



MANAGEMENT'S DISCUSSION & ANALYSIS

For the three months ended March 31, 2015 AND 2014

Introduction

Management's discussion and analysis ("MD&A") for GoviEx Uranium Inc. together with its wholly owned subsidiaries (the "Company" or "GoviEx") is prepared as of May 14, 2015 and relates to the financial condition and results of operations for the three months ended March 31, 2015 and 2014. This MD&A should be read in conjunction with the condensed consolidated interim financial statements and related notes ("interim financial statements") for the three months ended March 31, 2015 as well as the December 31, 2014 audited consolidated financial statements and the notes thereto. The Company reports its financial position, financial performance and cash flows in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") effective March 31, 2015.

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3", and "Q4" respectively. All amounts contained herein are in U.S. dollars, unless otherwise indicated.

This MD&A contains forward-looking statements that are related to the Company's activities and future financial results. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results for the current periods are not necessarily indicative of the results for any future period. This MD&A is subject to the risks and uncertainties. For a detailed listing of the risk factors, please refer to the Company's MD&A for the year ended December 31, 2014.

Mr. Robert Bowell of SRK Consulting (UK) Limited ("SRK") is the qualified person responsible for the preparation of the technical information included in this MD&A.

Overview

GoviEx Uranium Inc. was incorporated in Canada with limited liability under the legislation of the province of British Columbia, Canada on March 1, 2011. On June 19, 2014, the Company successfully closed its initial public offering ("IPO") on the Canadian Stock Exchange ("CSE") raising gross proceeds of US\$1.6 million under the trading symbol "GXU".

The Company is focused on exploration and evaluation of uranium properties located in the Agadez region of north central of Republic of Niger ("Niger"). Additional information related to GoviEx is available on the Company's website www.goviex.com or on SEDAR at www.sedar.com.

The exploration rights to the uranium properties are held 100% by GoviEx Niger Holdings Ltd., a wholly owned subsidiary of the Company; however, the Government of Niger retains a 10% carried interest in all mining projects upon the conversion from exploration license to mining license, with the option to purchase up to an additional 30% equity interest at fair market value (subject to certain conditions).

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Highlights

- On March 10, 2015, the Company completed and filed the Environmental and Social Impact Assessment (“ESIA”) with The Nigerien Minister in charge of the environment.
- On April 21, 2015, the Company announced a resource update for the Marianne and Marilyn deposits, which increased the Measured and Indicated Resource by 12.54 Mlb U_3O_8 and Inferred Resource by 3.57 Mlb U_3O_8 .

Outlook

- Receipt of Environmental Certificate for Madaouela Project expected in Q2’15.
- Madaouela Project Mining Permit application to be filed with Minister in charge of mining during Q2’15.

Mineral Properties

The Company’s principal asset is an advanced-stage exploration property located in close proximity to the Somair and Cominak mines in the Agadez region of Niger in the heart of a historically prolific uranium producing district (the “Madaouela Project”). The Madaouela Project consists of the Company’s ownership interest in five exploration permits for the tenements known as Madaouela I, II, III, IV and Anou Melle. The Company’s principal objective is to become a significant uranium producer through the continued exploration and development of its Madaouela Project.

All drilling exploration operations in Niger were halted from the beginning of July 2013 having already completed over 600,000 meters by that date. Exploration in Niger will only recommence once uranium and equity market conditions have improved to a point to support a positive investment decision.

