use of Vancouver office premises and corporate personnel in Vancouver, Canada. The Company became a shareholder of GMM on October 25, 2007, and can terminate the Agreement with GMM by providing a 60-day written notice.

These transactions have occurred in the normal course of the business and are measured at the equivalent amount of the services rendered.

OUTSTANDING SHARE CAPITAL

As of April 27, 2023, the Company has:

- 640,677,284 class A common shares issued and outstanding;
- 47,362,500 options outstanding with exercise prices ranging from CAD 0.135 to CAD 0.39 exercisable from September 25, 2023, to September 27, 2027; and
- 71,750,428 warrants are exercisable from CAD 0.14 to $0.245, expiring from February 13, 2025, through October 27, 2025.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance arrangements other than those described in Note 10 Commitments and Contingencies in the consolidated financial statements for the year ended December 31, 2022.

PROPOSED TRANSACTIONS

None

CHANGES IN ACCOUNTING POLICIES

The significant accounting policies applied in preparing the financial statements are consistent with those applied and disclosed in Note 2 of the Company's 2022 audited consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period.

Although the Company regularly reviews the estimates and judgments made that affect the consolidated financial statements, actual results may differ. Please refer to Note 2 of the 2022 consolidated financial statements to describe the critical accounting estimates and areas of policy judgment.

FORWARD-LOOKING STATEMENTS

The MD&A contains certain statements that may be deemed "Forward-Looking Statements." Forward-Looking Statements may include but are not limited to, statements with respect to the future financial and operating performance of the Company, its subsidiaries and affiliated companies, its mining 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. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results ''may", "could", "would", ''might" or "will" be taken, occur or be achieved. These statements reflect the Company's current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

RISK FACTORS

The following is a brief description of the Company's operations and the industry's distinctive or unique characteristics, which may have a material impact on or constitute risk factors regarding the Company's financial performance, business and operations.

History of Net Losses; Uncertainty of Additional Financing; Negative Operating Cash Flow

The Company has received no revenue from the exploration activities on its properties and has negative cash flow from operating activities. As of December 31, 2022, the Company had an accumulated deficit of $236,150. If the Company undertakes development activity on any of its properties, there is no certainty that it will produce revenue, operate profitably or provide a return on investment.

The mining and exploration business involves a high degree of risk, and there can be no assurance that current exploration and development programs will result in profitable mining operations. The Company has no revenue source and has significant cash requirements to meet its exploration and development commitments to fund administrative overhead and maintain its mineral interests. The Company will need to raise sufficient funds to meet these obligations and provide capital costs for building its mining facilities.

Mineral Exploration and Development Activities are Inherently Risky

The exploration business for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into mineral deposits with significant value. Unusual or unexpected ground conditions, geological formation pressures, fires, power outages, labour disruptions, flooding, earthquakes, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing uranium and other mineral properties is affected by many factors, including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

Uncertainty of Mineral Resources and Mineral Reserves

The figures presented for mineral resources in this MD&A are only estimates. The estimation of mineral resources is a subjective process. The accuracy of mineral resource estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting available engineering and geological information. As a result, there is significant uncertainty in any mineral resource estimate, and the actual deposits encountered and the economic viability of a deposit may differ materially from the Company's estimates.

Estimated mineral resources may have to be re-estimated based on further exploration or development activity. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other essential factors that influence mineral resource estimates.

Mineral resources are not mineral reserves, and there is no assurance that any mineral resources will ultimately be reclassified as proven or probable reserves. Furthermore, mineral resources that are not mineral reserves have not demonstrated economic viability.

Changes in Government Regulation

Mining, processing, development, and mineral exploration activities are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, and other matters. Although management believes that its exploration activities are currently carried out following all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail future development or production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation could adversely affect the business, results of operations, financial condition and prospects of the Company.

Operations in Foreign Jurisdictions

The Company owns uranium properties and undertakes exploration and development programs in Niger, Zambia and Mali. These properties and interests are subject to certain risks, such as the possibility of adverse political and economic development, foreign currency controls and fluctuations, civil disturbances, coups and/or wars. In addition, other events may limit or disrupt activities on these properties, restrict the movements of funds, or increase taxation.

In the event of a dispute, the Company may be subject to the exclusive jurisdiction of foreign courts or may not successfully subject foreign persons to Canada's jurisdiction. A foreign court process may be conducted under rules and procedures different from those found in countries with more familiar legal systems and may not result in a fair hearing for the Company. The Company may also be hindered or prevented from enforcing its rights because of the sovereign immunity doctrine. Any adverse or arbitrary decision of a foreign court may materially negatively impact the Company's business, results of operations, financial condition, and prospects.

