UEX CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE-MONTH PERIOD ENDED

SEPTEMBER 30, 2014

Message to Shareholders *November 3, 2014*

It is once again my pleasure as your President to provide an update on the Company's activities for the third quarter of 2014.

While the last several years have been challenging for the uranium exploration and development industry, the last two quarters have been marked by significant volatility for uranium prices, producers, and explorers and developers. Last quarter's surprise drop of the spot price to US$28.25/lb was short-lived, as in the third quarter the spot price rebounded quickly to US$35.50/lb. This price increase was spurred by the announcement of the preliminary approval for the re-start of the Japanese Sendai 1 & 2 reactors, the suspension of new development projects, the contraction in primary mine production output, the risk associated with Russian-sourced uranium and the announcement of a labour strike at the world's largest uranium mine complex.

UEX successfully raised $3.08 million in equity in the quarter, which means our Company remains financially robust, and we anticipate having $7.4 million of cash reserves in our treasury at year end. Not only does our Company have the resources to weather the recent short-term decline in stock prices, UEX is also in position to increase shareholder value by exploring what I believe is the most exciting new global uranium exploration play.

Last quarter, I reported to you that the Company was in the process of verifying through the review of our drill core library, the twelve high-priority basement target areas on the Hidden Bay Project where new discoveries similar to the Millennium, Gryphon, PLS, and Roughrider basement-hosted uranium deposits could be expected. We selected six of the twelve target areas for field review of historical drill core, which revealed the presence of intense hydrothermal clay alteration within the basement rocks. Anomalous uranium concentrations were found in both the Wolf Lake and Dwyer Lake target areas. Such intense clay alteration and anomalous uranium concentrations are rare and are strikingly similar to proximal alteration and uranium concentrations I have observed near the Millennium and Roughrider basement-hosted deposits.

The targets generated to date by the basement-targeting program have exceeded Company expectations. UEX is currently preparing to commence a 10,000 m - $2.5 million drilling program late in the fourth quarter that will extend into the spring of 2015. The program will initially target the high priority targets identified in the Wolf and Dwyer Lake areas.

What excites me about the results of our basement targeting is the fact that our exploration team was so quickly able to demonstrate to me the competitive advantage that our database brings to our Hidden Bay Project. UEX is uniquely poised to make the next basement uranium discovery in the shallowest part of Athabasca Basin in an area surrounded by established infrastructure and in the shadow of two operating uranium mills.

What excites me further is that this winter's program will be one of several needed over the next few years to adequately evaluate the basement uranium deposit potential of our Hidden Bay Project.

AREVA has recently proposed exploration budgets for our Western Athabasca Projects and we expect to have a news release in the coming weeks outlining the details of these 2015 proposed programs.

Concurrently, UEX continues to look at opportunities that meet our key criteria of having an existing quality uranium resource base with potential of being developed into a low-cost uranium mine, which are located within good uranium mining jurisdictions. This challenging uranium market has exposed several opportunities which we will continue to evaluate for their potential to be accretive to UEX shareholders.

Blessed with the largest non-producer-owned uranium resources in the Athabasca Basin, our enviable portfolio of brownfields, mid-stage and grassroots exploration targets, the ability to vector towards shallow basement-hosted uranium targets at Hidden Bay, the potential for resource expansion and the discovery of new *lenses around known uraniferous targets at Shea Creek, coupled with our financial strength to capitalize on opportunities as they present themselves, UEX is well-positioned to reap the benefits of the ongoing nuclear renaissance.*

I look forward to updating you on our progress and successes in the coming months.

Roger Lemaitre
President & CEO

THE COMPANY

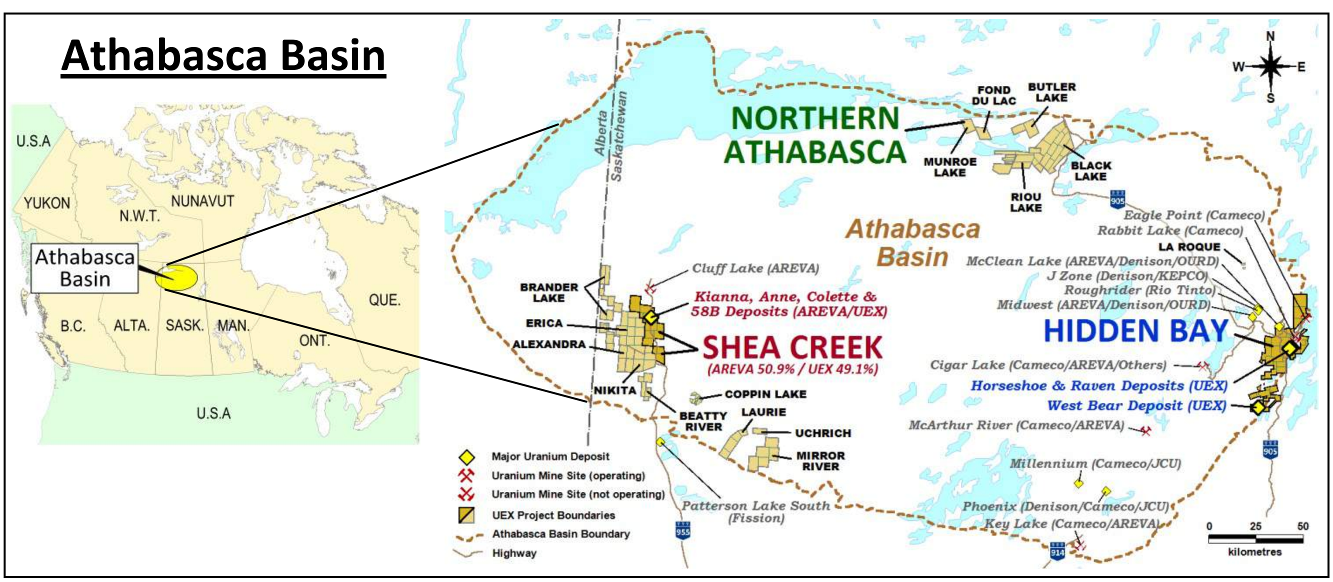
Introduction

This Management's Discussion and Analysis ("MD&A") of UEX Corporation ("UEX" or the "Company") for the nine-month period ended September 30, 2014 is intended to provide a detailed analysis of the Company's business and compares its financial results with those of previous periods. This MD&A is dated November 3, 2014 and should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes for the nine-month period ended September 30, 2014. The unaudited condensed interim financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and do not include all of the information required for full financial statements. This MD&A should also be read in conjunction with the audited annual financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"), for the years ended December 31, 2013 and 2012.

Other disclosure documents of the Company, including its Annual Information Form, filed with the applicable securities regulatory authorities in Canada are available at *www.sedar.com*.

Overview

UEX's fundamental goal is to remain one of the leading global uranium explorers and to advance its portfolio of Athabasca Basin uranium deposits and discoveries through the development stage to the production stage. Since being listed on the Toronto Stock Exchange in 2002, UEX has pursued exploration on a diversified portfolio of prospective uranium projects in three areas within the Athabasca Basin in Saskatchewan. The Company is focusing its main efforts on two advanced projects, the 100%-owned Hidden Bay Project ("Hidden Bay") which includes the Horseshoe, Raven and West Bear deposits in the eastern Athabasca Basin, and the Kianna, Anne, Colette and 58B deposits within the 49.1%-owned Shea Creek Project ("Shea Creek") in the western Athabasca Basin.



(Expressed in Canadian dollars, unless otherwise noted)

UEX is involved in seventeen uranium projects in the Athabasca Basin, including five that are 100% owned and operated by UEX, one joint venture with AREVA Resources Canada Inc. ("AREVA") that is operated by UEX, nine projects joint-ventured with and operated by AREVA, and one project joint-ventured with AREVA and JCU (Canada) Exploration Company, Limited ("JCU"), which is operated by AREVA. AREVA is part of the AREVA group, one of the world's largest nuclear service providers.

The seventeen projects, totaling 260,121 hectares (642,793 acres), are located on the eastern, western and northern perimeters of the Athabasca Basin, the world's richest uranium district, which in 2013 accounted for approximately 15% of global primary uranium production. UEX's 100%-owned projects also include the Riou Lake Project ("Riou Lake") and the Northern Athabasca Projects. The Black Lake Project ("Black Lake") is owned 89.99% by UEX and the remainder by AREVA. UEX is the project operator. Black Lake was the site of a uranium discovery made by UEX during a drilling program in September 2004. UEX entered into an earn-in agreement with Uracan Resources Ltd. ("Uracan") on January 24, 2013 and amended June 23, 2014 whereby Uracan can earn a 60% interest in the project (see "Black Lake Project"). UEX completed its earn-in to a 25% interest in the Beatty River Project ("Beatty River") with JCU by funding $858,118 in exploration expenditures in prior periods and making a payment to JCU of $3,441 in the first quarter of 2013. Beatty River is located in the western Athabasca Basin in northern Saskatchewan, 40 kilometres south of the Shea Creek uranium deposits and approximately 40 kilometres north of the recent Patterson Lake South uranium discovery. At present, AREVA, the operator, holds a 50.7% interest, UEX holds a 25.0% interest and JCU holds a 24.3% interest in Beatty River (see "Beatty River Project").

The current technical report on the Hidden Bay property, entitled "Preliminary Assessment Technical Report on the Horseshoe and Raven Deposits, Hidden Bay Project, Saskatchewan, Canada" (the "Preliminary Assessment Technical Report", the "PA" or the "Hidden Bay Report") prepared by SRK Consulting (Canada) Inc. ("SRK Consulting") and G. Doerksen, P.Eng., L. Melis, P.Eng., M. Liskowich, P.Geo., B. Murphy, FSAIMM, K. Palmer, P.Geo. and Dino Pilotto, P.Eng., with an effective date of February 15, 2011 and filed on SEDAR at *www.sedar.com* on February 23, 2011. Details for the mineral resource estimates at a cut-off grade of 0.05% U_3O_8 as follows:

Deposit		**Tonnes**	**Grade U_3O_8 (%)**	**U_3O_8 (lbs)**		**Tonnes**	**Grade U_3O_8 (%)**	**U_3O_8 (lbs)**
Horseshoe	**Indicated**	5,119,700	0.203	22,895,000	**Inferred**	287,000	0.166	1,049,000
Raven		5,173,900	0.107	12,149,000		822,200	0.092	1,666,000
West Bear		78,900	0.908	1,579,000		-	-	-
TOTAL		**10,372,500**	**0.160**	**36,623,000**		**1,109,200**	**0.111**	**2,715,000**

The Preliminary Assessment Technical Report found the economics of mining the Horseshoe and Raven deposits to be positive and, based on a spot price of US$60 per pound of U_3O_8, reported undiscounted earnings before interest and taxes ("EBIT") of $246 million, a pre-tax net present value ("NPV") at a 5% discount rate of $163 million and an internal rate of return ("IRR") of 42% (see "Hidden Bay Project").

(Expressed in Canadian dollars, unless otherwise noted)

The Preliminary Assessment Technical Report is preliminary in nature, includes inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the preliminary economic assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Projects in the mining sector have experienced rising costs, including rising capital and operating costs, during the past few years. Rising capital and operating costs would, in the absence of other changes, negatively impact EBIT, NPV and IRR which have been calculated based upon estimated costs at the time the PA was prepared.

The Western Athabasca Projects (the "Projects"), which include the Kianna, Anne, Colette and 58B deposits located at Shea Creek, consist of nine joint ventures with UEX holding an approximate 49.1% interest and AREVA holding an approximate 50.9% interest. AREVA is the operator of the Projects, and UEX and AREVA are in the process of negotiating joint-venture agreements for the Projects.

In the second quarter of 2013, an agreement was signed with AREVA which grants UEX the option to increase its ownership interest in the Western Athabasca Projects, which includes the Shea Creek Project, by 0.9% to a maximum interest of 49.9% by spending $18.0 million on exploration over the six-year period ending December 31, 2018. UEX is under no obligation to propose a budget in any year of the agreement. The ownership interest for the Projects shall be increased at the end of the year by the proportional amount of the additional exploration expenditures incurred in the year which are in addition to the annual budget amounts proposed by AREVA. UEX may propose an additional exploration budget of up to $4.0 million in any single year without the prior approval of AREVA, who remains the project operator. To date UEX has earned an additional 0.097% (approximately 0.1%) ownership interest in the Projects which results in a corresponding increase in the Company's share of the N.I. 43-101 mineral resources.

In April 2013, UEX received an updated N.I. 43-101 independent mineral resource estimate for Shea Creek prepared by James N. Gray, P.Geo., of Advantage Geoservices Limited (see UEX news release dated April 17, 2013). This estimate includes resources from the Kianna, Anne, Colette and 58B deposits based on drilling information up to December 31, 2012. A technical report supporting the new mineral resource estimate was filed on SEDAR on May 31, 2013. Details of the mineral resource estimate at a cut-off grade of 0.30% U_3O_8 are as follows:

Deposit		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)
Kianna	Indicated	1,034,500	1.526	34,805,000	Inferred	560,700	1.364	16,867,000
Anne		564,000	1.992	24,760,000		134,900	0.880	2,617,000
Colette		327,800	0.786	5,680,000		493,200	0.716	7,780,000
58B		141,600	0.774	2,417,000		83,400	0.505	928,000
TOTAL [1]		**2,067,900**	**1.484**	**67,663,000**		**1,272,200**	**1.005**	**28,192,000**

(1) Certain amounts presented in the Shea Creek N.I. 43-101 report have been rounded for presentation purposes. This rounding may impact the footing of certain amounts included in the tables above.

Growth Strategy

The main growth strategies of UEX are:

- To continue the exploration and evaluation work required to delineate and develop economic uranium resources at Shea Creek;
- To advance the evaluation/development process at the Horseshoe, Raven and West Bear uranium deposits at the Hidden Bay Project to a production decision once uranium commodity prices have demonstrated a sustained recovery from current spot and long-term prices;
- To maintain, explore and advance to discovery its other uranium projects; and
- To pursue a diversified portfolio of uranium projects from early exploration through to development and production, which may include outright property acquisitions or other business combinations.

THE INDUSTRY

Uranium Industry Trends

The third quarter was a very surprising one for the nuclear industry, especially for companies in the uranium exploration and development sector. Short-term inventory selling and secondary supplies that triggered uranium prices to fall sharply by the end of the second quarter to US$28.25 per pound were curtailed by several global developments, causing spot prices to increase rapidly to US$35.50/lb, while the term price remained firm at US$45.00/lb.

The spot price increase was spurred by the announcement of the preliminary approval of the re-start of the Japanese Sendai 1 & 2 reactors, the suspension of new development projects, the contraction of primary mine production output, the risk associated with Russian-sourced uranium and the fuel fabrication supply chain, and the announcement of a labour strike at the world's largest uranium mine complex.

Despite the price increase, the stock prices of producers and developers saw a drastic decline in share valuations, paralleling the sharp declines observed in share prices of companies in other commodities during the same period. UEX was not immune from the market volatility, as our share price declined from $0.44 to $0.33 by the end of the third quarter.

The entire nuclear industry appears to be in a short-term state of volatility. With events in Ukraine escalating, ever-tightening sanctions against Russia, with growing support from EU member countries, have brought supply uncertainty concerns to Western utilities. Bulgaria, Ukraine and the Czech Republic have announced their intention to find new sources of uranium fuel for their Russian-designed reactors to reduce their complete reliance on Russia.

New industry-government deals were signed in the quarter. SNC Lavalin's CANDU group and China's CNNC signed an agreement to jointly develop the next generation of CANDU nuclear power plants. Bulgaria signed a deal with Westinghouse to supply fuel for their Russian-designed power plants.

The Australian State of Queensland formally rescinded its anti-uranium exploration and mining policy and released a new framework for accepting and approving uranium exploration and mining.

Despite the continued uncertainty and short-term downward pressure on uranium prices, the medium to long-term fundamentals facing the uranium industry remain sound and are underpinned by the global nuclear renaissance which has clearly taken root.

Nuclear Renaissance Firmly Underway

Although there has been uncertainty surrounding the use of nuclear power both in the West and Japan, the construction of new civilian nuclear power plants is occurring at a pace not observed since the early 1980s. According to the World Nuclear Association, 71 reactors were under construction as of October 1, 2014. The long-awaited nuclear renaissance has not only taken root, but is flourishing. Three new nuclear power plants commenced production during the quarter: one in China, one in Argentina, and one in India.

China presently has 27 plants under construction and has put three new units into operation (Nindge 2, Honguanhe 2 and Yangiiang 1) in the last three quarters. The Fuquing 1 is planned to be operational by the end of the year. China plans to increase nuclear power generation from 17 GWe in 2014 to 40 GWe by 2016 and to 58 GWe by 2020, with an additional 30 GWe expected to be under construction at that time. By 2016, China is expected to have nuclear power generation capacity comparable to Japan's entire operable nuclear fleet.

India's first VVER-1000 Russian-designed reactor at Kudankulam was connected to the national power grid in October of 2014. In Argentina, the Atucha 2 reactor was also connected to the power grid and is expected to be fully operational in November of 2014.

In addition to the twenty-seven reactors under construction in China, ten new reactors are currently under construction in Russia, six in India, five in South Korea, five in the United States, three in the United Arab Emirates and with several other countries also having units under construction.

In addition to the increasing pace of new build construction this year, a significant number of international nuclear technology and cooperation agreements have been signed. These deals suggest that many countries are embracing nuclear power generation for the first time or are considering increasing their investments in the sector.

China and Britain recently announced two new nuclear cooperation agreements. The first paves the way for China to become a partner in Britain's Hinkley Point C Project, where the construction of two EPR-1000 units is being considered. China would own between 30-40% of the project, and EDF would own 40% with the balance owned by the British. The second China-Britain agreement allows for Chinese nuclear reactor designs to be reviewed for permitting in the United Kingdom, which would ultimately open the door to future construction of these reactors on UK soil.

NuScale and the US Department of Energy ("DOE") have announced an agreement under which the DOE will fund US$217 million to develop small modular reactor technology in the US. The DOE also announced that it would be awarding US$67 million to various groups and universities for research into new nuclear power generation.

Russia signed nuclear cooperation agreements with both Argentina and Brazil to collaborate on new nuclear plant construction, operation and decommissioning of power plants, as well as the development of nuclear waste facilities.

India's government announced a 27% increase in funding for atomic research in their current federal budget, which includes US$285 million to fund nuclear power production at Kalpakkan. In the third quarter, India announced that it was seeking to increase its nuclear power generation to 17,080 MW by 2022, up from the current capacity of 5,780 MW.

The Czech government submitted a letter to the European Union on behalf of ten EU member states demanding that the Union level the playing field for all low-emission energy sources and remove the barriers that prevent many new nuclear power plants from being approved, in order to allow the EU to achieve its goals for energy security, sustainability and emissions reduction.