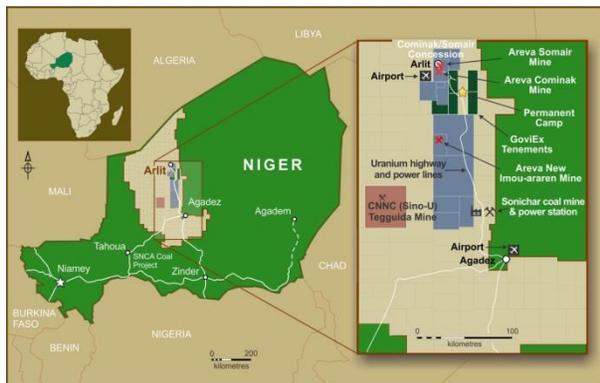


Fig 1. Location of the GoviEx’s Uranium Properties in Niger

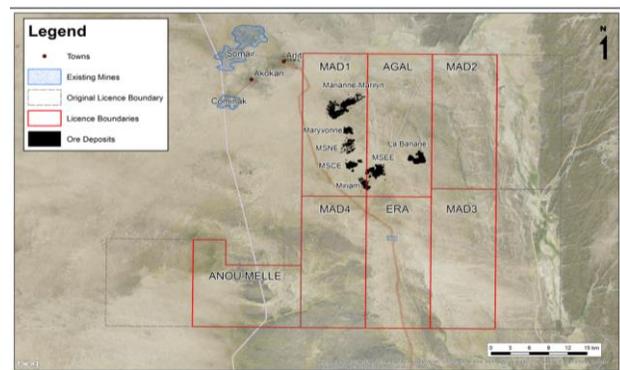


Fig 2. GoviEx Exploration Licences

Note: Somair and Cominak are subsidiaries of Areva SA

Madaouela Project - The Company’s resources are mainly located on seven deposits on the Madaouela I and Agal tenements where the majority of the Company’s exploration and development drilling to date has been conducted, and contain 110.76 Mlb eU_3O_8 as drill measured and indicated resources with an average grade of 1.36 kg/t eU_3O_8 , and an additional 27.66 Mlb as drill Inferred resources with an average grade of 1.33 kg/t eU_3O_8 . Additionally, the Madaouela Project contains numerous prospective exploration targets worthy of continued exploration drilling on each of its licences.

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Madaouela Project's current resource estimates are derived from a resource estimation update prepared by SRK on March 14, 2013. This update is reported in the Technical Report dated September 20, 2013 and amended on April 28, 2014, titled "An Updated Integrated Development Plan for the Madaouela Project, Niger" available on SEDAR. The Technical Report provides a review of the results of mining and processing studies and a preliminary feasibility study of the potential project development, as well as an update to the overall project resources.

The Technical Report was prepared by SRK in accordance with *National Instrument 43-101 – Standard of Disclosure for Mineral Projects* ("NI 43-101"). Ryan Freeman, Robert Bowell, Daniel Guibal, Rick Skelton, Tim McGurk and Neal Rigby of SRK endorsed the Technical Report as qualified persons.

The Company acquired of the Madaouela Project in May 2007 pursuant to mining conventions between Niger and GoviEx Niger. Exploration licenses for these tenements were awarded in September 2007 by the Niger Ministry of Mines and Energy. The Company paid EUR 25 million for the exploration licenses and will pay, as a one-time payment, a further EUR 7 million on the conversion of any one of the exploration permits to a mining license.

In May 2010, the Ministry of Mines and Energy of Niger formally extended the expiry of the first validity period of the exploration licenses for the Madaouela Project's tenements to September 2012 with no reduction in the area covered by the license. The extensions were granted to compensate for interruptions to the Company's exploration activities at the Madaouela Project between August 2007 and November 2009 as a result of a government imposed state of alert. Under Niger's Mining Code, upon expiry the exploration licenses may be (i) renewed for a second and third period of validity, provided that each time the license is renewed, the area covered by the license will be reduced by half, (ii) extended for an additional year in order to finalize a feasibility study, or (iii) converted to a mining license. On November 2, 2012, the Niger authorities granted a renewal of the exploration permits of the Madaouela Project licences on the basis of a 50% reduction of the surface areas. The next renewal of the exploration permits of the Madaouela Project licences is due November 2, 2015.

On November 22, 2012, the Company submitted to the Niger authorities an application covering certain portions of the original Madaouela I and Madaouela IV licences surface areas that were excluded from the renewed licences granted on November 2, 2012, now known as Agaliouk and Eralrar. The two licences are shown as AGAL and ERA in the map below. Approval of this application is still outstanding. GoviEx has been advised by the Niger Government that they will be re-issued; however, there can be no assurance that this will be the case. On March 23, 2014, the Company received written confirmation via email from the Nigerian Director General of Mines and Geology that the application was in order and that the formal issuance of the licenses should follow shortly. Separately, the Company has been in direct discussions with both the Nigerian President and Prime Minister, who have indicated that that there is no reason to expect that the licenses will be refused.