Possible Loss of Interests in Exploration Properties; Possible Failure to Obtain Applicable Licenses

The regulations under which the Company holds its interests in certain of its properties provide that the Company must make a series of payments over certain periods or expend specific amounts on exploring the properties. If the Company fails to make such payments or expenditures, it may lose interest in those properties. Further, even if the Company completes exploration activities, it may not obtain the necessary licenses or permits to conduct mining operations on the properties and thus would realize no benefit from its exploration activities. There is no assurance that further applications will be successful.

Title Risks

Third parties may have known or unknown valid claims underlying portions of the Company's interests, including claims from prior holders of mineral interests in the same area or technical defects in the granting or approval of mineral interests (including exploration licences) or the transfers of any mineral interest. The title may be affected by, among other things, undetected defects, including legal defects. The Company does not maintain title insurance, which is generally unavailable for Niger, Mali, or Zambian projects.

Limited Ability to Manage Growth

Should the Company be successful in its efforts to develop mineral properties or to raise capital for such development or for the development of other mining ventures, it may experience significant growth in operations. Any expansion of the Company's business would place demands on management, operational capacity, and financial resources. The Company anticipates that it will need to recruit qualified personnel in all areas of operations. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Climate Change

Many governments and regulatory bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. These changes may create more stringent regulatory obligations, which may result in increased costs for the Company's operations. Further, these changes could also lead to new and/or more extensive monitoring and reporting requirements.

In addition, the risks of physical climate change, including temperature and precipitation shifts and more frequent and severe extreme weather events, will affect the stability and effectiveness of infrastructure and equipment, environmental protection and site closure practices, and the availability of transportation routes. Climate change may also impact the stability and cost of water and energy supplies.

Therefore, climate change-related risks may impact the Company's operations, financial position and market performance.

Metal Price Volatility

The Company's activities will focus on exploring and developing its uranium mining properties. The price of uranium is thus an essential factor in the Company's future profitability and, in turn, the market price of the common shares. Historically, the uranium price has varied widely and is subject to factors outside the Company's control. Such factors include, among others: the demand for nuclear power, political and economic conditions and sanctions, the public and political response to a nuclear accident, improvements in atomic reactor efficiencies, reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails, sales of excess civilian and military inventories (including the dismantling of nuclear weapons) by governments and industry participants, and production levels and production costs in key uranium-producing countries. Thus, any such variation in the price of uranium in the future could cause the market price of the Common Shares to fluctuate and could increase the Company's cost of capital.

Future Shareholder Dilution

The Company may need to obtain additional resources in the future to execute the Company's growth strategy, including the possible acquisition of new businesses and assets. The Company may issue additional equity securities to finance such operations, development, acquisitions or other projects. The Company cannot predict the size or frequency of such future issuances, if any. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Company's earnings per share.

Volatility of the Company's Common Shares

In recent years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to these companies' operating performance. The market price of the Common Shares could similarly be subject to wide fluctuations in response to several factors, some of which are beyond the Company's control. This could cause the market price of the Common Shares to be volatile.

Competition

Significant and increasing competition exists for mineral deposits in each jurisdiction where the Company conducts operations. As a result of this competition, much of which is with large established mining companies with substantially greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mining claims or financing on terms it considers acceptable. In addition, the Company competes with mining companies to recruit and retain qualified personnel.

Insurance Risk

The mining industry is subject to significant risks that could damage or destroy property and facilities, cause personal injury or death, environmental damage and pollution, delays in production, expropriation of assets, and loss of title to mining claims. No assurance can be given that insurance to cover the risks to which the Company's activities are subject will be available at all or at commercially reasonable premiums. The Company maintains insurance within coverage ranges that it believes to be consistent with industry practice at a similar stage. The Company carries liability insurance concerning its mineral exploration operations. However, it is not currently covered by environmental liability insurance since insurance against environmental risks (including pollution liability), or other hazards resulting from exploration and development activities are unavailable or prohibitively expensive. Paying any such liabilities would reduce the funds available to the Company. If the Company cannot fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending the completion of a permanent remedy.

Dependence on Management

The success of the Company's activities and operations is mainly dependent on its management team's efforts and abilities. Investors must be willing to rely significantly on their discretion and judgment. The Company does not maintain key employee insurance on any of its employees. The Company depends on key personnel and cannot assure that it will retain such personnel. Failure to keep such key personnel could adversely affect the Company's business and financial condition.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, such directors and officers can be in a position of conflict. Any decision made by any of such directors and officers should be made in the best interests of the Company and its shareholders. Also, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest following the procedures outlined in applicable laws.