CNNC, through its arm China Uranium, received regulatory approval to purchase a 25% joint-venture stake in the Langer Heinrich Uranium Mine in Namibia from Paladin Energy for US$190 million. This investment by China signals their interest in securing uranium supply to meet their growing domestic requirements.

Design approvals were obtained in China for the CAP1400 plant design, a Chinese-Westinghouse joint project, and the ESBWR GE-Hitachi design was approved in the United States.

The United Arab Emirates approved the commencement of construction of the Barakah 3 and 4 units using the Korean APR1400 design. The Atucha 3 construction contract was awarded by Argentina to the CNNC.

Australia and India signed a bi-lateral uranium trade agreement in the third quarter of 2014 that will allow Australian uranium to be sold to India. Similarly, Uzbekistan signed a uranium trade agreement with India.

Russia and South Africa in September 2014 signed a US$10 billion strategic nuclear partnership under which 9.6 GW of nuclear capacity will be constructed in South Africa by building up to eight VVER Russian-designed reactors. Russia also signed an agreement with Jordan to pursue the construction of Jordan's first two nuclear power plants.

Probably the most significant news that will drive the industry in the future, aside from the commencement of the Japanese nuclear fleet restarts, was the announcement by the United States Environmental Production Agency of new carbon emission guidelines that will require power plant carbon emissions to be reduced by 30% over 2005 levels by 2030. The EPA stated that there was no chance for the United States to reach these new guidelines without nuclear power.

Japanese Restarts

Public sentiment remains tumultuous surrounding progress toward the long-awaited restart of nuclear reactors in post-Fukushima Japan.

The second quarter was marked by the strengthening of the pro-nuclear stance held by the Japanese government when the Japanese Ministry of the Economy released the country's fourth Basic Energy Plan, in which nuclear was shown to continue to be a major component of Japan's electrical generation.

The Ministry released the 2014 Annual Report on Energy which highlighted the fact that, in 2013, 88% of Japanese electricity was generated from fossil fuels, up from 62% in 2010 prior to the Fukushima incident. The additional fuel costs totaled US$35.2 billion and formed a large portion of the country's trade deficit of

US$112 billion. The report stated that imports of liquefied natural gas and thermal coal totaled US$80 billion and represented 10% of all Japanese imports in 2013.

Hokuriku Electric applied to the NRA to restart the Shika 2 reactor, located in the Ishikawa Prefecture, bringing the total reactors that have applied to restart to 20 units at thirteen sites.

The Japanese government announced that it is considering guaranteeing the price of electricity generated from restarted nuclear power plants as a measure to assist struggling utilities. It has been reported that Japanese utilities have lost an estimated US$35 billion in the last three years while their nuclear plants were idled.

Amidst much debate and conjecture, in mid-July the NRA approved Kyushu Electric Power Company's plan to restart the Sendai 1 & 2 plants, the first two of twenty plants that have applied to restart over the past year. The Sendai plants will face one month of public hearings and consultation before the NRA can issue final restart approval, which could happen as early as this November. The NRA gave Kyushu Electric the approval to go ahead with the required design changes needed to facilitate the restart of Sendai 1 and 2 prior to obtaining restart approvals. While the restarts have traditionally required the approval of political leaders from the local prefecture, the federal government insists that they alone have the final say on whether a nuclear power plant will operate. It is anticipated that these restarts could occur in the first quarter of 2015.

Many industry watchers believe that the approval of Sendai 1 & 2 may be the catalyst for additional approvals to be granted for the remaining 18 reactors that have applied for permission to restart. A number of these reactors could be online during 2015.

Once the Japanese units begin coming back into service, it is anticipated that a large amount of the uranium inventory selling that has put downward pressure on uranium prices will be removed from the market.

Long-Term Outlook – Uranium Supply and Demand

Short-term uranium spot prices continue to be adversely impacted by the temporary oversupply to the market, stemming from distressed inventory selling by utilities, secondary supply increases due to underfeeding at underutilized enrichment plants and DOE sales.

To satisfy the needs of both suppliers and purchasers, a new mid-term market has emerged over the past two years where deliveries occur in a 1-3 year window. This shift has occurred as a direct response to significant inventory selling by utilities (particularly Japanese utilities) as well as reluctance by producers to sign unprofitable long-term contracts (3-15 years in the future) at these currently depressed prices. This year, purchasers continue to acquire uranium on the spot market to take advantage of low prices in the short term as spot prices are far below the current term price.

The low volumes of uranium sales have also impacted conversion and enrichment services. Since utilities are purchasing lower volumes of uranium, they have less need to contract conversion and enrichment. In a bid to remain profitable, enrichers have elected to produce uranium from uranium tails, known as underfeeding, to avoid costly shut down charges and potential damage to their centrifuges. As a result, enrichers are on track to produce between 15-20 million pounds of U_3O_8 equivalent in 2014. This underfeeding, combined with the DOE decision to sell 7 million pounds of U_3O_8 from its stockpiles, has neutralized the previously expected positive impact on uranium price from the termination of the HEU agreement at the end of 2013.

Recently, uranium producers cut back primary uranium production. Cameco announced a scaling back of its "Double U" strategy to 36 million pounds from an original plan of 40 million pounds per annum. Cameco suspended the development of the Millennium Uranium Mine in northern Saskatchewan, which was expected to produce as much as 7 million pounds per year. Cameco also announced that output from the Cigar Lake Mine, which commenced commercial production in the third quarter, will be reduced to between 200,000 to 600,000 million pounds in 2014 as the new operation struggles with effective freezing of the ore needed to permit full-scale mining.

AREVA and the Government of Niger have come to an agreement on uranium production and royalties from the country's uranium mines which have delayed the development of the Immourren Mine indefinitely, ultimately removing 13 million pounds of annual supply that would have come on line in the near term.

Paladin suspended operations at the Kayelekera Mine in Malawi, removing 3.3 million pounds per year from production. In Namibia, Rio Tinto announced that Rossing Uranium Mine output would be slashed from 5.4 million pounds to 4.4 million pounds per year as the mine transitions from a seven-day to a five-day work week. Earlier this year, Heathgate Resources temporarily closed the Beverley Uranium Mine that had historically produced 2 million pounds per year.

At Ranger, production commenced in the last half of June after a long shut down due to the rupturing of a uranium leach tank in late 2013. Ranger has a name plate capacity of 8.8 million pounds per year.

Supply cuts have been offset by the commencement in the last quarter of new production from three significant mines, CGNPC's Husab Mine in Namibia (12.5 million lbs per annum), Quasar/Alliances Beverley Four Mine in Australia (3 million pounds per annum) and Cameco's Cigar Lake Mine (18 million pounds per annum). All three mines are still in the process of ramping up to nameplate capacity.

Despite the short-term downward pressures on uranium prices, the long-term outlook for uranium prices remains robust. A long-term supply gap continues to be forecast by many industry followers, with the shortfall projected to occur between 2018 and 2020. In 2014, uranium demand is expected to be 170 million pounds and is forecast to rise to 240 million pounds by 2024. Primary supply of uranium in 2014 is expected to be 155 million pounds. Total annual uranium supply (primary and secondary) is anticipated to peak around 2019 at approximately 210 million pounds, creating a significant supply gap.

Uncovered utility supply contract positions are expected to grow significantly between 2016 and 2020. Uranium term market activity has been increasing recently and is viewed as an indicator that utilities are interested in locking in supply before anticipated price increases. Three term deals were completed in September 2014. Year to date a total of 65 million pounds have been contracted, the largest volume in the preceding two years. A positive development in uranium contracting is the notable return of utilities seeking classic term contracts with long-term deliveries from suppliers.

With a looming supply gap coming, Japanese nuclear restarts on the horizon and the large uncovered demand occurring two to five years in the future, UEX believes that uranium prices will be compelled to increase in the medium term in order to stimulate the primary production needed to fuel the ongoing nuclear renaissance.

Nuclear energy, which is safe, clean, reliable and affordable, will remain an important and growing part of the world's energy mix.

(Expressed in Canadian dollars, unless otherwise noted)

FINANCIAL UPDATE

Selected Financial Information

The following is selected financial data from the audited financial statements of UEX for the last three completed fiscal years. The data should be read in conjunction with the audited financial statements for the years ended December 31, 2013, 2012 and 2011 and the notes thereto.

Summary of Annual Financial Results

	December 31, 2013	December 31, 2012	December 31, 2011
Interest income	$ 202,074	$ 221,465	$ 108,911
Net loss for the year	(2,348,002)	(3,911,251)	(5,405,217)
Basic and diluted loss per share	(0.010)	(0.018)	(0.027)
Capitalized exploration and evaluation expenditures, net of impairment and fair value consideration received (if any)	4,670,032	4,325,063	9,086,919
Total assets	173,871,037	172,460,671	160,680,154

The following quarterly financial data is derived from the unaudited condensed interim financial statements of UEX as at (and for) the three-month periods ended on the dates indicated below.

Summary of Quarterly Financial Results (Unaudited)

	2014 Quarter 3	2014 Quarter 2	2014 Quarter 1	2013 Quarter 4
Interest income	$ 29,358	$ 32,279	$ 35,102	$ 42,073
Loss for the period	(364,243)	(8,067,108)	(452,175)	(1,175,040)
Basic and diluted loss per share	(0.002)	(0.035)	(0.002)	(0.005)
Capitalized exploration and evaluation expenditures, net of impairment charges and fair value consideration received (if any)	179,835	(9,910,873)	628,474	1,104,791
Total assets	165,032,267	162,766,315	174,264,271	173,871,037

	2013 Quarter 3	2013 Quarter 2	2013 Quarter 1	2012 Quarter 4
Interest income	$ 59,221	$ 38,559	$ 62,221	$ 48,016
Loss for the period	(271,163)	(464,957)	(436,842)	(2,412,604)
Basic and diluted loss per share	(0.001)	(0.002)	(0.002)	(0.011)
Capitalized exploration and evaluation expenditures, net of impairment charges and fair value consideration received (if any)	2,101,877	995,539	467,825	(496,359)
Total assets	175,308,389	174,898,927	171,919,938	172,460,671

UEX's business is not affected by seasonality as the Company is able to perform exploration and evaluation work year round. Variations in capitalized exploration and evaluation expenditures from quarter to quarter and year to year are affected by the timing and size of the exploration and evaluation programs in the periods. Beginning in 2012 and continuing into 2014, in response to a decrease in uranium prices following the earthquake and tsunami that damaged Japan's Fukushima nuclear power plant and the global economic slowdown that affected UEX's share price, certain discretionary exploration and evaluation expenditures were deferred. This reduced level of activity in exploration and evaluation expenditures is reflected in the 2014 third quarter financial results. Variations in loss are primarily affected by the number of options granted and/or vesting in the period and the associated inputs used in calculating share-based payment expense, by the timing of mineral property impairments that may have occurred during the period (inclusive of the tax impact thereon) and the timing of the recognition of deferred taxes associated with the renunciation of tax benefits related to flow-through expenditures.

In the second quarter of 2014, the Company determined that the carrying value of UEX's 100%-owned Riou Lake Project was impaired and a $10,425,937 charge is reflected in the loss for the second quarter of 2014 (net deferred tax effect, which reduced the impact of the impairment by $2,815,003). This impairment was recognized because the Company does not have any exploration activity planned or currently budgeted for the area. UEX continues to maintain several Riou Lake claims in good standing.

There were no mineral property impairment charges in 2013.

In the fourth quarter of 2012, the Company determined that the carrying value of the James Creek Project, one of the Western Athabasca Projects joint-ventured with AREVA, was impaired and a $1,609,741 charge is reflected in the loss for the fourth quarter of 2012 (net of deferred tax effect which reduced the impact of the impairment by $434,630). The determination for the James Creek impairment was due to the fact that AREVA, the project operator, did not propose a budget for 2013 and the seven James Creek claims lapsed.

The Q4 2013 loss was increased by $625,617 in deferred tax expense for the period as a result of the renunciation of the tax benefits associated with qualified exploration expenditures which were incurred with flow-through dollars, net of the reversal of the flow-through premium. The Q4 2012 loss was also increased by $144,853 in deferred tax expense for the period due to the renunciation of the tax benefits associated with qualified exploration expenditures, which were incurred with flow-through dollars. In the nine months ended September 30, 2014, no exploration expenditures were funded with flow-through dollars.

Share Capital

The Company is authorized to issue an unlimited number of common shares without par value, of which 235,015,069 common shares were issued and outstanding as at September 30, 2014, and an unlimited number of preferred shares (no par value) issuable in series, of which 1,000,000 preferred shares have been designated Series 1 Preferred Shares, none of which are issued and outstanding. At September 30, 2014, the Company had reserved a total of 16,646,000 common shares related to director, employee and consultant share purchase options. The share purchase options are exchangeable into common shares at exercise prices ranging from $0.36 per share to $1.45 per share.

On October 17, 2014, 180,000 share purchase options with a weighted-average exercise price of $0.80 expired.

On January 15, 2014, the Company granted 1,000,000 share purchase options to a new senior officer pursuant to the Company's share option plan. The share purchase options were issued at an exercise price of $0.41 and expire on January 15, 2019.

Also, pursuant to a retirement agreement, 150,000 share purchase options with a weighted-average exercise price of $0.60, which would have otherwise vested on June 5, 2014, vested on January 1, 2014.

As at November 3, 2014, there were 235,015,069 common shares issued and outstanding and 16,466,000 share purchase options outstanding for a total of 251,481,069 on a fully-diluted basis.

Results of Operations for the Three-Month Period Ended September 30, 2014

For the three-month period ended September 30, 2014, the Company reported a loss before other comprehensive income of $364,243 versus a loss before other comprehensive income of $271,163 for the three-month period ended September 30, 2013. The loss for the quarter ended September 30, 2014 was higher primarily due to project investigation costs incurred by the Company to evaluate potential uranium acquisition opportunities with no similar costs in the comparative period. In addition, in the current three-month period, higher office expense costs, share-based compensation costs and travel and promotion costs were offset by reductions in legal and audit costs and salaries expense relative to the comparative three-month period. Interest income was lower by $29,863 due to lower cash balances invested than in the comparative three-month period which contributed to the higher loss than in the comparative period.

In response to the decrease in the uranium commodity price, along with a corresponding decrease in the Company's share price, the Company continued to curtail its exploration and evaluation expenditures at Hidden Bay from historical activity levels. In the third quarter of 2014, exploration expenditures at Hidden Bay of $125,403 including share-based compensation and depreciation of $9,006 were incurred (primarily related to identifying basement targets) versus $48,372 including share-based compensation and depreciation of $10,478 incurred in the three months ended September 30, 2013. The Company had project evaluation expenditures at Hidden Bay of $13,382 including share-based compensation of $201 incurred in the current quarter versus project evaluation expenditures at Hidden Bay of $86,286 including share-based compensation of $20,904 incurred in the third quarter of 2013.

Interest income was $29,358 for the three-month period ended September 30, 2014 versus $59,221 for the three-month period ended September 30, 2013. The decrease in interest income in the current quarter was due to the effect of lower short-term cash balances invested. In the third quarter of 2014, the Company had an average cash balance invested of approximately $6.9 million versus $12.7 million in the third quarter of 2013.

Legal and audit fees decreased by $29,781 in the three-month period ended September 30, 2014 as compared to the third quarter of 2013. This decrease was due to legal costs that were incurred in the comparative quarter related to the retirement of UEX's CEO in 2013, with no comparable costs incurred in the current quarter. The $47,292 increase in office expenses is primarily due to the former CEO's current consulting agreement with the Company. Project investigation costs of $56,752 were incurred during the quarter and are related to the Company's evaluation of potentially accretive uranium projects that may exist in the current uranium market, with no similar costs incurred in the comparative quarter. Salaries expense decreased by $14,999 compared to the third quarter of 2013. This was primarily due to a salary adjustment for the former CEO which came into effect in the comparative quarter and reflected an increase in his time commitment to the Company from 75% to 100%. Furthermore, the current CEO has a lower base salary than his predecessor, excluding the time commitment adjustment. These variances resulted in a $34,422 decrease in CEO salary expense from the comparative quarter. In addition, a small cost recovery from project fees earned by the Company as the operator of the Black Lake joint venture further reduced salaries expense in the current period. These decreases were partially offset by an $18,295 increase in salaries expense related to the VP Project Development's involvement in identifying and evaluating potential new projects with no similar costs incurred in the comparative quarter. Travel and promotion expenses for the current quarter increased by $11,481 as compared to the third quarter of 2013 due primarily to enhanced investor relation activities.

The vesting of share purchase options during the three-month period ended September 30, 2014 resulted in total share-based compensation expense of $85,344, of which $7,222 was capitalized to mineral properties with the remaining $78,122 charged to operations. The vesting of share purchase options during the quarter ended September 30, 2013 resulted in total share-based compensation expense of $82,554, of which $26,087 was capitalized to mineral properties and $56,467 was charged to operations. Share-based compensation expense was $21,655 higher than in the comparative quarter due to the option grant that occurred in the first quarter of 2014 and the share-based compensation expense resulting from the vesting of these options.

On February 13, 2013, the Company received 300,000 Uracan common shares as partial consideration for an earn-in agreement that UEX signed with Uracan for the Black Lake Project. On June 23, 2014, the Company received an additional 50,000 Uracan common shares as partial consideration for an amendment to the 2013 earn-in agreement. The total market value of these securities has increased by $3,500 during the quarter. The increase in market value is reflected in other comprehensive income in the current three-month period as an unrealized fair value gain. The Company did not dispose of any of the shares in the period. The tax impact of this unrealized fair value gain resulted in the recognition of a deferred income tax expense of $473 in other comprehensive income for the three-month period ended September 30, 2014. In the three-month period ended September 30, 2013, the market value of the securities had increased by $1,500. As a result, a $1,500 unrealized fair value gain and an offsetting $203 deferred tax expense were recorded in other comprehensive income in the three-month period ended September 30, 2013.

On February 13, 2013, the Company also received 150,000 Uracan common share purchase warrants as partial consideration for the earn-in agreement with Uracan for the Black Lake Project. On June 23, 2014, the Company received an additional 25,000 Uracan common share purchase warrants as partial consideration for an amendment to the 2013 earn-in agreement. The total fair value of these warrants, as determined using the Black-Scholes option-pricing model, has increased by $1,001 during the three months ended September 30, 2014. The fair value gain was due in part to the increase in Uracan's share price, but also as a result of updated Black-Scholes valuation input assumptions. In the three-month period ended September 30, 2013, the fair value of the warrants had increased by $503.

The deferred income tax recovery for the three months ended September 30, 2014 was $104,766 compared to a deferred income tax recovery for the three months ended September 30, 2013 of $79,279. The deferred income tax recovery in each of the three-month periods ended September 30, 2014 and September 30, 2013 recognizes the increase in non-capital losses carried forward (deferred tax asset) due to the addition of the current period's operating losses.