Exploration

GoviEx commenced its exploration on the Madaouela Project on August 8, 2008. A summary of the annual drilling meters is summarized in the table below.

	2008	2009	2010	2011	2012	2013	Total
Exploration	57,162	90,204	100,551	93,513	159,786	72,407	573,623
Other	5,486	15,631	8,899	7,364	12,138	3,886	53,404
Total	62,648	105,835	109,450	100,877	171,924	76,293	627,027

Note: Other includes diamond drilling, water wells, and reopening historical holes.

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Ore Resources

On April 20, 2014, GoviEx announced that its technical advisor SRK Consulting has completed an updated and independent NI 43-101 Mineral Resource assessment for the Marianne and Marilyn (M&M) deposits. As a result of the updated calculation, the total Mineral Resources for the Project have increased by approximately 13.0% to now contain Measured and Indicated Mineral Resources of 110.76 million pounds (Mlb) U₃O₈ and additional Inferred Resources of 27.66 Mlb U₃O₈, using a 0.4 kg/t eU cut-off. The increase in Mineral Resource at M&M is a result of 576 additional drill holes, totaling 44,246 metres, which have now been factored into the resource model. The most recent drilling program focused on expanding the geological information on the Northwest flank of M&M deposit, as well as infill drilling from a 50x50-metre grid to a tighter, 30x30-metre grid where underground mining operations are anticipated to begin.

The Mineral Resource for M&M has increased to a Measured and Indicated Resource of 16.86 Mtonnes containing 54.75 Mlb U₃O₈ at a grade of 1.47 kg/t eU₃O₈ from previously reported 12.09 Mtonnes containing 42.21 Mlb U₃O₈ at grade of 1.58 kg/t eU₃O₈. This now includes a Measured Resource of 8.45 Mlb U₃O₈ at a grade of 1.79 kg/t eU₃O₈. Inferred Resources have increased to 13.02 Mlb from 9.45 Mlb.

Summary of the classified mineral resources in accordance with CIM guidelines for Madaouela Project using cut-off: 0.4 kg/t eU

Classification	Tonnes (Mt)	Grade (kg/t eU3O8)	eU3O8 (t)	eU3O8 (Mlb)
Marianne/Marilyn				
Measured	2.14	1.79	3,835	8.45
Indicated	14.72	1.43	21,000	46.30
Inferred	5.04	1.17	5,908	13.02
Miriam				
Measured	9.62	1.08	10,397	22.92
Indicated	2.68	0.79	2,112	4.66
Inferred	0.58	1.33	773	1.70
MSNE				
Indicated	5.05	1.61	8,111	17.88
Inferred	0.1	1.34	131	0.29
Maryvonne				
Indicated	1.23	1.79	2,195	4.84
Inferred	0.42	1.66	703	1.55
MSCE				
Inferred	0.72	1.81	1,308	2.88
MSEE				
Inferred	1.45	1.64	2,373	5.23
La Banane				
Indicated	1.57	1.64	2,589	5.71
Inferred	1.15	1.18	1,358	2.99
Total Measured	11.76	1.21	14,232	31.37
Total Indicated	25.25	1.43	36,007	79.39
Total Inferred	9.46	1.33	12,554	27.66

*On November 22, 2012, GoviEx submitted to the Niger authorities a license application covering certain portions of the original Madaouela I and IV licences surface areas that were excluded from the renewed licences granted on November 2, 2012. GoviEx has been advised that the two applications for the excluded areas of Madaouela I and IV will be approved, but is awaited at the time of writing its applications, and hence has not adjusted its resources to account for any potential changes. However, it should be noted that resources associated with MSEE, and La

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Banane would be materially affected, and to a limited extent Miriam's resources would be affected should GoviEx not be successful in its application.