Results of Operations for the Nine-Month Period Ended September 30, 2014

For the nine-month period ended September 30, 2014, the Company reported a loss before other comprehensive income of $8,883,526 versus a loss before other comprehensive income of $1,172,962 for the nine-month period ended September 30, 2013. The loss for the nine-month period ended September 30, 2014 was higher primarily due to a mineral property impairment charge related to the Riou Lake Project in the second quarter of 2014. The impairment was triggered due to the Company not having any exploration activity planned or budgeted for the Riou Lake Project. The loss in the nine-month period also reflects an increase in office expenses due to the former CEO's current consulting arrangement with the Company, higher travel and promotion costs reflecting increased investor relations activities and project investigation costs incurred to evaluate potential uranium acquisition opportunities with no similar costs in the comparative nine-month period. These increased costs were offset by reductions in salaries expense and legal and audit costs. Interest income was lower by $63,262 due to lower cash balances invested than in the comparative nine-month period, which contributed to the higher loss than in the comparative period.

In response to the decrease in the uranium commodity price, along with a corresponding decrease in the Company's share price, the Company continued to curtail its exploration and evaluation expenditures at Hidden Bay from historical activity levels. The Company spent $17,664 (including share-based compensation of $2,346) on project evaluation expenditures at Hidden Bay in the first nine months of 2014 compared with $683,715 (including share-based compensation of $77,660) in the nine-month period ended September 30, 2013. Contrary to this trend, $262,023 (including share-based compensation and depreciation of $51,244) was expended on exploration in the first nine months of 2014 versus $115,368 (including share-based compensation and depreciation of $32,678) in the nine months ended September 30, 2013. This increase in exploration expenditures from the comparative period reflects the time spent in the current period identifying new uranium drilling targets through both a review of the Company's geological database and historical drill core in the field for the upcoming Hidden Bay drilling program.

Interest income was $96,739 for the nine-month period ended September 30, 2014 versus $160,001 for the nine month period ended September 30, 2013. The decrease in interest income in the current period was due to the effect of lower short-term cash balances invested relative to the comparative period. Over the first nine months of 2014, the Company had an average cash balance invested of approximately $8.0 million versus $12.1 million over the first nine months of 2013.

Legal and audit fees decreased by $82,937 during the nine-month period ended September 30, 2014 as compared to the first nine months of 2013. This decrease was due to legal costs that were incurred in the comparative nine-month period associated with project evaluation work, the additional earn-in agreement for the Western Athabasca Projects, the Black Lake joint venture earn-in agreement with Uracan and legal costs related to the retirement of UEX's CEO in 2013, with no similar costs incurred in the current nine-month period. The $108,719 increase in office expenses was primarily due to the former CEO's current consulting agreement with the Company, office expenses associated with the transition to the new CEO and office expenses associated with enhanced investor relations activities. These costs were partially offset by consulting costs incurred in the comparative period related to transitioning to the new MARS claim management process for Saskatchewan mineral claims, which were not incurred in the current nine-month period. Project investigation costs of $90,054 were incurred during the period and are related to the Company's evaluation of potentially accretive uranium projects that may exist in the current uranium market, with no such costs incurred in the comparative period. Salaries expense decreased by $129,274 as compared to the first nine months of 2013 due primarily to project fees earned by the Company as the operator of the Black Lake joint venture, which have been offset against salaries expense. In addition, the current CEO has a lower base salary than his predecessor. Travel and promotion expenses for the current period increased by $90,849 as compared to the previous period due primarily to enhanced investor relations activities, but also reflect travel costs associated with the Company's CEO splitting his time between Vancouver and Saskatoon. Similar costs were not incurred in the comparative period.

The vesting of share purchase options during the nine-month period ended September 30, 2014 resulted in total share-based compensation expense of $369,263, of which $33,327 was capitalized in mineral properties with the remaining $335,936 charged to operations. The vesting of share purchase options during the nine months ended September 30, 2013 resulted in total share-based compensation expense of $466,508, of which $116,329 was capitalized in mineral properties and $350,179 was charged to operations. Share-based compensation expense was $14,243 lower than the comparative nine-month period and if not for the option grant that occurred in the first quarter and the share-based cased compensation expense resulting from the vesting of these options, the share-based compensation expense would have been $145,284 lower, as a significant portion of outstanding options had fully vested previously.

On February 13, 2013, the Company received 300,000 Uracan common shares as partial consideration for an earn-in agreement that UEX signed with Uracan for the Black Lake Project. On June 23, 2014, the Company received an additional 50,000 Uracan common shares as partial consideration for an amendment to the 2013 earn-in agreement. The total market value of these securities has decreased by $8,750 during the nine-month period ended September 30, 2014 from the values determined at December 31, 2013 and from June 23, 2014 for the most recently received shares. The decrease in market value is reflected in other comprehensive income in the current nine-month period as an unrealized fair value loss. The Company did not dispose of any of the shares in the period. The tax impact of this unrealized fair value loss resulted in the recognition of a deferred income tax recovery of $1,181 in other comprehensive income for the first nine months of 2014. In the nine-month period ended September 30, 2013, the market value of the securities had decreased by $12,000 from their fair value on receipt (February 13, 2013). As a result, a $12,000 unrealized fair value loss and an offsetting $1,620 deferred tax recovery were recorded in other comprehensive income in the nine-month period ended September 30, 2013.

On February 13, 2013, the Company also received 150,000 Uracan common share purchase warrants as partial consideration for the earn-in agreement with Uracan for the Black Lake Project. On June 23, 2014, the Company received an additional 25,000 Uracan common share purchase warrants as partial consideration for an amendment to the 2013 earn-in agreement. The total fair value of these warrants, as determined using the Black-Scholes option-pricing model, has decreased by $1,915 during the nine-month period ended September 30, 2014 from the values determined at December 31, 2013 and from June 23, 2014 for the most recently received warrants. The fair value loss was due in part to the decrease in Uracan's share price, but also as a result of updated Black-Scholes valuation input assumptions. In the nine-month period ended September 30, 2013, the fair value of the warrants had decreased by $4,826 from their fair value on receipt (February 13, 2013).

The deferred income tax recovery in the current nine-month period primarily reflects the tax impact of the Riou Lake impairment charge of $10,425,937 which created a deferred income tax recovery of $2,815,003 with no comparable impairment charge in the nine-month period ended September 30, 2013. The deferred income tax recovery for the nine months ended September 30, 2014 was $3,158,070 compared to a deferred income tax recovery for the nine months ended September 30, 2013 of $314,321. The deferred income tax recovery in each of the nine month periods ended September 30, 2014 and September 30, 2013 recognizes the increase in non-capital losses carried forward (deferred tax asset) due to the addition of the current period's operating losses.

(Expressed in Canadian dollars, unless otherwise noted)

The continuity of expenditures on UEX's uranium projects for the nine-month periods ended September 30, 2014 and 2013 is as follows:

September 30, 2014

Project	Balance December 31 2013	Exploration and evaluation expenditures during the period	Fair value consideration received	Impairment charge for the period	Balance September 30 2014
Hidden Bay	$ 76,223,469	$ 279,687	$ -	$ -	$ 76,503,156
Riou Lake	10,425,937	-	-	(10,425,937)	-
Western Athabasca	61,357,244	1,009,382	-	-	62,366,626
Black Lake	15,230,180	37,943	(3,639)	-	15,264,484
Beatty River	869,391	-		-	869,391
	$ 164,106,221	$ 1,327,012	$ (3,639)	$ (10,425,937)	$ 155,003,657

September 30, 2013

Project	Balance December 31 2012	Exploration and evaluation expenditures during the period	Fair value consideration received	Impairment charge for the period	Balance September 30 2013
Hidden Bay	$ 75,363,225	$ 799,084	$ -	$ -	$ 76,162,309
Riou Lake	10,425,937	-	-	-	10,425,937
Western Athabasca	57,548,301	2,791,599	-	-	60,339,900
Black Lake	15,230,180	7,048	(35,931)	-	15,203,893
Beatty River	865,950	3,441		-	869,391
	$ 159,436,189	$ 3,601,172	$ (35,931)	$ -	$ 163,001,430

During the nine months ended September 30, 2014, exploration and evaluation expenditures at Hidden Bay of $279,687 included evaluation expenditures of $17,664 (exploration and evaluation expenditures of $799,084 for the first nine months of 2013 included evaluation expenditures of $683,715) primarily relating to component technical studies. Exploration expenditures incurred at Hidden Bay in the nine-month period ended September 30, 2014 primarily related to time spent identifying new uranium drilling targets through both a review of the Company's geological database and historical drill core in the field. There were no costs of this nature in the comparative period. Total evaluation expenditures of $7,309,963 as at September 30, 2014 are included in the $76,503,156 balance (the September 30, 2013 exploration and evaluation total of $76,162,309 includes $7,273,635 of evaluation expenditures) and represent costs associated with the continuing evaluation of and advancement of Hidden Bay. These costs include the West Bear Preliminary Feasibility Study (February 24, 2010), the Hidden Bay Preliminary Assessment Technical Report (February 23, 2011) and various component technical studies.

At September 30, 2014, total exploration and evaluation assets to date of $62,366,626 for Western Athabasca include evaluation expenditures of $7,370,026 (the September 30, 2013 exploration and evaluation total of $60,339,900 includes $7,370,026 of evaluation expenditures) relating to the Shea Creek Project. There were no evaluation expenditures incurred in the first nine months of 2014 or 2013 that were related to this project as AREVA and UEX have focused on exploration activities. For further information regarding expenditures on the projects shown in the table above, please refer to the section entitled "Exploration and Evaluation Activities". Also please refer to the section entitled "Critical Accounting Estimates, Valuation of mineral properties".

During the nine-month period ended September 30, 2014, the Company incurred exploration and evaluation expenditures totaling $1,255,610 for all projects before non-cash share-based compensation and depreciation totaling $71,402. Exploration and evaluation expenditures incurred for all projects during the nine-month period ended September 30, 2013 totaled $3,454,284 before non-cash share-based compensation and depreciation totaling $146,888. In addition, $3,639 of fair value consideration was recorded as a reduction in the carrying value of the Black Lake Project relating to an amendment to the earn-in agreement with Uracan on this project in the second quarter of 2014. Fair value consideration of $35,931 related to the original earn-in agreement with Uracan for Black Lake was recorded as a reduction in the carrying value of this project in the nine-month period ended September 30, 2013. The $2,198,674 decrease in expenditures before non-cash items during the nine months ended September 30, 2014 was primarily due to the absence of any significant evaluation work undertaken at Hidden Bay as had occurred in the comparative period. Previously planned exploration work at Hidden Bay continues to be deferred in response to the current capital market conditions and the decrease in uranium commodity prices. With the monies raised in the September 29, 2014 flow-through placement, the Company expects to begin a basement-targeting drilling program at Hidden Bay in December of 2014 or early January of 2015 dependent on site access conditions. A significant number of the required permits have been received and the Company is in the process of selecting a drilling contractor for the program.

The Company has an interest in several joint operations relating to the exploration and evaluation of various properties in the western and northern Athabasca Basin. These interests are governed by contractual arrangements but have not been organized into separate legal entities or vehicles. The joint arrangements that the Company is party to in some cases entitle the Company, or its joint venture partner, to a right of first refusal on the projects should one of the partners choose to sell their interest. The joint arrangements are governed by management committees which set the annual exploration budgets for these projects. Should the Company be unable to, or choose not to, fund its required contributions as outlined in the agreements, there is a risk that the Company's ownership interest could be diluted. As a result of decisions to fund exploration programs for the joint arrangements, the Company may choose to complete further equity issuances or fund these amounts through the Company's general working capital.

(Expressed in Canadian dollars, unless otherwise noted)

UEX is party to the following joint arrangements:

Ownership interest Effective September 30, 2014 and November 3, 2014	Western Athabasca	Black Lake	Beatty River
UEX Corporation	49.097 %	89.990 %	25.000 %
AREVA Resources Canada Inc.	50.903	10.010	50.702
JCU (Canada) Exploration Company, Limited	-	-	24.298
	100.000 %	100.000 %	100.000 %

Financing Activities

On September 29, 2014, the Company completed a non-brokered private placement of 7,176,390 flow-through shares at a price of $0.43 per share for gross proceeds of $3,085,848 with issue costs of $83,134 and paid an agent a cash commission of $154,292, both of which were paid from existing cash reserves. A flow-through premium related to the sale of the associated tax benefits was determined to be $681,757 and a related $64,105 deferred income tax was recorded in share capital. Cameco did not exercise its pre-emptive right to participate in the offering and as a result, their ownership interest in UEX declined from approximately 21.95% to 21.28%.

These monies will be used to fund upcoming exploration work at Hidden Bay and the Western Athabasca Projects. As at September 30, 2014, the Company had not spent any of the $3.086 million flow-through monies raised in the September 29, 2014 placement. The Company will renounce the income tax benefit of this issue to its subscribers effective December 31, 2014.

On June 5, 2013 the Company completed a non-brokered private placement of 6,350,000 flow-through shares at a price of $0.50 per share for gross proceeds of $3,175,000 with issue costs of $44,972 and a referral fee of $60,000 paid from existing cash reserves. A flow-through premium related to the sale of the associated tax benefits was determined to be $127,000 on issuance. Cameco did not exercise its pre-emptive right to participate in the offering and as a result, their ownership interest in UEX declined from approximately 22.58% to approximately 21.95% after the placement was completed.

The proceeds from the June 5, 2013 placement funded UEX's 49% share of the $3.1 million Western Athabasca joint-venture exploration budget with AREVA as well as UEX's 100% share of the $2.0 million supplemental exploration budget which related to the additional earn-in agreement with AREVA for the Western Athabasca Projects which was signed in the first quarter of 2013. As at December 31, 2013, the Company has spent all of the $3.175 million flow-through monies raised in the June 5, 2013 placement. The Company renounced the income tax benefit of this issue to its subscribers effective December 31, 2013, and did not incur any Part XII.6 tax related to this placement.

As at September 30, 2014, the use of proceeds from the March 13, 2012 short form prospectus remains consistent with the allocation presented in the December 31, 2013 MD&A Use of Proceeds table. These funds were originally intended to be spent on exploration; however, due to market conditions were reassigned to working capital. Should market conditions improve, UEX may reallocate all or a portion of these funds to the categories identified in the March 13, 2012 short form prospectus. Please refer to the December 31, 2013 MD&A for more information on the use of proceeds from this placement.

(Expressed in Canadian dollars, unless otherwise noted)

No share purchase options were exercised during the nine-month periods ended September 30, 2014 or 2013.

Liquidity and Capital Resources

As UEX has not begun production on any of its mineral properties, the Company does not generate cash from operations. As at September 30, 2014, the Company had current assets of $9,902,125, including $9,688,753 in cash and cash equivalents, compared to current assets as at December 31, 2013 that totaled $9,608,052 and included $9,321,916 in cash and cash equivalents. Working capital as at September 30, 2014 was $9,005,843 compared to working capital of $9,387,418 as at December 31, 2013. The Company's cash balances are invested in highly liquid term deposits redeemable within 90 days or less. The Company had sufficient cash resources at September 30, 2014 to fund its approved 2014 budgets for exploration, evaluation and administrative costs and anticipates a cash balance at December 31, 2014 of approximately $7.4 million.

Accounts payable and other liabilities at September 30, 2014 were $896,282 which is higher than the December 31, 2013 balance of $220,634. This difference is primarily comprised of a flow-through share premium liability of $681,757 related to the private placement completed in September 2014.

The Company's net deferred income tax liability of $10,153,122 at September 30, 2014 is comprised of a $13,854,287 deferred income tax liability primarily related to the tax effect of the difference between the carrying value of the Company's mineral properties and their tax values, offset by the Company's deferred income tax assets totaling $3,701,165. At December 31, 2013, the Company's net deferred income tax liability was $13,376,478 and was comprised of a $16,659,679 deferred income tax liability related to the tax effect of the difference between the carrying value of the Company's mineral properties and their tax values, offset by the Company's deferred income tax assets totaling $3,283,201. The net deferred income tax liability decreased from December 31, 2013 to September 30, 2014 primarily due to the Riou Lake impairment charge recorded in the second quarter of 2014, as well as the increase in the tax value of non-capital loss carry-forwards since December 31, 2013 resulting from the operating losses from the current period and from capitalized exploration expenditures which were not funded with flow-through dollars (and thus not renounced to shareholders), thereby creating a deferred income tax asset to offset against the deferred income tax liabilities.

Commitments

In the normal course of business, the Company enters into contracts and performs business activities that give rise to commitments for future minimum payments. The Company has an obligation under an operating lease for its office premises until November 30, 2015 and an obligation related to a retirement consulting agreement. Future minimum lease payments as at September 30, 2014 are as follows:

	2014	2015	2016	2017	2018
Lease for office premises	$ 15,233	$ 56,743	$ nil	$ nil	$ nil

Pursuant to a retirement agreement, the Company has entered into a consulting arrangement whereby the former Chief Executive Officer has agreed to provide management transition services for a two-year period commencing January 1, 2014 for a consulting fee of $366,000 plus GST. One half of this consulting fee was paid in January 2014 with the remainder of $183,000 plus GST to be paid in January 2015.

As at September 30, 2014, $1,018 of the $982,000 (UEX's share of the $2.0 million 2014 Western Athabasca exploration budget) remains as a funding commitment for the Company, with this amount to be expended as the program is completed in the remainder of 2014.

On October 23, 2014, the Company terminated the employment agreement with a former Vice-President. The Company has paid statutory amounts owing in respect of this dismissal; however, a further offer of severance subject to a signed release has not been finalized to date.

In January 2014, UEX received a prepayment of $650,000 from Uracan, which amounted to 100% of the budgeted 2014 winter drilling program at Black Lake. As at September 30, 2014, this prepayment was fully expended. In March 2014, UEX received a second prepayment from Uracan of $423,500 amounting to 100% of the budgeted 2014 winter geophysics program at Black Lake. As at September 30, 2014, $15,539 of this second prepayment remained unspent. As at September 30, 2014, Uracan has funded approximately $1.2 million toward its earn-in on the Black Lake Project.

In the third quarter of 2013, UEX received from Uracan a prepayment of $104,060 which represented the full budgeted amount for the 2013 exploration program at Black Lake. The unspent amount of $79,006 as at December 31, 2013 was fully expended upon completion of the 2013 exploration program in January 2014.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, investments and accounts payable and other liabilities. Interest income is recorded in the statement of operations and comprehensive loss. Cash and cash equivalents, as well as amounts receivable, are classified as loans and receivables, and accounts payable and other liabilities are classified as other financial liabilities and recorded at amortized cost using the effective interest rate method. In addition, any impairment of loans and receivables is deducted from amortized cost. Investments include warrants which have been classified as *Financial assets at fair value through profit or loss* ("FVTPL") and as such are stated at fair value with any changes in fair value recognized in profit or loss. The investments also include shares which have been classified as *Available-for-sale financial assets* and are carried at fair value with changes in fair value recognized in other comprehensive income with amounts accumulated in other comprehensive income recognized in profit or loss when they are sold.

The Company operates entirely in Canada and is not subject to any significant foreign currency risk. The Company's financial instruments are exposed to limited liquidity risk, credit risk and market risk.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development programs on its mineral properties. The Company manages its capital structure, consisting of shareholders' equity, and makes adjustments to it, based on funds available to the Company, in order to support the exploration and development of its mineral properties. Historically, the Company has relied exclusively on the issuance of common shares for its capital requirements. Accounts payable and other liabilities are due within the current operating period.

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and cash equivalents and amounts receivable. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The maximum exposure to credit risk is equal to the carrying value of cash and cash equivalents and amounts receivable. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments that are redeemable 90 days or less from the original date of acquisition.

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income. The Company is subject to interest rate risk on its cash and cash equivalents. The Company reduces this risk by investing its cash in highly liquid short-term interest-bearing investments that earn interest on a fixed rate basis.

The carrying values of amounts receivable and accounts payable and other liabilities are a reasonable estimate of their fair values because of the short period to maturity of these instruments.

Cash and cash equivalents are classified as loans and receivables and are initially recorded at fair value and subsequently at amortized cost with accrued interest recorded in accounts receivable.

Investments are recorded at fair value. The fair value change for the Uracan shares represents the change to the quoted price of these publicly traded securities from the date they were acquired. These common shares and common share purchase warrants are being held for long-term investment purposes. The fair value change for the common share purchase warrants reflects the changes to the Black-Scholes valuation input assumptions at the September 30, 2014 revaluation date increase in Uracan's share price, as compared to June 23, 2014 (for the warrants received as part of the amendment agreement consideration) and the decrease in Uracan's share price as compared to December 31, 2013 (for the original warrants). The warrants have expiry dates of February 13, 2016 (150,000 warrants) and June 23, 2017 (50,000 warrants) and have exercise prices of $0.15 and $0.12 per share, respectively (which are currently above market share price).

The impacts of fair value changes are incidental to the Company as the assets impacted by these changes do not represent significant value in comparison with the core assets of the Company. The Company has not exercised any of the Uracan common share purchase warrants that it holds.

The fair value of the Uracan shares, classified as Level 1, is based on the market price for these actively traded securities at December 31, 2013 and at September 30, 2014, the financial statement fair value date.

(Expressed in Canadian dollars, unless otherwise noted)

The fair value of the warrants received from Uracan, classified as Level 3, has been determined using the Black-Scholes option-pricing model with the following weighted-average assumptions as at the dates indicated:

February 13, 2013 Agreement	**September 30 2014**	**December 31 2013**
Number of warrants – Uracan (1)	150,000	150,000
Expected forfeiture rate	0.00%	0.00%
Weighted-average valuation date fair values	$ 0.02	$ 0.06
Expected volatility	121.27%	150.18%
Risk-free interest rate	1.13%	1.14%
Dividend yield	0.00%	0.00%
Expected life	1.37 years	2.19 years

(1) Historical fair value of the 150,000 Uracan warrants at acquisition on February 13, 2013 was determined to be $8,931 using the Black-Scholes option-pricing model with the following weighted-average assumptions: Pre-vest forfeiture rate – 0.00%; Expected volatility – 127.26%; Risk-free interest rate – 1.22%; Dividend yield – 0.00%; and Expected life of warrants – 3.00 years.

June 23, 2014 Agreement Amendment	**September 30 2014**	**December 31 2013**
Number of warrants – Uracan (2)	25,000	-
Expected forfeiture rate	0.00%	-
Weighted-average valuation date fair values	$ 0.04	-
Expected volatility	143.42%	-
Risk-free interest rate	1.15%	-
Dividend yield	0.00%	-
Expected life	2.73 years	-

(2) Historical fair value of the 25,000 Uracan warrants at acquisition on June 23, 2014 was determined to be $889 using the Black-Scholes option-pricing model with the following weighted-average assumptions: Pre-vest forfeiture rate – 0.00%; Expected volatility – 132.48%; Risk-free interest rate – 1.23%; Dividend yield – 0.00%; and Expected life of warrants – 3.00 years.

Market factors, such as fluctuations in the trading prices for the marketable securities as well as fluctuations in the risk-free interest rates offered by the Bank of Canada for short-term deposits, are updated each time the Uracan warrants are revalued. The Company expects that these valuation inputs are likely to change at every reporting period which will result in adjustments to the fair value of these warrants in future periods.

(Expressed in Canadian dollars, unless otherwise noted)

The following table shows the valuation techniques used in the determination of fair values within Level 3 of the hierarchy, as well as the key unobservable inputs used in the valuation model:

Level 3 item	Valuation approach	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Warrants – Uracan	The fair value has been determined by using the Black-Scholes option pricing model.	Expected volatility for Uracan shares, derived from the shares' historical prices (weekly).	The estimated fair value for the warrants increases as the volatility increases.

Related Party Transactions

The Company was involved in the following related party transactions for the three months and nine months ended September 30, 2014 and 2013:

Related party transactions include the following payments which were made to related parties other than key management personnel:

	Three months ended September 30		Nine months ended September 30	
	2014	2013	2014	2013
Other consultants [1]	$ 6,445	$ 2,400	$ 18,882	$ 2,400
Other consultants share-based payments [3]	-	298	506	4,146
Panterra Geoservices Inc. [2]	-	4,650	2,000	36,650
Panterra Geoservices Inc. share-based payments [3]	3,758	3,234	13,151	16,414
	$ 10,203	$ 10,582	$ 34,539	$ 59,610

(1) Other consultants include close members of the family of R. Sierd Eriks, UEX's Vice-President of Exploration to October 23, 2014, who provide geological consulting services with specific services invoiced as provided.

(2) Panterra Geoservices Inc. is a company owned by David Rhys, a member of the management advisory board that provides geological consulting services to the Company. The management advisory board members are not paid a retainer or fee; specific services are invoiced as provided.

(3) Share-based compensation expense is the fair value of options granted which have been calculated using the Black-Scholes option-pricing model and the assumptions disclosed in Note 11(c) of the December 31, 2013 annual financial statements.

(Expressed in Canadian dollars, unless otherwise noted)

Key management personnel compensation includes management and director compensation, inclusive of any consulting arrangements with directors, as follows:

	Three months ended September 30		Nine months ended September 30	
	2014	**2013**	**2014**	**2013**
Salaries and short-term employee benefits (4)(5)	$ 182,493	$ 206,755	$ 526,389	$ 636,971
Share-based payments (3)	75,134	76,556	330,629	410,033
Other compensation (6)	-	-	183,000	-
	$ 257,627	$ 283,311	$ 1,040,018	$ 1,047,004

(3) Share-based compensation expense is the fair value of options granted which have been calculated using the Black-Scholes option-pricing model and the assumptions disclosed in Note 11(c) of the December 31, 2013 annual financial statements in addition to Note 11(c) of the September 30, 2014 unaudited condensed interim financial statements for options granted and vesting in the period.

(4) In the event of a change of control of the Company, certain senior management may elect to terminate their employment agreements and the Company shall pay termination benefits of two times their respective annual salaries at that time and all of their share purchase options will become immediately vested with all other employee benefits, if any, continuing for a period of up to two years.

(5) In the event that Mr. Lemaitre's (UEX's President and CEO) employment is terminated by the Corporation for any reason other than as a result of a change of control, death or termination for cause, the Corporation will pay a termination amount equal to one year's base salary plus any bonus owing. All other employee related benefits will continue for a period of one year following such termination. Mr. Lemaitre may also terminate the employment agreement upon three months written notice to the Board and receive a lump sum payment equal to his base salary plus benefits for three months.

(6) Represents amounts paid in 2014 to Mr. Graham Thody, the Company's previous President and CEO, under the terms of a retirement consulting agreement. The Company has a commitment to make an additional payment of $183,000 under this agreement in January 2015 for consulting services in 2015. During the term of this agreement, Mr. Thody is not entitled to receive director's fees; however, upon expiry of this agreement on December 31, 2015, Mr. Thody will then be entitled to receive director's fees in 2016 on the same terms as other non-management directors.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgments or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

Change in Accounting Policy

The accounting policies applied by the Company in the condensed unaudited interim financial statements are the same as those applied by the Company in its financial statements as at and for the year ended December 31, 2013.

Joint Arrangements

Joint arrangements are arrangements of which the Company has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' returns. They are classified and accounted for as follows:

(i) *Joint operation* – when the Company has rights to the assets, and obligations for the liabilities, relating to an arrangement, it accounts for each of its assets, liabilities and transactions, including its share of those held or incurred jointly, in relation to the joint operation.

(ii) *Joint venture* – when the Company has rights only to the net assets of the arrangement, it accounts for its interest using the equity method.

The Company has an interest in several joint operations relating to the exploration and evaluation of various properties in the western and northern Athabasca Basin. The financial statements include the Company's proportionate share of the joint operations' assets, liabilities, revenue and expenses with items of a similar nature on a line-by-line basis from the date that the joint arrangement commences until the date that the joint arrangement ceases. These interests are governed by contractual arrangements but have not been organized into separate legal entities or vehicles.

The Company does not have any joint arrangements that are classified under IFRS 11 as joint ventures. However, "joint operations" as defined by IFRS are nevertheless commonly referred to as "joint ventures" by UEX, its operating partners and the general mining industry, and use of the term "joint venture" by UEX in its disclosures for the purposes of describing its operating results is considered consistent with these statements.

The joint arrangements that the Company is party to in some cases entitle the Company to a right of first refusal on the projects should one of the partners choose to sell their interest. The joint arrangements are governed by a management committee which sets the annual exploration budgets for these projects. In certain cases, should the Company choose not to fund the minimum required contributions as outlined in the agreement, there is a risk that the Company's ownership interest could be diluted. As a result of decisions to fund exploration programs for the joint arrangements, the Company may choose to complete further equity issuances or fund these amounts through the Company's general working capital.

Critical Accounting Estimates

The Company prepares its financial statements in accordance with IFRS, which require management to estimate various matters that are inherently uncertain as of the date of the financial statements. Accounting estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period, and would materially impact the Company's financial statements. The Company's significant accounting policies are discussed in the financial statements. Critical estimates inherent in these accounting policies are discussed below.

Valuation of mineral properties

The recovery of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain financing to complete exploration and development of the properties, and on future profitable production or proceeds of disposition. The Company recognizes in income any costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount. Upon transfer of exploration and evaluation assets into development properties, all subsequent expenditures on the exploration, construction, installation or completion of infrastructure facilities is capitalized within development properties.

All capitalized exploration and evaluation assets are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that the exploration expenditures are not expected to be recovered, this amount is recorded as a write-down of interest in mineral properties in the statement of operations and comprehensive loss in the period.

The Company performed an evaluation of impairment indicators under *IFRS 6(20)* for its exploration and evaluation assets (mineral properties) as at September 30, 2014 and has concluded that there are no indicators of impairment. An impairment charge of $10,425,937 was recorded on June 30, 2014 for the Riou Lake Project due to a lack of future exploration budgets and plans (see Note 7(ii)). Management determined that no other mineral properties exhibited indicators of impairment at that time or at September 30, 2014. As at September 30, 2014, the market capitalization of the Company was below the carrying value of its net assets which are primarily represented by mineral properties. Accordingly, the Company has reviewed the value attributed per pound in the ground of U_3O_8 in the most recent arms-length transactions for the acquisition of uranium resources defined by the National Instrument 43-101. As a result of this review, the Company has concluded that the Company's net assets are not impaired, except as specified in Note 7(ii), for which an impairment charge was recorded in the prior quarter and is reflected in the interim financial statements.

Environmental rehabilitation provision

The Company recognizes the fair value of a liability for environmental rehabilitation in the period in which the Company is legally or constructively required to remediate, if a reasonable estimate of fair value can be made, based on an estimated future cash settlement of the environmental rehabilitation obligation, discounted at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The environmental rehabilitation obligation is capitalized as part of the carrying amount of the associated long-lived asset and a liability is recorded. The environmental rehabilitation cost is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgements and estimates are involved in forming expectations of the amounts and timing of environmental rehabilitation cash flows. The Company has assessed each of its mineral projects and determined that no material environmental rehabilitations exist as the disturbance to date is minimal.

Share-based payments

The Company has a share option plan which is described in Note 11(c) of the financial statements for the year ended December 31, 2013. The fair value of all share-based awards is estimated using the Black-Scholes option-pricing model at the grant date and amortized over the vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. Share-based payments to non-employees are measured at the fair value of the goods or services received, or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest.

None of the Company's awards call for settlement in cash or other assets. Upon the exercise of the share purchase options, consideration paid together with the amount previously recognized in the share-based payments reserve is recorded as an increase in share capital. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of share purchase options is recorded as share capital and the related share-based payments value in the reserve is transferred to share capital. Charges for share purchase options that are forfeited before vesting are reversed from share-based payments reserve. For those share purchase options that expire or are forfeited after vesting, the recorded value is transferred to retained earnings (deficit).

Recent Accounting Announcements

The International Accounting Standards Board has issued the following IFRSs with an effective date for year ends starting on or after January 1, 2018:

The International Accounting Standards Board has issued IFRS 9 *Financial Instruments* ("IFRS 9") to replace IAS 39 *Financial Instruments*, which is intended to reduce the complexity in the measurement and classification of financial instruments. The current version of IFRS 9 has a mandatory effective date of January 1, 2018 and is available for early adoption. The Company does not expect IFRS 9 to have a material impact on the financial statements and does not intend to early adopt. The classification and measurement of the Company's financial assets is not expected to change under IFRS 9 because of the nature of the Company's operations and the types of financial assets that it holds.

(Expressed in Canadian dollars, unless otherwise noted)

EXPLORATION AND EVALUATION UPDATE

Mineral Resource Estimates

Tables 1 and 2 show respective summaries of UEX's Indicated and Inferred mineral resource estimates by deposit.

TABLE 1
UEX Corporation – Indicated Mineral Resource Estimates (1) (2) (3)

Deposit	Tonnes	Grade U_3O_8 (%)	Total U_3O_8 (lbs)	UEX's share U_3O_8 (lbs)
Kianna (2)	1,034,500	1.526	34,805,000	17,088,211
Anne (2)	564,000	1.992	24,760,000	12,156,417
Colette (2)	327,800	0.786	5,680,000	2,788,710
58B (2)	141,600	0.774	2,417,000	1,186,674
Shea Creek Totals (4) (5)	**2,067,900**	**1.484**	**67,663,000**	**33,220,503**
Horseshoe (3)	5,119,700	0.203	22,895,000	22,895,000
Raven (3)	5,173,900	0.107	12,149,000	12,149,000
West Bear (3)	78,900	0.908	1,579,000	1,579,000
Hidden Bay Totals	**10,372,500**	**0.160**	**36,623,000**	**36,623,000**
TOTALS	**12,440,400**		**104,286,000**	**69,843,503**

TABLE 2
UEX Corporation – Inferred Mineral Resource Estimates (1) (2) (3)

Deposit	Tonnes	Grade U_3O_8 (%)	Total U_3O_8 (lbs)	UEX's share U_3O_8 (lbs)
Kianna (2)	560,700	1.364	16,867,000	8,281,191
Anne (2)	134,900	0.880	2,617,000	1,284,868
Colette (2)	493,200	0.716	7,780,000	3,819,747
58B (2)	83,400	0.505	928,000	455,620
Shea Creek Totals (4) (5)	**1,272,200**	**1.005**	**28,192,000**	**13,841,426**
Horseshoe (3)	287,000	0.166	1,049,000	1,049,000
Raven (3)	822,200	0.092	1,666,000	1,666,000
Hidden Bay Totals	**1,109,200**	**0.111**	**2,715,000**	**2,715,000**
TOTALS	**2,381,400**		**30,907,000**	**16,556,426**

Notes:

(1) The mineral resource estimates follow the requirements of *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* and classifications follow CIM definition standards.

(2) The Shea Creek mineral resources were estimated at a cut-off of 0.30% U_3O_8, and are documented in the Shea Creek Technical Report with an effective date of May 31, 2013 which was filed on SEDAR at *www.sedar.com* on May 31, 2013.

(3) The Hidden Bay mineral resources were estimated at a cut-off of 0.05% U_3O_8, and are documented in the Hidden Bay Technical Report with an effective date of February 15, 2011 which was filed on SEDAR at *www.sedar.com* on February 23, 2011.

(4) UEX's interest in the Western Athabasca Projects (inclusive of Shea Creek) has increased from 49.000% to 49.097% as at December 31, 2013.

(5) Certain amounts presented in the Shea Creek N.I. 43-101 report have been rounded for presentation purposes. This rounding may impact the footing of certain amounts included in the tables above.

Exploration and Evaluation Activities

The following is a general discussion of UEX's recent exploration and evaluation activities. Mineral resources that are not mineral reserves do not have demonstrated economic viability. For more detailed information regarding UEX's exploration projects, please refer to UEX's current Annual Information Form, available at *www.sedar.com*, or to UEX's website at *www.uex-corporation.com*.

Western Athabasca Projects: Shea Creek

The Shea Creek Project ("Shea Creek") is one of the nine 49.1%-owned Western Athabasca Projects (the "Projects") joint-ventured with AREVA, the operator, which also include the Erica, Alexandra, Mirror River, Laurie, Nikita, Uchrich, Brander Lake and Coppin Lake projects. In 2013, AREVA and UEX agreed to combine the Shea Creek Project and the contiguous Douglas River Project ("Douglas River") as the known mineralization at the northern boundary of Shea Creek extends into the Douglas River property. The combined projects are now referred to as the Shea Creek Project.

Shea Creek is the flagship exploration property among the Western Athabasca Projects, consisting of fourteen claims totaling 27,343 hectares (67,566 acres) and is host to the following deposits:

- Kianna Deposit ("Kianna");
- Anne Deposit ("Anne");
- Colette Deposit ("Colette"); and
- 58B Deposit ("58B").

Shea Creek is located in northwest Saskatchewan, just south of AREVA's former Cluff Lake mine which produced over 62 million pounds of U_3O_8 during its successful 22 years of operation. Shea Creek hosts the second largest undeveloped uranium resource in the Athabasca Basin. High-grade uranium is distributed along a three-kilometre long strike length at the north end of the 33-kilometre long Saskatoon Lake Conductor. The deposits at Shea Creek show three styles of mineralization: unconformity-hosted, basement-hosted and perched. Access is provided year-round by Provincial Highway 955 and by air.

In 2004, UEX entered into an agreement with AREVA to fund $30 million of exploration costs in exchange for a 49% interest in the Western Athabasca Projects, which include Shea Creek. The Kianna Deposit was identified in 2006, and UEX successfully met its funding target and earned its 49% interest in 2007. The 58B Deposit was identified in 2010.