The Company's mineral resources as at April 20, 2015 are classified in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's "CIM Definition Standards - For Mineral Resources and Mineral Reserves" in accordance with the requirements of National Instrument 43-101 "Standards of Disclosure for Mineral Projects" (the Instrument). Mineral reserve and mineral resource estimates reflect the Company's reasonable expectation that all necessary permits and approvals will be obtained and maintained. (1kg/t eU3O8=0.1% eU3O8). The "e" symbol denotes that resource estimation is based on spectrometer data obtained in the field and confirmed by a smaller number of samples by laboratory chemical analysis.

Mineral resources that are not mineral reserves do not have to demonstrate economic viability. Mineral resources are subject to infill drilling, permitting, mine planning, mining dilution and recovery losses, among other things, to be converted into mineral reserves. Due to the uncertainty associated with inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to indicated or measured mineral resources, including as a result of continued exploration.

The Mineral Resource Statement was prepared by John Arthur, FGS, CGeol (CP) and Peter Gleeson FAusIMM (CP) of SRK Consulting (UK) Ltd, both are Qualified Persons as defined by the CIM Code.

Technical Report

The Technical Report was dated September 20, 2013 and amended on April 28, 2014, titled "An Updated Integrated Development Plan for the Madaouela Project, Niger" available on www.sedar.com.

The key findings of the Technical Report were:

- Mining sequence begins with open pit mining of the Miriam deposit followed by room and pillar underground mining of the Marianne/Marilyn and MSNE/Maryvonne deposits.
- Processing envisions crushed run of mine ore being upgraded through a combination of a radiometric ore sorter ("ROS") and an ablation circuit.
- The impact of ROS and ablation reduces material rate from 4020 tpd mined to a leach feed tonnage rate of 810 tpd. The benefit of the volume reduction lowers capital costs, consumable usage and operating costs.
- Following two-stage sulfuric acid leach, the leach solution is fed to a Solvent Extraction ("SX") plant which allows successive sequential strips to produce separate molybdenum and uranium streams at high acidity/low pH, allowing the Madaouela Project to produce a saleable molybdenum oxide product and a high purity yellowcake.
- Total probable reserves of 25.3 Mt are planned to be mined at an average grade 0.98 kg/t eU3O8 containing 54.88 Mlb eU3O8 assuming a uranium price US\$70 /lb eU3O8
- Annual production is forecast at an average 2.53 Mlb U3O8 per annum, based on an 83% uranium overall recovery, with an 18 year mine-life, producing a total of 45.6Mlb of U3O8.
- The Technical Report includes a detailed estimate of the operating and capital costs for each stage of the project development with Tenova Bateman providing the inputs for the process plant design and costs based on the testwork completed by Mintek, SGS Lakefield, Ablation Technologies and Cytek, and supplier quotations. SRK provided operating and capital costs estimates for the mining and other areas of the project development.
- The base case project economics for the Technical Report assume a long-term uranium price of US\$70 /lb U3O8, and indicate an after-tax NPV of US\$251 million at an 8% discount rate, with an IRR of 21.9%. Initial capital costs are estimated at US\$339 million, and cash operating costs of US\$26.39 /lb U3O8, excluding royalty payments and including by-product credits for molybdenum oxide based on average molybdenum oxide annual sales of 1.3 Mlb at a price of US\$11 /lb.

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The company is currently optimizing the Madaouela Development Plan in order to assess the potential benefits of a number of geological and technical factors which may impact the process design, by potentially reducing sulphuric acid consumption and operating costs, thereby potentially increasing probable mineral reserves.

Environmental and Social Impact Assessment

In June 2014, the Company executed contracts with SRK and in-country environmental consultants Legeni S.A. (“Legeni”) to finalize the completion of the ESIA for the Madaouela Project. SRK with Legeni have already completed the initial environmental and social works during the previous phases of the Project, as presented in the Technical Report. The mandate of SRK and Legeni includes completion of the ESIA by expanding on previous work and the outcome of discussions with various stakeholders and regulatory authorities from May 2013. Specifically, the activities will enable preparation of an ESIA report suitable for submission to the Niger regulatory authorities with the aim of obtaining environmental approval for a 20-year extendable mining permit for the Project, and international financing agencies.

During the fourth quarter of 2014, SRK and Legeni completed all fieldwork and stakeholder engagement programs specified under the terms of the ESIA. To date no major issues or impacts have been raised by the consultants, and GoviEx filed the ESIA with the Minister in charge of the environment on March 10, 2015.

Results of Operations

For the three months ended March 31, 2015 (“Q1 2015”), the Company reported a net loss of \$3.03 million compared to the net loss of \$2.86 million in the same period 2014 (“Q1 2014”). A comparison of expenses for the Q1 2015 and Q1 2014 is listed below:

<i>(in thousands of U.S. dollars)</i>	For the three months ended March 31,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Exploration and evaluation expenses	1,032	752	280
Administrative expenses	262	456	(194)
Depreciation	57	69	(12)
Loss on inventory of uranium concentrate	-	50	(50)
Loss (gain) on uranium loan	1,088	(100)	1,188
Interest on convertible debenture	-	1,303	(1,303)
Interest on uranium loan	297	207	90
Interest income	(2)	(2)	-
Share-based payment	293	121	172
Loss and comprehensive for the period	3,027	2,856	171

Interest expense

Interest expense started being accrued in April 2012 following the purchase agreement between Toshiba Corporation (“Toshiba”) and the Company for a \$30 million convertible bond and a \$10 million uranium loan facility. The interest rate is 15% on the convertible bond and 12% on the uranium loan, compound annually. On June 19, 2014, the Company redeemed the entire convertible debenture and recorded additional \$20.5 million interest representing the interest accrued from the redemption date to its fifth year in April 2017. The interest in Q1 2015 represented the three months’ interest on uranium concentrate at \$39.5 per pound.

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Exploration and evaluation expenses

Exploration activities were halted since middle 2013. The increase in consultants and geophysics was related to the environmental assessment work performed by SRK Consulting.

<i>(in thousands of U.S. dollars)</i>	For the three months ended March 31,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Wages and benefits	338	355	(17)
Consultants and geophysics	508	20	488
Camp supplies & repairs	70	161	(91)
Travel, insurance and others	116	216	(100)
	1,032	752	280

Administrative expenses

To conserve cash, the Company has reduced its general administrative and corporate activities where possible, and focused on supporting its environmental and social impact assessment for its uranium project.

<i>(in thousands of U.S. dollars)</i>	For the three months ended March 31,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Wages and benefits	136	130	6
Consultants	3	159	(156)
Travel, insurance and others	86	149	(63)
Corporate overhead	14	14	-
Investor relations	23	4	19
	262	456	(194)

Share-based payment

On January 28, 2015, the Company granted 3.275 million stock options at an exercise price of C\$0.3 for five years with 25% vesting on the grant and each anniversary date.

On June 19, 2014, the Company modified the exercise prices for all the existing stock options to \$2.15, and recorded \$633,523 incremental share-based expenses in 2014.

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Summary of Quarterly Results

The following table sets forth a comparison of information for the previous eight quarters ending with March 31, 2015:

<i>(in thousands of U.S. dollars except for shares)</i>	Q1'15	Q4'14	Q3'14 Restated	Q2'14 Restated	Q1'14	Q4'13	Q3'13	Q2'13	Q1'13
Exploration and evaluation	1,032	1,356	1,142	768	752	1,248	1,194	4,182	7,414
Administrative expenses	262	362	348	36	456	404	265	608	627
Interest Income	(2)	(3)	(2)	(2)	(2)	(2)	(2)	(5)	(10)
Interest Expense	297	237	668	21,727	1,510	1,510	1,413	1,467	1,360
(Gain) loss in uranium concentrate inventory	-	181	(706)	575	50	69	862	550	250
(Gain) loss on uranium loan	1,088	80	1,412	(1,150)	(100)	(138)	(862)	(550)	(250)
Depreciation	57	62	65	66	69	81	97	120	336
Share-based payments ⁽¹⁾	293	212	245	906	121	105	152	228	246
Impairment of assets	-	-	-	-	-	189	-	-	-
Loss for period	3,027	2,487	3,172	22,926	2,856	3,466	3,119	6,600	9,973
Loss per share	0.02	0.02	0.02	0.19	0.02	0.02	0.03	0.06	0.09