On April 4, 2013 an agreement was signed with AREVA which grants UEX the option to increase its ownership interest in the Western Athabasca Projects, which includes Shea Creek, by up to 0.9% to 49.9% through the expenditure by UEX of an aggregate of up to $18.0 million (the "Additional Expenditures") on exploration over the six-year period ending December 31, 2018. UEX remains under no obligation to propose a budget in any year of the agreement. UEX's interest for the Projects shall be increased at the end of each calendar year by the proportional amount of the Additional Expenditures incurred in such year which are in addition to the pro-rata budget amounts proposed by AREVA. UEX may propose an additional exploration budget of up to $4.0 million in any single year without the prior approval of AREVA, who remains the project operator. These Additional Expenditures would be supplementary to any annual budget proposed by AREVA. AREVA is required to propose a minimum annual budget (to be shared pro-rata) of not less than $2.0 million for the Western Athabasca Projects, inclusive of Shea Creek, during the option period provided: that UEX proposes to spend at least $2.0 million of Additional Expenditures in the same year; and, the average weekly spot price of U_3O_8 for the most recent twelve months ended September 30 is not less than $40 per pound of U_3O_8.

This agreement provides UEX with a multi-year opportunity to build upon our past successes with AREVA by continuing exploration intended to expand known Shea Creek resources while concurrently seeking new uranium deposits.

Expenditures of $2.0 million relating to this new agreement were incurred in 2013 with exploration work completed in December 2013 and increased our ownership interest in the WAJV by approximately 0.1% to 49.1%. Due to uranium market conditions, UEX did not propose a supplemental program budget for the Western Athabasca in 2014; however, the Company still has the ability to propose budgets that would allow UEX to increase its ownership interest under the agreement.

An annual 2014 program with a budget of $2.0 million ($600,000 - Erica Project, $700,000 - Laurie Project and $700,000 - Mirror River Project) of which UEX was responsible for funding approximately $982,000 has been completed.

Cumulative expenditures at September 30, 2014 by UEX on exploration and evaluation at Shea Creek were $43.7 million and $7.4 million, respectively, with approximately 253,000 metres of drilling completed. These cumulative expenditures do not include amounts spent on other projects included in the Western Athabasca project group or non-cash share-based compensation.

In the third quarter of 2014, UEX and AREVA each staked new mineral claims in the Western Athabasca region. These claims now form the Coppin Lake Project and are part of the Western Athabasca Joint Venture.

Shea Creek Updated Mineral Resource Estimate

In April 2013, UEX received an updated N.I. 43-101 independent mineral resource estimate incorporating additional drilling results from the 2010, 2011 and 2012 drilling campaigns (see UEX news release dated April 15, 2013). This estimate is supported by a technical report entitled "Technical Report on the Shea Creek property, northern Saskatchewan, with an updated mineral resource estimate", prepared for UEX Corporation by R.S. Eriks, P.Geo., J.N. Gray, P.Geo., D.A. Rhys, P.Geo. and S. Hasegawa, P.Geo. with an effective date of May 31, 2013 filed on SEDAR May 31, 2013. This updated mineral resource estimate contained therein was prepared under the direction of James N. Gray of Advantage Geoservices Limited and supersedes the previous N.I. 43-101 independent mineral resource estimate for the Kianna, Anne and Colette deposits which is supported by a technical report entitled "Technical Report on the Shea Creek Property, Saskatchewan, Canada, Including Mineral Resource Estimates for the Kianna, Anne and Colette Deposits" by K. Palmer, P.Geo. of Golder Associates Ltd. ("Golder") with an effective date of May 26, 2010 and filed on SEDAR on July 9, 2010.

The updated uranium mineral resource estimate for the four Shea Creek deposits at a cut-off grade of 0.30% U_3O_8 totals:

- 67.66 million pounds of U_3O_8 in the Indicated mineral resource category comprising 2,067,900 tonnes grading 1.48% U_3O_8 – an increase of 6% from the mineral resource estimate prepared for UEX by Golder in 2010; and

- 28.19 million pounds of U_3O_8 in the Inferred mineral resource category comprising 1,272,200 tonnes grading 1.01% U_3O_8 – an increase of 15% from the mineral resource estimate prepared for UEX by Golder in 2010.

This mineral resource estimate for Shea Creek incorporates resources from the Kianna, Anne, Colette and 58B deposits ("Kianna", "Anne", "Colette" and "58B", respectively) based on drilling information up to December 31, 2012 (see Figure 1 below). This estimate represents an update of the previous resource estimate prepared by Golder and reported in May of 2010.

The changes in the mineral resource since the 2010 estimate reflect substantial increases in the basement mineral resources of the Kianna Deposit and new mineral resources from the 58B Deposit. These resource increases are partially offset by mineral resource losses at Colette due to the restriction of mineralization in central and southern parts of that deposit based on new infill drilling. In addition, interpolation of anomalously high-grade samples was controlled not only by grade capping, as was done in 2010, but also through a process of restricted interpolation ranges applied to the very high end of the grade distribution. This change in approach was applied to all of the Shea Creek deposits. The small reduction in the Anne mineral resource estimate, where no drilling has occurred since the 2010 resource estimate, reflects the effect of this change in approach to the treatment of high-grade drill intervals throughout the deposits.

This mineral resource estimate confirms that Shea Creek is the second largest undeveloped uranium resource in the Athabasca Basin. It also ranks as the fourth largest uranium resource in the Basin, exceeded in size only by McArthur River, Cigar Lake and Millennium. Mineralization at Shea Creek is still largely open and has excellent potential to expand as exploration continues.

The 2013 mineral resource estimate identifies that much of the mineralization at Shea Creek is found over an approximately 1.4 kilometre strike length in southern parts of the Shea Creek deposit trend at the Kianna and Anne deposits (see Figure 2 below). Notably, at a 1.0% cut-off grade most of the resources are retained at much higher grades as shown below:

- Combined mineral resources at the Kianna and Anne deposits at a cut-off grade of 0.3% U_3O_8 total 59.6 million pounds of U_3O_8 in 1,598,500 tonnes grading 1.69% U_3O_8 in the Indicated category and an additional 19.5 million pounds of U_3O_8 in 695,600 tonnes grading 1.27% U_3O_8 in the Inferred category; and

- Combined mineral resources at the Kianna and Anne deposits at a cut-off grade of 1.0% U_3O_8 total 48.3 million pounds of U_3O_8 in 698,300 tonnes grading 3.18% U_3O_8 in the Indicated category and an additional 14.4 million pounds of U_3O_8 in 252,800 tonnes grading 2.59% U_3O_8 in the Inferred category.

(Expressed in Canadian dollars, unless otherwise noted)

Mineral resource estimates at various cut-off grades are summarized in Table 3. Of note is that at significantly higher cut-off grades, the majority of the contained uranium is retained at substantially higher grades.

TABLE 3
Shea Creek Mineral Resource Estimates, Tonnes and Grade at Various U_3O_8 % Cut-off Grades

These mineral resource estimates were completed in April 2013 (incorporating drilling information up to December 31, 2012) using CIM standards of estimation of mineral resources and reserves.

Category	Cut-off U_3O_8 (%)	Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)
Indicated	0.1	3,227,300	1.018	72,458,000
	0.3	**2,067,900**	**1.484**	**67,663,000**
	0.5	1,464,800	1.935	62,492,000
	1.0	795,800	2.966	52,047,000
	1.5	521,300	3.883	44,625,000
Inferred	0.1	2,601,600	0.586	33,616,000
	0.3	**1,272,200**	**1.005**	**28,192,000**
	0.5	784,500	1.388	23,999,000
	1.0	340,100	2.310	17,323,000
	1.5	215,600	2.937	13,961,000

The majority of the estimated mineral resources are from the Kianna and Anne deposits, where a significant portion of the resources lie in impermeable basement rocks beneath the Athabasca unconformity. Breakdowns of the mineral resource estimates by deposit at cut-off grades of 0.3% U_3O_8 and 1.0% U_3O_8 are provided in Tables 4 and 5, respectively.

TABLE 4
Breakdown of the Contribution of Each Deposit at Shea Creek to the Total Mineral Resource Estimate at a 0.3% U_3O_8 Cut-off Grade

Deposit		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)
Kianna	Indicated	1,034,500	1.526	34,805,000	Inferred	560,700	1.364	16,867,000
Anne		564,000	1.992	24,760,000		134,900	0.880	2,617,000
Colette		327,800	0.786	5,680,000		493,200	0.716	7,780,000
58B		141,600	0.774	2,417,000		83,400	0.505	928,000
TOTALS [(1)]		**2,067,900**	**1.484**	**67,663,000**		**1,272,200**	**1.005**	**28,192,000**

(1) Certain amounts presented in the Shea Creek N.I. 43-101 report have been rounded for presentation purposes. This rounding may impact the footing of certain amounts included in the tables above.

(Expressed in Canadian dollars, unless otherwise noted)

TABLE 5
Breakdown of the Contribution of Each Deposit at Shea Creek to the Total Mineral Resource Estimate at a 1.0% U_3O_8 Cut-off Grade

Deposit		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)		Tonnes	Grade U_3O_8 (%)	U_3O_8 (lbs)
Kianna	Indicated	446,800	2.796	27,544,000	Inferred	233,700	2.530	13,036,000
Anne		242,500	3.890	20,795,000		19,100	3.308	1,392,000
Colette		70,700	1.684	2,624,000		85,800	1.508	2,852,000
58B		35,900	1.370	1,084,000		1,500	1.280	43,000
TOTALS (1)		**795,800**	**2.966**	**52,047,000**		**340,100**	**2.310**	**17,323,000**

(1) Certain amounts presented in the Shea Creek N.I. 43-101 report have been rounded for presentation purposes. This rounding may impact the footing of certain amounts included in the tables above.

Comparison with the Previous Mineral Resource Estimate

The new mineral resource estimate reflects the following changes at each deposit since the 2010 estimate prepared by Golder:

***Kianna Deposit*:** Discovery of new basement-hosted zones, including the Kianna East Zone, and drilling expansion of other zones has resulted in a substantial increase of 54% in the Indicated mineral resource at a 0.3% U_3O_8 cut-off. The majority of the current mineral resource estimate at Kianna is now found in basement rocks. Areas of basement mineralization, particularly on the north side of Kianna and in the Kianna East Zone, are still open and are expected to be targeted by future drilling.

***Anne Deposit*:** No new drilling was conducted at Anne since the 2010 mineral resource estimate. The small decline in the Anne mineral resource estimate reflects a change in approach to the treatment of high-grade drill intervals. In addition to capping high grades, a restriction was placed on interpolation distances for samples at the upper end of the grade distribution. Further geological interpretation and potential infill drilling, particularly in the Anne basement mineralization where the widely spaced drilling restricts the ability to interpret the continuity of higher grade mineralization, may be undertaken to address this interpretation. A review of this basement mineralization has identified additional areas for potential expansion.

***Colette Deposit*:** Since the previous mineral resource estimate, infill and step-out drilling was conducted throughout the Colette area. While this drilling identified a thick unconformity-hosted pod in the north part of the Colette Deposit that now represents a significant portion of the current Colette mineral resource estimate, infill drilling in parts of the central and southern parts of the deposit failed to establish continuity of mineralization in some of the higher grade parts of the central Colette unconformity mineralization and also restricted distribution of some of the previously interpreted basement zones. Basement mineralization in the southern parts of Colette has potential for expansion, and continuations of the Shea Creek trend to the north of Colette are still open.

***58B Deposit*:** This new deposit adds to the total Shea Creek mineral resource estimate. Basement mineralization has been tested only by widely spaced drill holes, and the mineralization remains open in several directions.

Mineral Resource Estimation Details

The 2013 Shea Creek mineral resource estimate was prepared by James N. Gray, P.Geo., of Advantage Geoservices Limited, an independent Qualified Person as defined by N.I. 43-101. This estimate utilized results of 477 diamond drill holes and directional cuts (totaling 402,800 metres) which were drilled since 1992. Drill spacing across the deposits is variable, ranging between 5 metres to greater than 50 metres. On average, Indicated blocks are within 8 metres of a drill hole and Inferred blocks within 16 metres.

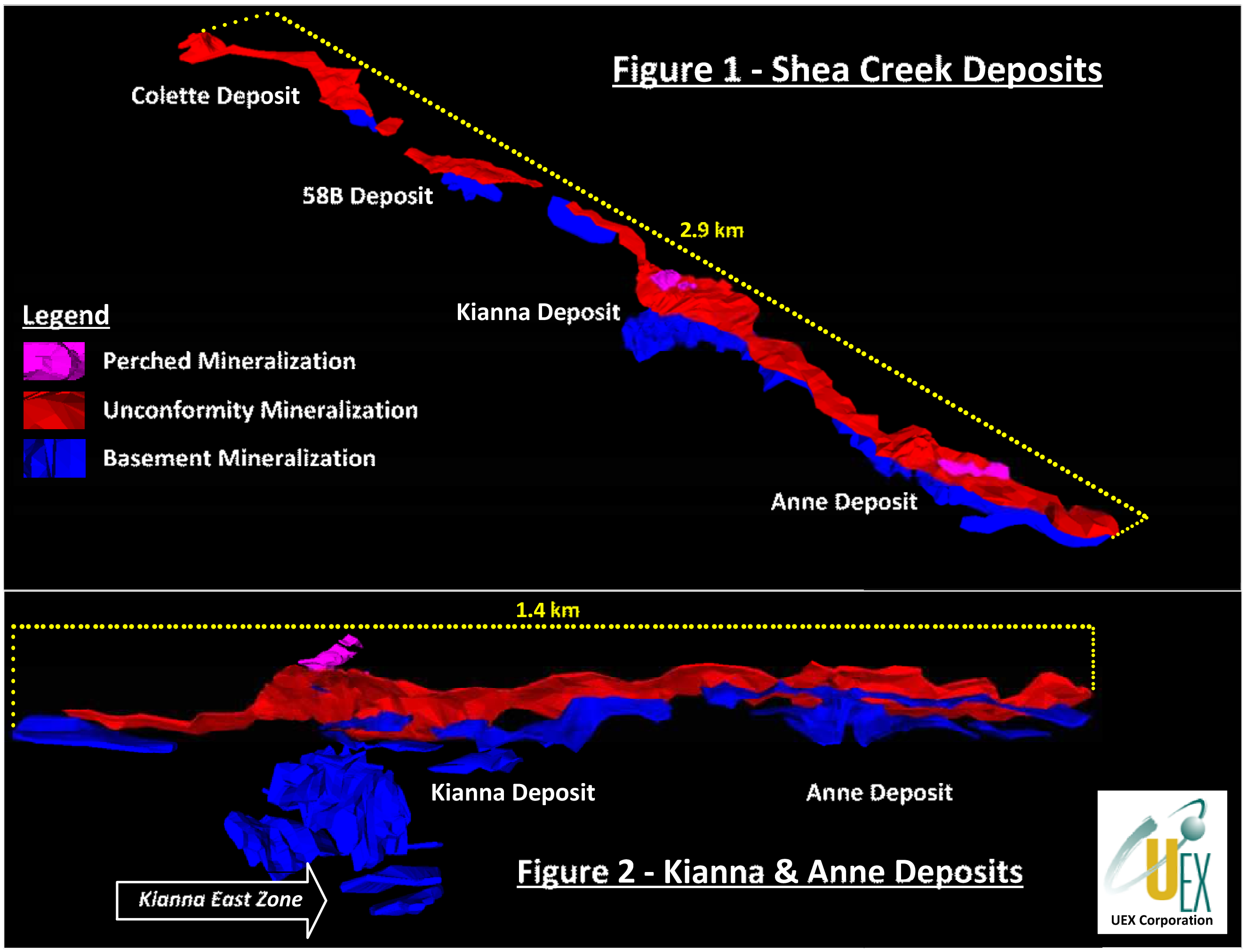
The mineralized wireframe models from the Kianna, Anne, Colette and 58B deposits bounding perched, unconformity and basement mineralization were prepared at a 0.05% U_3O_8 cut-off and used to constrain the mineral resource estimate at each deposit area. Estimation was by ordinary kriging using Gemcom Software. The impact of anomalously high-grade samples was controlled though a process of grade capping as well as restriction placed on high-grade interpolation distances.

The mineral resource estimate primarily utilized uranium geochemical analyses from the Saskatchewan Research Council (SRC) Geoanalytical Laboratories in Saskatoon, Saskatchewan. The principal geochemical analytical methods used for uranium analysis on the Shea Creek samples are ICP-MS (Inductively Coupled Plasma Mass Spectroscopy) for samples with grades lower than 1,000 ppm U, and U_3O_8 uranium assay by ICP-OES (Inductively Coupled Plasma Optical Emission Spectroscopy) for samples determined by ICP-MS to contain uranium concentrations higher than 1,000 ppm U. In addition to AREVA's internal quality controls, duplicate and independent check analyses were performed by UEX on sample suites representing approximately 5% of the mineralized assay database since mineralization was discovered in 1992.

In cases where geochemical analyses were not available due to incomplete sampling or core recovery issues, downhole gamma probe data were used to calculate equivalent uranium grades obtained using a DHT27-STD gamma probe which collects continuous readings along the length of the drill hole. Probe results are calibrated using an algorithm calculated from the comparison of probe results against geochemical analyses in previous drill holes in the Shea Creek area.

A total of 674 dry bulk density samples, representing all rock types and mineralization styles from the Shea Creek deposits, form a comprehensive basis for the density component of the mineral resource estimate.

Figures 1 & 2
Shea Creek Deposits



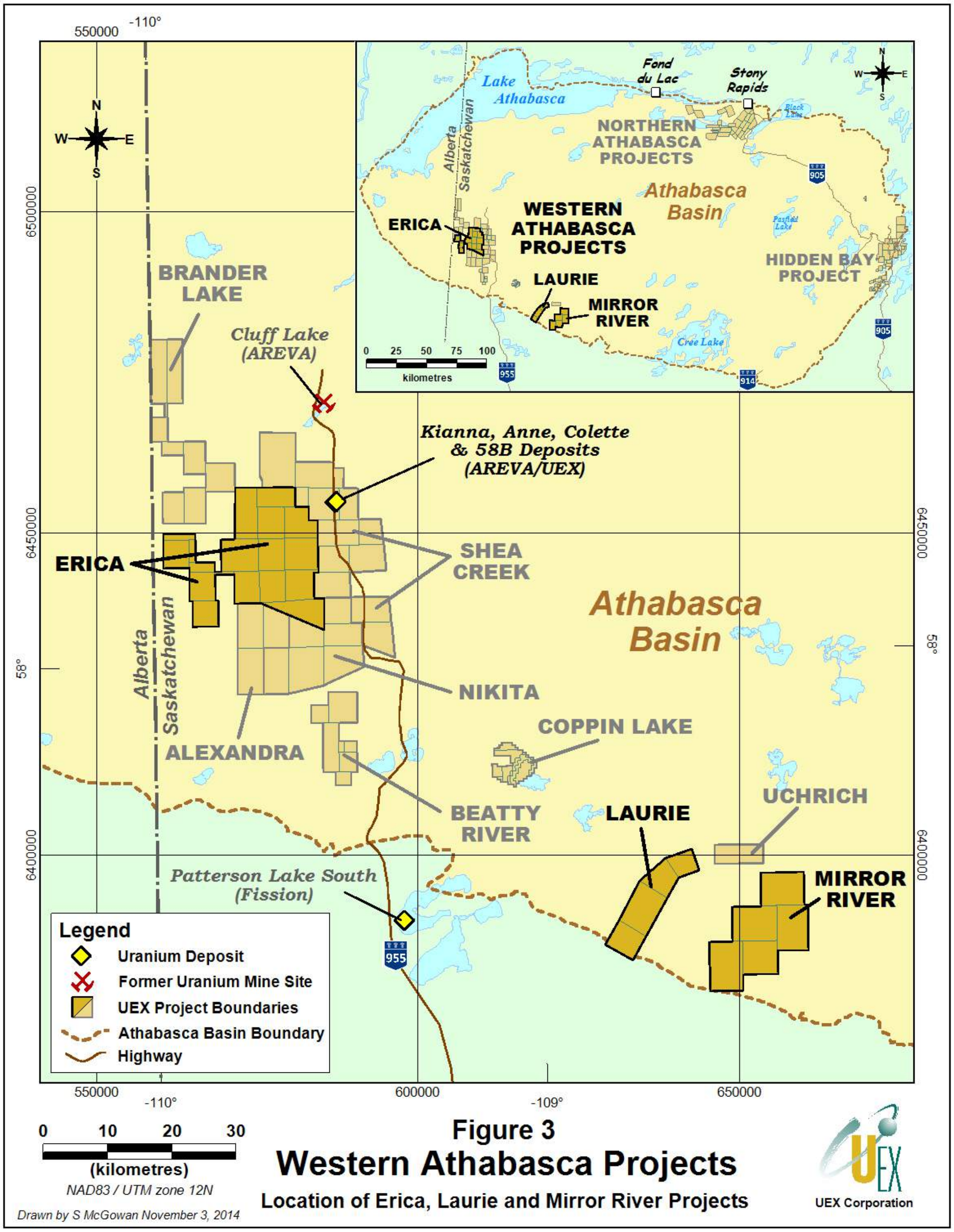
Western Athabasca Projects: 2015 Proposed Exploration Program

The Company will be meeting with its joint venture partner AREVA in early November to approve proposed exploration programs and budgets for the upcoming year.

Western Athabasca Projects: 2014 Exploration Program – $2.0 Million

The 2014 exploration program had an approved budget of $2.0 million, of which UEX funded its 49.1% share, or approximately $982,000. This exploration program was directed solely toward exploration of the Laurie, Mirror River and Erica Projects (see Figure 3). The Laurie and Mirror River project areas lie along the southern margin of the Athabasca Basin approximately 35 and 55 kilometres, respectively, east of the Patterson Lake South discovery. The Erica Project lies directly west of the Shea Creek Project area.

Figure 3
Western Athabasca Projects
Location of Erica, Laurie and Mirror River Projects



Laurie Project – Winter 2014 Diamond Drilling Program

Drilling on the Laurie Project consisted of five diamond drill holes (LAUR-12 to LAUR-16) totaling 1,803 metres (see Figure 4). Hole LAUR-12 intersected a large fault zone in the basement from 294.0 to 315.2 metres characterized by moderately to strongly graphitic and moderately pyritic gneiss with abundant fault gouge, breccia, chloritization and high angle graphitic shears.

The remaining Laurie drill holes tested several EM conductors (A, A2 and C) at the unconformity. Moderately to strongly graphitic pelitic gneiss was intersected confirming the existence of the conductors. No significant radioactivity or geochemical uranium values were returned.

Mirror River Project – Winter 2014 Diamond Drilling Program

Three diamond drill holes (MRR-05 to MRR-07) totaling 1,579 metres were completed at the Mirror River Project (see Figure 5). The holes tested several EM conductors (A4, C1 and C2) and resistivity anomalies at the unconformity. Hole MRR-05 tested a resistivity anomaly near the A4 conductor in the southern portion of the property and intersected minor disseminated sulfides and moderate local bleaching in the sandstone and graphitic pelites in the basement rocks, which likely explain the resistivity anomaly at this location. The final two holes (MRR-06 and MRR-07) tested segments of the north-trending EM conductors (C1 and C2) in the northern portion of the property. Hole MRR-06 intersected graphite in sufficient quantities to confirm the conductor but hole MRR-07 drilled to test the C1-south conductor did not. No significant radioactivity or geochemical uranium values were returned.

These 2014 grassroots drilling programs have only just begun to test the exploration potential of the Laurie and Mirror River projects, which remain vastly underexplored and have extensive untested EM conductors that warrant additional drilling in future programs.

Erica Project – Geophysical Program

A ground geophysical program consisting of a Tensor Magnetotelluric ("MT") survey on the Erica Project commenced in mid-April of 2014 and was completed in mid-June. Total MT coverage was 39.6 line-km along eleven profiles. This program had a budget of $600,000 of which UEX funded its 49.1% share, or approximately $294,600. The objective was to define future drill targets by investigating the NW-SE conductive trend outlined by previous geophysical surveys. Compilation and processing of the data is nearing completion by AREVA.

Figure 4
Laurie Project
Winter 2014 Drilling

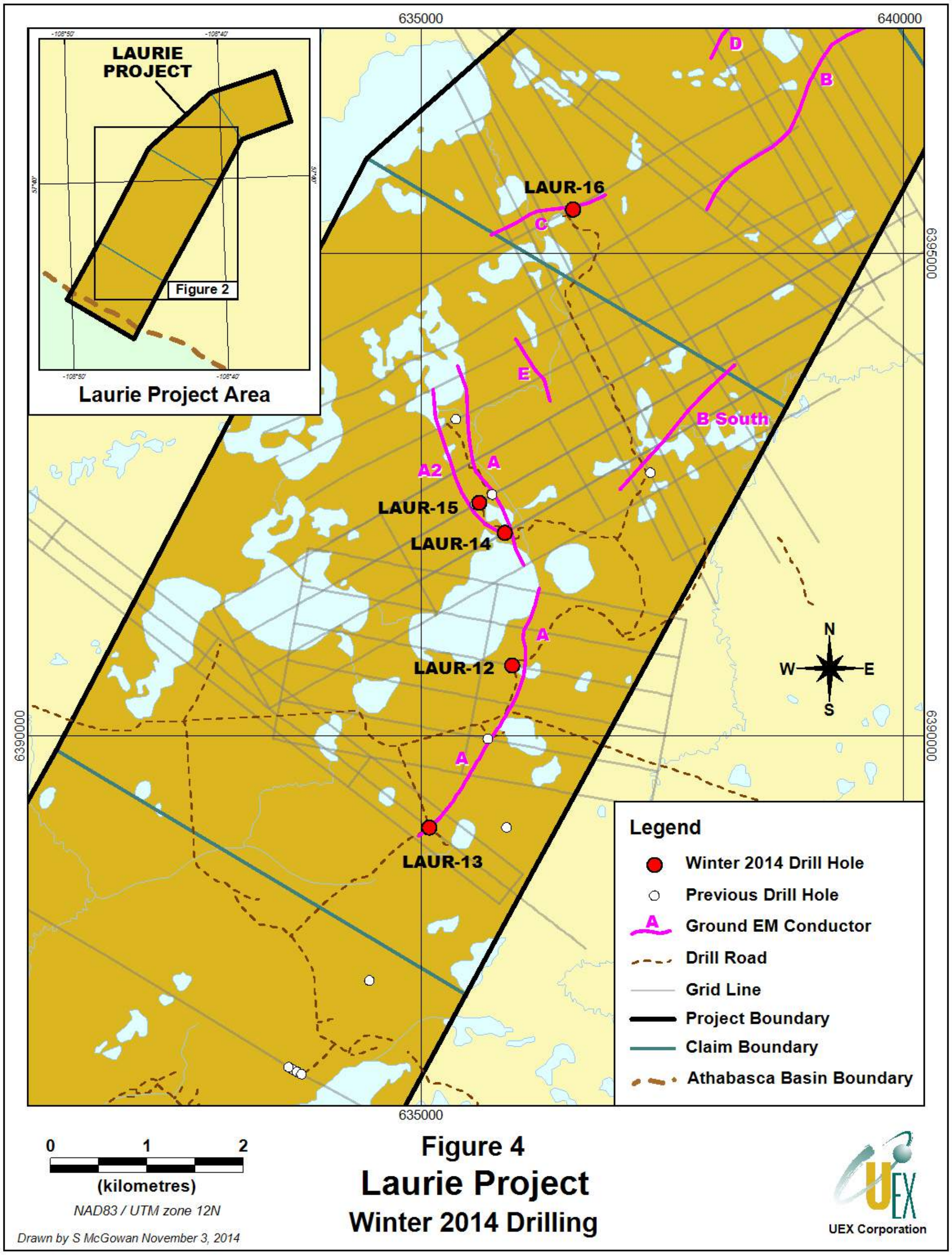
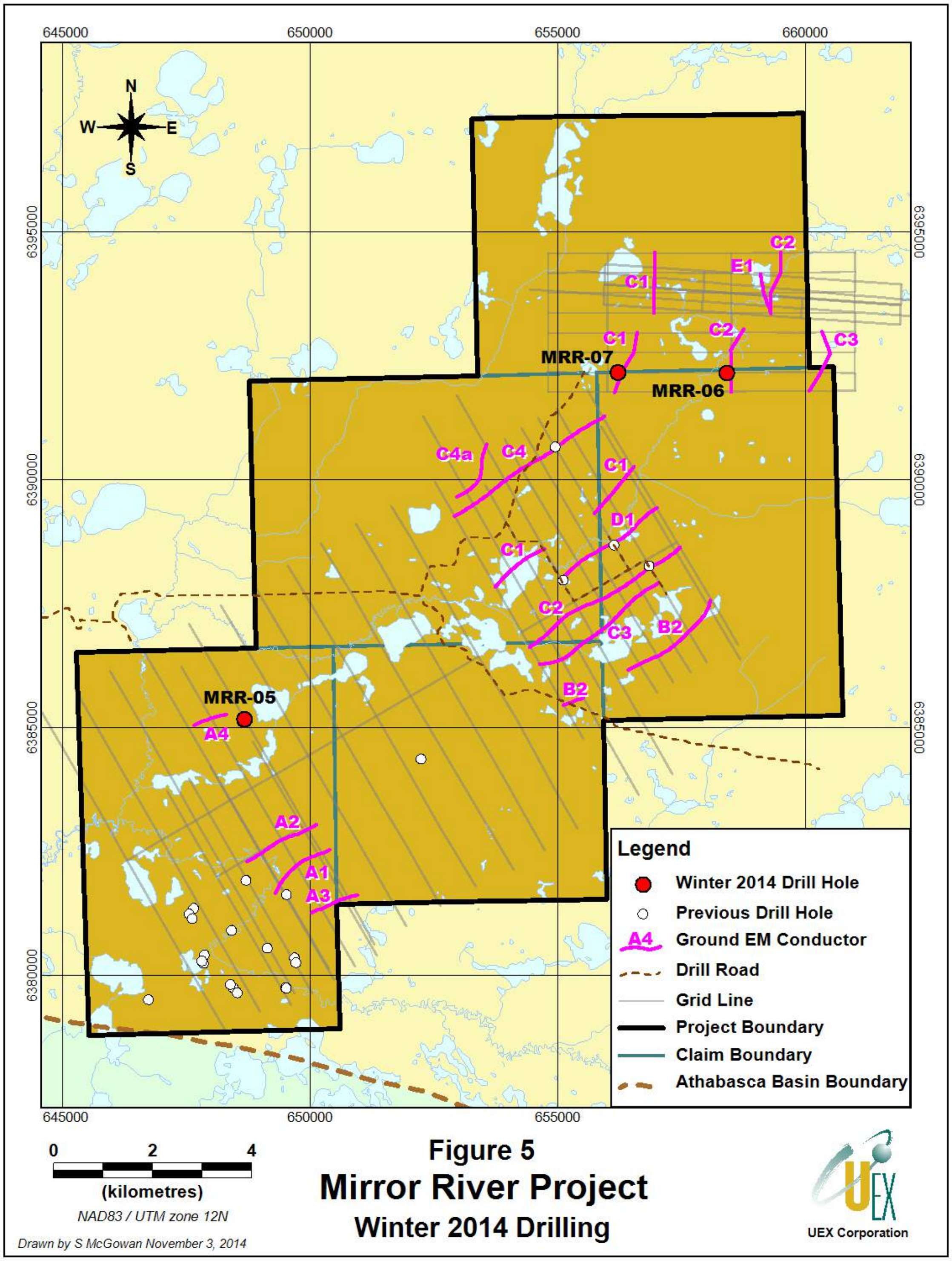


Figure 5
Mirror River Project
Winter 2014 Drilling



Western Athabasca Projects: 2015 Supplemental Exploration Program

UEX has the option to propose a supplemental exploration program for the Western Athabasca Projects in 2015 which will allow up to $4.0 million of Additional Expenditures at UEX's sole expense.

Western Athabasca Projects: 2014 Supplemental Exploration Program

UEX has carried out a detailed review of the Shea Creek Deposits which has suggested that there may be significant potential to increase current uranium resources by testing extensions of the deposits. Several of the zones remain open for expansion in the down-dip, across strike, and down-plunge directions.

Due to uranium market conditions, UEX did not propose a supplemental program budget for the Western Athabasca in 2014.

Western Athabasca Projects: Staking of the Coppin Lake Project

In August of 2014, the joint venture staked the Coppin Lake Project consisting of ten claims totalling 2,768 hectares in the Patterson Lake South area (see Figure 3 above).

Beatty River Project

Beatty River consists of seven claims totaling 6,688 hectares (16,526 acres) located in the western Athabasca Basin approximately 40 kilometres south of the Shea Creek Deposits. UEX entered into an agreement dated June 15, 2004 with JCU wherein JCU granted UEX an option to acquire a 25% interest in Beatty River. Under the agreement, UEX would earn a 25% interest in Beatty River by funding $865,000 in exploration expenditures by December 31, 2013. Expenditures under this agreement by UEX to December 31, 2012 amounted to $858,118. In early 2013, UEX and JCU amended their agreement and UEX fulfilled its earn-in on the Beatty River Project by making a payment to JCU of $3,441.

At present, AREVA, the operator, owns a 50.7% interest, UEX owns a 25.0% interest and JCU owns a 24.3% interest in Beatty River. No program has been proposed for 2014.

Hidden Bay Project

UEX operates its 100%-owned Hidden Bay Project ("Hidden Bay"), which consists of 47 claims totaling 57,770 hectares (142,752 acres) and is host to the following deposits:

- Horseshoe Deposit ("Horseshoe");
- Raven Deposit ("Raven"); and
- West Bear Deposit ("West Bear").

Hidden Bay was acquired from Cameco upon UEX's formation in 2002 establishing Cameco's initial equity position in UEX. Extensive drilling programs were conducted on the property in the following years, leading to the release of a mineral resource estimate for Horseshoe, Raven and West Bear in 2009.

Located in northeast Saskatchewan, the Hidden Bay property hosts the sixth largest undeveloped uranium resource in the Athabasca Basin. Resources at Horseshoe and Raven have been estimated following N.I. 43-101 guidelines. The current Preliminary Assessment Technical Report estimates these deposits contain 35.0 million pounds U_3O_8 Indicated Mineral Resources and 2.7 million pounds U_3O_8 Inferred Mineral Resources at a cut-off grade of 0.05% U_3O_8. West Bear contains an additional 1.6 million pounds U_3O_8 in the Indicated category at a cut-off grade of 0.05% U_3O_8. See the resource table on page 2 for additional information.

The Preliminary Assessment Technical Report found the economics of mining the Horseshoe and Raven deposits to be positive. The proximity of the Hidden Bay deposits to uranium milling facilities operated by Cameco and AREVA provide opportunities for potential toll milling arrangements. The principal hydroelectric transmission lines that service both of these mill facilities also pass 3 kilometres to the north of the deposits and could provide electricity to site. In 2012, the Company acquired the Raven camp which provides on-site accommodation. The PA recommends that the Hidden Bay Project be advanced to a preliminary feasibility level, and that this next phase of study also include UEX's West Bear Deposit. The PA utilized cut-off grades calculated on the basis of US$60 per pound of U_3O_8 and estimated that 16.6 million pounds of U_3O_8 could be extracted over a seven-year mine life at this price per pound of U_3O_8 (the "Base Case"). The Base Case estimated undiscounted earnings before interest and taxes ("EBIT") of $246 million, a pre-tax net present value ("NPV") at a 5% discount rate of $163 million and an internal rate of return ("IRR") of 42%.

The Preliminary Assessment Technical Report is preliminary in nature, includes inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the preliminary economic assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Projects in the mining sector have experienced rising costs, including rising capital and operating costs, during the past few years. Rising capital and operating costs would, in the absence of other changes, negatively impact EBIT, NPV and IRR which have been calculated based upon estimated costs at the time the PA was prepared.

In October of 2014, UEX staked six new mineral claims which now form a part of the Hidden Bay Project. All of the newly staked claims are contiguous to existing Hidden Bay claims and expand the Company's holdings in the Dwyer and Wolf Lake areas.

Cumulative expenditures at September 30, 2014 by UEX on exploration and evaluation at Hidden Bay were $69.2 million and $7.3 million, respectively, with approximately 488,000 metres of drilling completed.

Hidden Bay Project: 2014 Exploration Program

Exploration in the Athabasca Basin has traditionally focused on the discovery of uranium deposits at, or just above, the unconformity in Athabasca sandstone. Previous drilling in the Basin mainly tested targets located no more than 25 metres below the unconformity. These early exploration efforts led to significant discoveries of unconformity-hosted deposits such as Key Lake, Cigar Lake, Midwest Lake, Sue A/B, McClean Lake and West Bear. During the course of its forty year history, exploration efforts at Hidden Bay have either focused on testing for classic unconformity-hosted uranium deposits, or on expanding and developing the West Bear and Raven-Horseshoe Deposits.

More recent exploration activity in the Athabasca Basin has led to the discovery of several sizable new basement-hosted uranium deposits, including the Eagle Point North Extension, Millennium, Roughrider, Patterson Lake South, the Gryphon Zone and the deep extensions of UEX's Shea Creek Deposits.

In light of these recent discoveries, UEX has re-examined its Hidden Bay properties to determine the potential for basement-hosted mineralization. Basement-hosted uranium deposits typically have geophysical, geochemical and alteration features that can be identified in the overlying sandstone rocks. UEX's database contains 379 km of electromagnetic conductors and historical drilling of more than 1,800 holes which contain the critical features in the sandstone and at the unconformity that can be used to vector towards high quality basement targets.

Recent work completed has confirmed that previous operators on the Hidden Bay Project focused primarily on testing unconformity targets with little effort expended on testing basement targets at depths below the unconformity where the Millennium, Gryphon and Roughrider basement-hosted deposits were found. In the western half of the Hidden Bay property where Athabasca sandstone cover is present, less than 25% of the historical drilling extended deep enough below the unconformity to test for basement uranium mineralization (see Figure 6). The Hidden Bay property, which is proximal to existing operating uranium mills, has very shallow sandstone cover ranging from 0 to 175 metres in depth, thus any new basement discovery would likely be near surface.

The database review identified twelve areas with high potential for the discovery of basement-hosted deposits. The UEX exploration team undertook a field review of the historical drill core from six of the twelve target areas. Five of the six areas reviewed to date possess excellent potential for the discovery of basement-hosted uranium deposits.

UEX is planning a 10,000 metre - $2.5 million drilling program with field activities expected to begin in late December 2014 or early January 2015, focusing primarily on targets in the Wolf Lake and Dwyer Lake areas (see Figure 6). The majority of required permits have been received and the Company has requested tenders from drilling contractors. It is expected that the upcoming program will take approximately four months to execute and will be based out of the Company's Raven exploration camp.

Select basement target indicators identified:

Wolf Lake

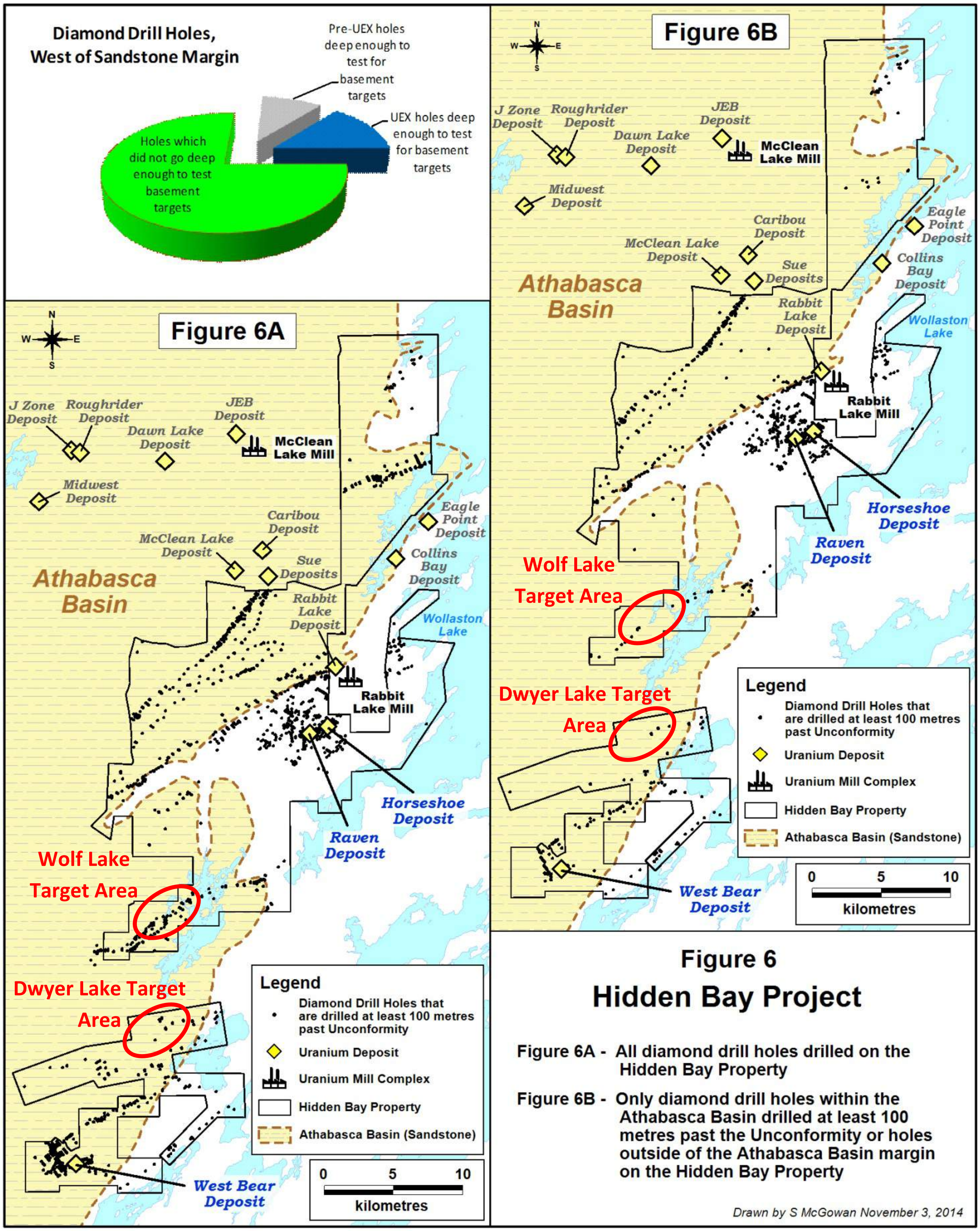
- The Athabasca sandstone is approximately 50 to 60 m thick and the alteration systems were found in the 50 to 150 m depth range. Previous operators did not follow up on this prospective basement alteration with additional holes in either the down-dip or along-strike directions.
- Massive continuous clay alteration was observed over a core length of 100 m into basement rocks is of a style of alteration resembling that of the basement alteration system associated with the Millennium and Roughrider uranium deposits.
- Several nearby holes contain anomalous uranium mineralization, which included intersections of 0.135% U_3O_8 over 0.5 m, 0.12% U_3O_8 over 3.5 m and 0.068% U_3O_8 over 2.5 m all at shallow depths of less than 70 m from surface.

Dwyer Lake

- The Athabasca sandstone is approximately 35 to 45 m thick and the alteration systems were found in the 35 to 100 m depth range. Previous operators did not follow up on this prospective basement alteration with additional holes in either the down-dip or along-strike directions.
- Substantial massive hydrothermal clay alteration in basement rocks within and adjacent to fault zones. The clay alteration zone is several metres thick and is of a style of alteration resembling that of the basement alteration system associated with the Millennium and Roughrider uranium deposits.

The existing unconformity-focused exploration database is a substantial competitive advantage, as it can be used to select high-quality basement targets with limited capital outlay. Industry competitors would need to invest heavily in geophysics, prospecting and drilling to obtain a fraction of the information that UEX already possesses and is using to vector toward basement-hosted deposits.

The upcoming $2.5 million exploration program will be the first of several programs aimed at identifying basement deposits leveraging information that was learned when historical exploration in the area was targeting unconformity-style mineralization.


Diamond Drill Holes, West of Sandstone Margin
Pre-UEX holes deep enough to test for basement targets
UEX holes deep enough to test for basement targets
Holes which did not go deep enough to test basement targets
Figure 6A
Figure 6B
J Zone Deposit
Roughrider Deposit
Dawn Lake Deposit
JEB Deposit
McClean Lake Mill
Midwest Deposit
Caribou Deposit
McClean Lake Deposit
Sue Deposits
Eagle Point Deposit
Collins Bay Deposit
Rabbit Lake Deposit
Wollaston Lake
Rabbit Lake Mill
Athabasca Basin
Horseshoe Deposit
Raven Deposit
Wolf Lake Target Area
Dwyer Lake Target Area
West Bear Deposit
Legend
Diamond Drill Holes that are drilled at least 100 metres past Unconformity
Uranium Deposit
Uranium Mill Complex
Hidden Bay Property
Athabasca Basin (Sandstone)
0 5 10
kilometres
Figure 6
Hidden Bay Project
Figure 6A - All diamond drill holes drilled on the Hidden Bay Property
Figure 6B - Only diamond drill holes within the Athabasca Basin drilled at least 100 metres past the Unconformity or holes outside of the Athabasca Basin margin on the Hidden Bay Property
Drawn by S McGowan November 3, 2014

Black Lake Project

On January 24, 2013, UEX entered into an agreement with Uracan Resources Ltd. ("Uracan") whereby Uracan can earn into the Black Lake Project (the "Project") in northern Saskatchewan, which is a joint venture with AREVA Resources Canada Inc. Currently, UEX holds an 89.99% interest and AREVA holds a 10.01% interest in the Project.

Uracan must fund a total of $10.0 million of project expenditures over 10 years to earn their 60% interest in the Project from UEX, with no partial earn-in permitted. Uracan has committed to spend $2.0 million on project expenditures by December 31, 2014, with a firm commitment to fund $1.5 million even if a decision is made by Uracan not to proceed with the earn-in or the agreement is otherwise terminated. Should the agreement be terminated prior to $1.5 million in project costs having been funded by Uracan, any shortfall is payable directly to UEX. During the remainder of the option period, minimum expenditures of $1.0 million per year are to be funded by Uracan. UEX remains the project operator until such time as Uracan has earned its 60% interest in the Project and is entitled to a 10% management fee under the Black Lake joint-venture agreement.

Uracan has issued 300,000 common shares and 150,000 common share purchase warrants to UEX. The warrants are exercisable for three years at a price of $0.15 for each warrant, expiring February 13, 2016. Uracan has also granted to UEX a 1% NSR royalty from their ownership interest and upon UEX receiving a total of $10.0 million in royalty payments, the NSR royalty will terminate.

On June 23, 2014, UEX and Uracan amended the earn-in agreement which reduced the 2014 expenditure requirement from $2,000,000 to $1,577,560. The $422,440 reduction to the 2014 expenditure requirement has been added to the 2015 requirement, increasing it from $1,000,000 to $1,422,440. As at November 3, 2014, Uracan has funded $1,177,560 in exploration expenditures on the Black Lake Project.

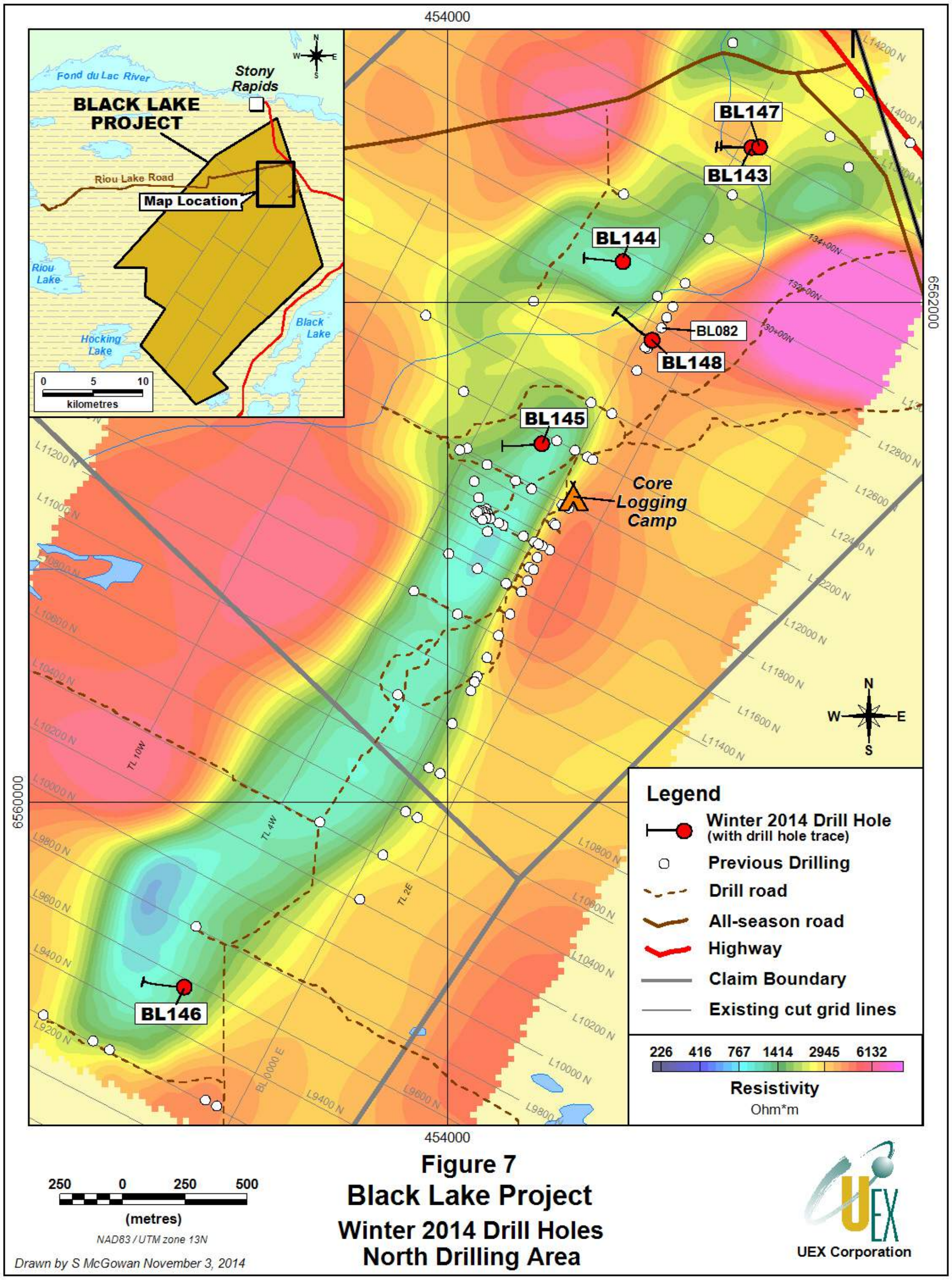
In consideration to UEX for the amendment of the earn-in agreement, Uracan has issued 50,000 common shares and 25,000 common share purchase warrants to UEX. The warrants are exercisable for three years at a price of $0.12 per warrant, expiring June 23, 2017. Except for the amendment of the annual expenditure requirements for 2014 and 2015 described above, all original terms of the earn-in agreement remain unchanged.

Black Lake Project: 2014 Exploration Program

Black Lake Winter 2014 Diamond Drilling Program

A winter 2014 diamond drilling program consisting of six holes totaling 2,748 metres commenced in early February and was completed in early March (see Figure 7). The drilling program tested a number of geophysical and geochemical targets identified through the interpretation of data generated by previous work programs and followed up on uranium mineralization intersected in previous drill campaign. The field work related to the $650,000 winter 2014 diamond drilling program was completed in March of 2014.

Figure 7
Black Lake Project
Winter 2014 Drill Holes – North Drilling Area



BL-148

Hole BL-148 was drilled to target the post-sandstone reverse Eastern Fault zone where a wedge of basement rocks has been overthrust onto parts of the Athabasca sandstone. Drilling in this hole targeted mineralization intersected in previous hole BL-082 (0.50% U_3O_8 over 3.3 metres including 1.60% U_3O_8 over 0.7 metres) approximately 50 metres along strike to the southwest, as well as the potential for a northwest oriented structure cutting across the main eastern conductor in this area.

BL-148 intersected the hanging wall unconformity of the reverse fault wedge at a depth of 265.8 metres and the footwall unconformity at a depth of 298.2 metres. Strong hematization is present in both the hanging wall and footwall basement rocks which overprints most of the local textures. A strong fault zone was also intersected within the sandstone just above the wedge.

Geochemical results from three zones of mineralization in BL-148 are as follows:

- 0.131% U_3O_8 over 0.5 m from 275.0 to 275.5 m (9.1 m below hanging wall unconformity);
- 0.043% U_3O_8 over 0.5 m from 299.5 to 300.0 m (1.3 m below footwall unconformity); and
- 0.124% U_3O_8 over 1.0 m from 317.0 to 318.0 m (18.7 m below footwall unconformity).

Most significantly, the basement-hosted mineralization intersected below the footwall unconformity has not been encountered previously in this area of the Project and represents a new prospective target for basement mineralization associated with the fault. In the Athabasca Basin, the presence of a mineralized basement "wedge" is considered to be an important geological feature for potential uranium deposition having formed a structural trap for mineralizing hydrothermal fluids. Graphitic breccia within the fault is also an important element in uranium deposition, and bleaching and alteration in the sandstone and basement rocks commonly seen as a halo surrounding uranium mineralization.

BL-143 and BL-147

Holes BL-143 and BL-147 were drilled on section to target a coincident magnetic low and gravity low along the edge of an airborne EM high approximately 850 metres northeast along the projected trend of the Eastern Fault Zone intersected in hole BL-148. Fault zones were intersected in the sandstone above the unconformity in both holes which consist of strongly bleached and desilicified sandstone as well as strong local clay alteration and dravite veining. The unconformity was encountered at 268.8 metres in BL-143 and 273.2 metres in BL-147. The projection of this fault zone at the unconformity is a prospective target for future drilling.

BL-144

Hole BL-144 targeted a coincident resistivity, magnetic and gravity low within a pelitic package. The hole intersected a variably altered and hematized sequence of Athabasca sandstone to the unconformity at 291.3 metres. A zone of quartz dissolution was intersected in the sandstone consisting of broken angular and local sandy friable core, which may represent a potential fault structure. Broad intervals of graphitic pelite were encountered in the basement rocks below the unconformity with up to 40% graphite noted in several intervals.

BL-145

Hole BL-145 targeted a coincident resistivity, magnetic and gravity low. The hole intersected variably altered and bleached sandstone to the unconformity at 326.8 metres. Several zones of quartz dissolution were intersected within the sandstone with the widest and most intense present as a 30.0 metre zone characterized by sandy intervals and local sections of broken friable core in the upper portion of the hole.

BL-146

BL-146 intersected relatively unaltered sandstone to the unconformity at 408.6 metres. Local broken friable zones were noted throughout the sandstone. The basement rocks are comprised of fine-grained, weakly foliated to massive graphitic pelitic gneiss, pelitic gneiss and granitic gneiss. Graphite content ranged from 1% to 20% with local areas of higher graphite content.

Black Lake Winter 2014 Geophysical Program

The winter 2014 geophysical exploration program involved an indirect pole-pole DC Resistivity survey over the central portion of the Project area. The objective of the geophysical survey was to provide complete coverage over the Project area by filling in the area between DC Resistivity surveys carried out in the north area during the summer of 2006 and in the south area completed in the fall of 2007. This DC Resistivity survey will help to define drill targets in central portion of the Black Lake grid.

The DC Resistivity survey consisted of sixteen (16) profiles of approximately 4.5 line-kilometres each with a line spacing of 400 metres. Line refurbishing totalling 72 line-kilometres was completed in late March. The DC Resistivity survey was performed from mid-April to mid-May, 2014 on sixteen lines with a total of 69.7 line-kilometres completed (see Figure 8). The total budget for the 2014 geophysical program was $423,500 and UEX received a prepayment from Uracan for the full amount of this program.

Interpretive results of the geophysical program have been received from Living Sky Geophysics Inc. of Saskatoon, SK. A number of enhanced resistivity anomalies are observed in the 2014 Inverted Resistivity results of the lower sandstone resistivity bench. Two high priority strong responses were interpreted on lines 3000N to 3400N and 8600N to 9000N. In addition, two medium to high priority features were noted in the vicinity of line 3800N and 7000N.

The results from the drilling and ground geophysical programs will be fully evaluated. Uracan and UEX will undertake additional drilling and field work on the Project to follow up results from the winter programs as well as test additional targets not completed during the winter drilling program.

Figure 8
Black Lake Project
Winter 2014 Geophysical Program – DC Resistivity Survey

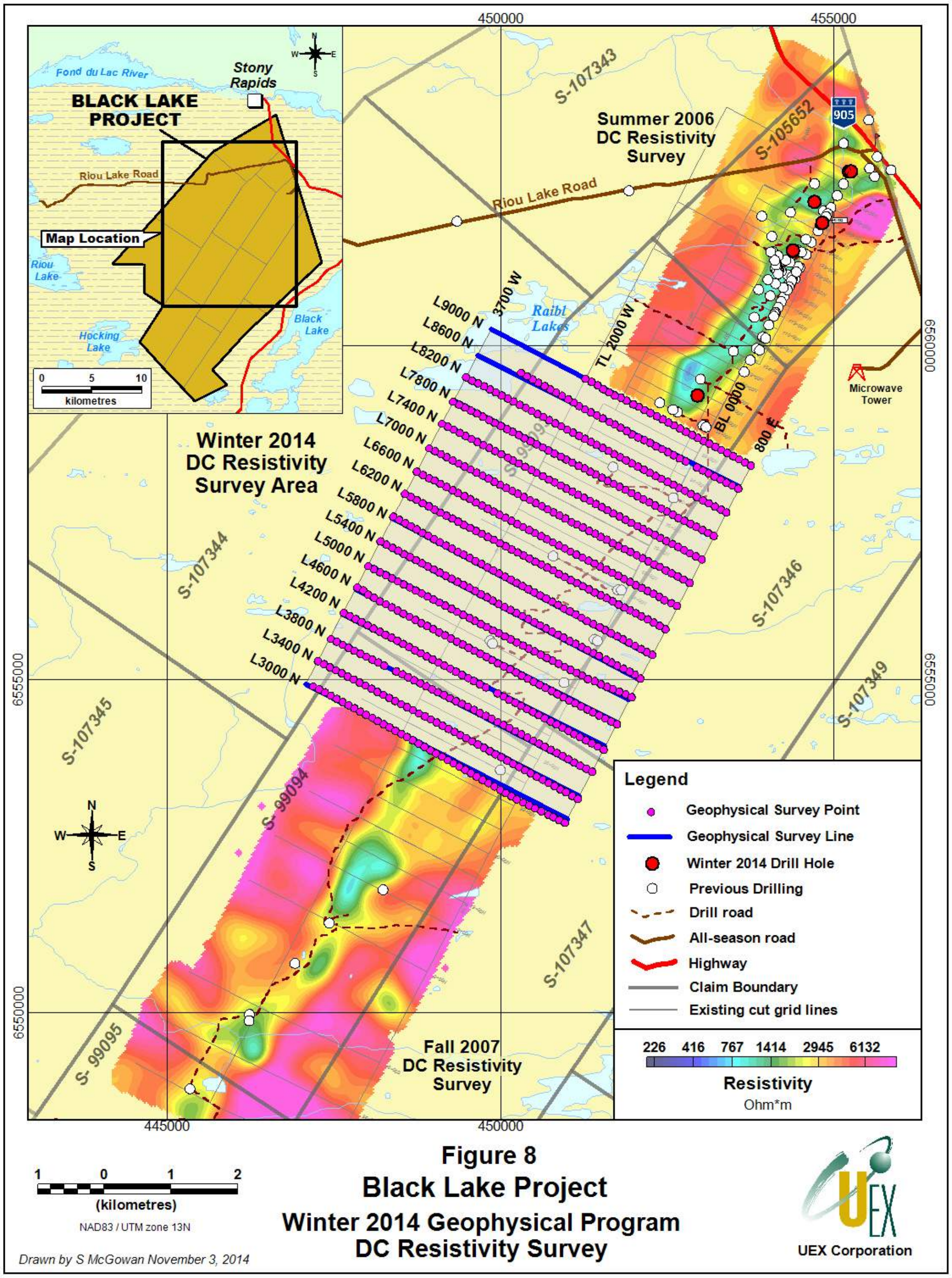


Figure 8
Black Lake Project
Winter 2014 Geophysical Program
DC Resistivity Survey

Other Athabasca Projects

UEX recorded an impairment charge for the Riou Lake Project in the period due to a lack of future activity planned for the area. UEX maintains several Riou Lake claims in good standing, which comprise the Riou Lake Project. The Company will continue to seek partners that may be interested in earning into this project to follow up on historic uranium mineralization encountered on the property.

In September 2014, UEX staked three claims totalling 378 hectares in the La Roque Lake area and will evaluate these areas for their exploration potential in the near future.

UEX continues to hold four claims on our Northern Athabasca Projects; however, the Company does not have any current plans to continue exploration at this time. Eight claims within the Northern Athabasca Projects lapsed on February 5, 2013 and one claim lapsed on February 5, 2014 but these claims had been written off in 2010 due to a lack of planned exploration activity at that time.

Qualified Person

The disclosure of technical information regarding UEX's properties in this MD&A has been reviewed and approved by Roger Lemaitre, P.Eng., P.Geo., UEX's President and CEO, who is a Qualified Person as defined by *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* and is non-independent of UEX.

Geochemical Analysis

Geochemical analyses are carried out at the SRC Geoanalytical Laboratories in Saskatoon, Saskatchewan. The primary geochemical analytical methods used for uranium analysis are ICP-MS (Inductively Coupled Plasma Mass Spectroscopy) for samples with grades lower than 1,000 ppm U, and U_3O_8 uranium assay by ICP-OES (Inductively Coupled Plasma Optical Emission Spectroscopy) for samples determined by ICP-MS to contain uranium concentrations higher than 1,000 ppm U.

Equivalent Uranium Grades

Some of the uranium grades reported for Shea Creek in our MD&A are calculated from gamma probe logging. The probe results are reported as uranium equivalent (eU_3O_8). Equivalent grade results are obtained using a DHT27-STD gamma probe which collects continuous readings along the length of the drill hole. Probe results are calibrated using an algorithm calculated from the comparison of probe results against geochemical analyses in previous drill holes in the Shea Creek area. The reader is referred to UEX's news release of March 24, 2009 for further discussion of probe calibration and comparative treatment of geochemical and probe data.

Risks and Uncertainties

An investment in UEX common shares is considered speculative due to the nature of UEX's business and the present stage of its development. A prospective investor should carefully consider the risk factors set out below.

It is not possible to determine if the exploration programs of UEX will result in profitable commercial mining operations

The successful exploration and development of mineral properties is speculative. Such activities are subject to a number of uncertainties, which even a combination of careful evaluation, experience and knowledge may not eliminate. Most exploration projects do not result in the discovery of commercially mineable deposits. There is no certainty that the expenditures made or to be made by UEX in the exploration and development of its mineral properties or properties in which it has an interest will result in the discovery of uranium or other mineralized materials in commercial quantities. While discovery of a uranium deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. There is no assurance that the current exploration programs of UEX will result in profitable commercial uranium mining operations. UEX may abandon an exploration project because of poor results or because UEX feels that it cannot economically mine the mineralization.

Joint ventures

UEX participates in certain of its projects (such as the Western Athabasca and Black Lake projects) through joint ventures (referred to as "joint operations" in the financial statements) with third parties. UEX has other joint ventures and may enter into more in the future. There are risks associated with joint ventures, including:

- disagreement with a joint-venture partner about how to develop, operate or finance a project;
- a joint-venture partner not complying with a joint-venture agreement;
- possible litigation between joint-venture partners about joint-venture matters; and
- limited control over decisions related to a joint venture in which UEX does not have a controlling interest.

In particular, UEX is in the process of negotiating joint-venture agreements with AREVA on the Western Athabasca Projects and there is no assurance that the parties will be able to conclude a mutually satisfactory agreement.

Reliance on other companies as operators

Where another company is the operator and majority owner of a property in which UEX has an interest, UEX is and will be, to a certain extent, dependent on that company for the nature and timing of activities related to those properties and may be unable to direct or control such activities.

Uranium price fluctuations could adversely affect UEX

The market price of uranium is the most significant market risk for companies exploring for and producing uranium. The marketability of uranium is subject to numerous factors beyond the control of UEX. The price of uranium has recently experienced and may continue to experience volatile and significant price movements over short periods of time. Factors impacting price include demand for nuclear power, political and economic conditions in uranium producing and consuming countries, natural disasters such as those that struck Japan in

March, 2011, reprocessing of spent fuel and the re-enrichment of depleted uranium tails or waste, sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants and production levels and costs of production in countries such as Kazakhstan, Russia, Africa and Australia.

Reliance on the economics of the Preliminary Assessment Technical Report

The market price of U_3O_8 has decreased since the date of the Hidden Bay PA. The uranium industry has been adversely affected by the natural disasters that struck Japan on March 11, 2011 and the resulting damage to the Fukushima nuclear facility. These events resulted in many countries, which presently rely on nuclear power for a portion of their electrical generation, stating that they will review their commitment to this source of clean energy. These reviews resulted in downward pressure on the price of uranium and may have a significant effect on the country-by-country demand for uranium. The current long-term U_3O_8 market price, as reported by Ux Consulting on October 27, 2014, is US$45.00 /lb. Given that the PA presented three economic scenarios using prices ranging from US$60 to US$80 /lb of U_3O_8, the economic analysis which uses U_3O_8 prices higher than the prevailing market price may no longer be accurate and readers of the PA are therefore cautioned when reading or relying on the PA.

Competition for properties could adversely affect UEX

The international uranium industry is highly competitive and significant competition exists for the limited supply of mineral lands available for acquisition. Many participants in the mining business include large, established companies with long operating histories. UEX may be at a disadvantage in acquiring new properties as many mining companies have greater financial resources and more technical staff. Accordingly, there can be no assurance that UEX will be able to compete successfully to acquire new properties or that any such acquired assets would yield reserves or result in commercial mining operations.

Resource estimates are based on interpretation and assumptions

Mineral resource estimates presented in this document and in UEX's filings with securities regulatory authorities, news releases and other public statements that may be made from time to time are based upon estimates. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that these estimates will be accurate or that this mineralization could be extracted or processed profitably.

Mineral resource estimates for UEX's properties may require adjustments or downward revisions based upon further exploration or development work, actual production experience, or future changes in uranium price. In addition, the grade of mineralization ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Failure to obtain additional financing on a timely basis could cause UEX to reduce its interest in its properties

The Company currently has sufficient financial resources to carry out its anticipated short-term planned exploration and development on all of its projects and to fund its short-term general administrative costs; however, there are no revenues from operations and no assurances that sufficient funding will be available to conduct further exploration and development of its projects or to fund exploration expenditures under the terms of any joint-venture or option agreements after that time. If the Company's exploration and development programs are successful, additional funds will be required for development of one or more projects. Failure to obtain additional funding could result in the delay or indefinite postponement of further exploration and development or the possible loss of the Company's properties. It is intended that such funding will be obtained primarily from future equity issues. If additional funds are raised from the issuance of equity or equity-linked securities, the percentage ownership of the current shareholders of UEX will be reduced, and the newly issued securities may have rights, preferences or privileges senior to or equal to those of the existing holders of UEX's common shares. The ability of UEX to raise the additional capital and the cost of such capital will depend upon market conditions from time to time. There can be no assurances that such funds will be available at reasonable cost or at all.

Competition from other energy sources and public acceptance of nuclear energy

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Lower prices of oil, natural gas, coal and hydro-electricity may result in lower demand for uranium concentrate and uranium conversion services. Furthermore, the growth of the uranium and nuclear power industry beyond its current level will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks which could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry.

Dependence on key management employees

UEX's development to date has depended, and in the future will continue to depend, on the efforts of key management employees. UEX will need additional financial, administrative, technical and operations staff to fill key positions as the business grows. If UEX cannot attract and train qualified people, the Company's growth could be restricted.

Compliance with and changes to current environmental and other regulatory laws, regulations and permits governing operations and activities of uranium exploration companies, or more stringent interpretation, implementation, application or enforcement thereof, could have a material adverse impact on UEX

Mining and refining operations and exploration activities, particularly uranium mining, refining and conversion in Canada, are subject to extensive regulation by provincial, municipal and federal governments. Such regulations relate to production, development, exploration, exports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, mines decommissioning and reclamation, mine safety, toxic substances and other matters. Compliance with such laws and regulations has increased the costs of exploring, drilling, developing and constructing. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact UEX's decision to proceed with exploration or development or that such laws or regulations may result in UEX incurring significant costs to remediate or decommission properties which do not comply with applicable environmental standards at such time. UEX believes it is in substantial compliance with all material laws and regulations that currently apply to its operations. However, there can be no assurance that all permits which UEX may require for the conduct of uranium exploration operations will be obtainable or can be maintained on reasonable terms or that such laws and regulations would not have an adverse effect on any uranium exploration project which UEX might undertake. World-wide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions. These actions may result in orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Companies engaged in uranium exploration operations may be required to compensate others who suffer loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Conflicts of interest

Some of the directors of UEX are also directors of other companies that are similarly engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. In particular, one of those consequences may be that corporate opportunities presented to a director of UEX may be offered to another company or companies with which the director is associated, and may not be presented or made available to UEX. The directors of UEX are required by law to act honestly and in good faith with a view to the best interests of UEX, to disclose any interest which they may have in any project or opportunity of UEX, and to abstain from voting on such matter. Conflicts of interest that arise will be subject to and governed by procedures prescribed in the Company's by-laws and Code of Ethics and by the *Canada Business Corporations Act*.

Internal controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Market price of shares

Securities of mining companies have experienced substantial volatility in the past often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic conditions in North America and globally, and market perceptions of the attractiveness of particular industries. The price of UEX's securities is also likely to be significantly affected by short-term changes in uranium or other commodity prices, currency exchange fluctuation, or in its financial condition or results of operations as reflected in its periodic reports. Other factors unrelated to the performance of UEX that may have an effect on the price of the securities of UEX include the following: the extent of analytical coverage available to investors concerning the business of UEX may be limited if investment banks with research capabilities do not follow UEX's securities; lessening in trading volume and general market interest in UEX's securities may affect an investor's ability to trade significant numbers of securities of UEX; and the size of UEX's public float and its inclusion in market indices may limit the ability of some institutions to invest in UEX's securities. If an active market for the securities of UEX does not continue, the liquidity of an investor's investment may be limited and the price of the securities of the Corporation may decline. If an active market does not exist, investors may lose their entire investment in the Company. As a result of any of these factors, the market price of the securities of UEX at any given point in time may not accurately reflect the long-term value of UEX. Securities class-action litigation has been brought against companies following periods of volatility in the market price of their securities. UEX may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting UEX's financial position

The nature of the risks UEX faces in the conduct of its operations are such that liabilities could exceed policy limits in any insurance policy or could be excluded from coverage under an insurance policy. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting UEX's financial position.

Disclosure Controls and Procedures

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related unaudited interim condensed financial statements was properly recorded, processed, summarized and reported to the Company's Board and Audit Committee. The Company's certifying officers conducted or caused to be conducted under their supervision an evaluation of the disclosure controls and procedures as required under applicable Canadian securities laws as at December 31, 2013. Based on the evaluation, the Company's certifying officers concluded that the disclosure controls and procedures were effective to provide a reasonable level of assurance that information required to be disclosed by the Company in its annual filings and other reports that it files or submits under applicable Canadian securities laws is recorded, processed, summarized and reported within the time period specified and that such information is accumulated and communicated to the Company's management, including the certifying officers, as appropriate to allow for timely decisions regarding required disclosure.

It should be noted that while the Company's certifying officers believe that the Company's disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Controls over Financial Reporting

The Company's certifying officers acknowledge that they are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There were no changes in these controls during the most recent interim period ending September 30, 2014 that had materially affected, or are reasonably likely to materially affect, such controls.

In May of 2013, the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") released an updated *Internal Control – Integrated Framework* which companies will be required to transition to for officer's certificates filed after December 15, 2014. Currently the Company applies the COSO *2006 Internal Control over Financial Reporting – Guidance for Smaller Public Companies* which is based on the 1992 COSO Framework.

The Company is currently updating its internal control documentation to reflect the new COSO *Internal Control – Integrated Framework (2013 Framework)* and does not expect that any changes to the Company's current internal controls will be required to comply with the new COSO framework.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this MD&A may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. These statements appear in a number of different places in this MD&A and can be identified by words such as "estimates", "projects", "expects", "intends", "anticipates", "assumes", "believes", "plans", "strategy", "goal", "objective", "potential", "optimistic" or their negatives or other comparable words or statements that contain actions, events or results "may", "will", "could", "would", "might", or "should" occur, be taken or be achieved. Forward-looking information includes statements regarding the outlook for our future operations, plans and timing for the commencement or advancement of exploration activities on our properties, statements about future market conditions, supply and demand conditions, forecasts of future costs and expenditures, the outcome of any legal proceedings, and other expectations, intention and plans that are not historical fact. Forward-looking information is based on certain factors and assumptions including expected economic conditions, uranium prices, results of operations, performance and business prospects and opportunities. UEX considers the factors and assumptions on which this forward-looking information is based to be reasonable at the time it was prepared, but cautions readers that these assumptions may ultimately prove to be incorrect. Forward-looking information by its nature necessarily involves risks, uncertainties and other factors including without limitation: that UEX's exploration activities may not result in profitable commercial mining operations; the risks associated with UEX's participation in joint ventures; reliance on other companies as operators; uranium price fluctuations; that actual capital and operating costs associated with the Hidden Bay project may significantly exceed those estimated in the Hidden Bay project technical report; the economic analysis contained in the current Hidden Bay project's technical report may not be realized; competition for properties; mineral resource estimates are based on interpretations and assumptions; that failure to obtain additional financing on a timely basis could cause UEX to reduce its interest in its properties; competition from other energy sources and public acceptance of nuclear energy; dependence on key management employees; compliance with and changes to environmental and other regulatory laws; conflicts of interest; accounting policies; internal controls; market price of UEX's shares; potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage; and other factors all as more particularly described herein under the heading "Risks and Uncertainties" and include unanticipated and unusual events. These and other factors could cause actual results to differ materially from future results expressed or implied by such forward-looking information. Many of these factors are beyond the control of UEX. Except as required by applicable securities law, UEX disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise. Consequently, all forward-looking information in this MD&A is qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by UEX will be realized. For the reasons set forth above, investors should not place undue reliance on forward-looking information.