(1) Corrections to prior quarters' figures

During the course of preparation of the consolidated financial statements of the Company for the year ended December 31, 2014, management determined that it had incorrectly calculated the share based payment expense as a result of the modification of the exercise price of existing stock options for its employees and consultants on June 19, 2014 and the grant of new stock options on that date. The amount of share based payments and the loss for period in the above Summary of Quarterly Results for Q3' 14 and Q2' 14 has been increased from the amounts previously reported by \$83 and \$636, respectively. Loss per share for the period also increased by \$nil and \$0.01 for Q3' 14 and Q2' 14, respectively.

The Company's results have been largely driven by the level of its exploration and evaluation activities. The Company has had no revenue from mining operations since its inception. Major variations in costs are summarized below:

- Exploration and evaluation expenditures can vary widely from quarter to quarter depending on the stages and priorities of the exploration program.
- The variations in quarterly administrative expense is mainly attributable to the reduction in administrative wages and general administration related costs started in Q3 2013 as a result of the Company's effort to reduce personnel charges at the head office level.
- Interest expenses vary based on timing, type and amount of debt and resultant fluctuations in uranium price.
- Share-based payments are fair valued through Black-Scholes pricing model when stock options are granted and vested. Any change in the assumptions used will impact the share-based expense recorded in the period.

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Liquidity and Capital Resources

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities and other contractual obligations. The Company is dependent on raising funds by the issuance of shares and debt arrangements in order to finance further development of its uranium properties and meet general and administrative expenses in the immediate and long term. As at May 14, 2015, the Company has cash on hand approximately \$2.0 million.

In the event that the Company fails to deliver a commercial feasibility study on its Madaouela project prior to December 31, 2015, the holder of the uranium loan has the right to demand full payment of the principal and interest accrued up to date.

Material increases or decreases in the Company's liquidity and capital resources will be determined by the success of the Company's renewal of its mineral licenses and applying for the mining permit, its ability to renegotiate the uranium loan, and to obtain equity or other sources of financing.

Transactions with Related Parties

The Company is a party to a shareholders' cost-sharing agreement with a private company pursuant to which the Company and various other companies are equal shareholders in Global Mining Management Corp. ("GMM") and, through GMM, share office space, furnishings and equipment and communications facilities (on a cost recovery basis) and the employment, on a part-time basis, of various administrative, office and management personnel in Vancouver, British Columbia. Costs of the shared office facilities and the shared part-time employees and service providers are recovered from the Company proportionate to the time spent by the shared part-time employees and service providers on matters pertaining to the Company. The Company has an officer and a director in common with GMM. The Company has utilized the services of the GMM staff and office since 2007.

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

Key management, consisting of personnel having authority and responsibility for planning, directing and controlling the Company, includes board of directors, Executive Chairman, Chief Executive Officer, Chief Financial Officer, and other senior officers.

Outstanding Share Capital

As of May 14, 2015, the Company has

- a) 146,216,053 common shares issued and outstanding;
- b) 7,873,333 stock options are outstanding at a weighted average exercise price of \$1.35.

Off Balance Sheet Arrangements

None

Proposed Transactions

None

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Disclosure Controls and Procedures

Current securities policies in Canada require that management of the Company certifies that it has assessed the effectiveness of the Company's disclosure controls and procedures at period ends. Management has concluded that the disclosure controls as at March 31, 2015 were effective in ensuring that all material information required to be filed had been effected in a timely manner, and that the information was recorded, processed and reported within the time period necessary to prepare the filings. The Company continues to review and assess its internal control over financial reporting. There were no significant changes made to internal controls over financial reporting during the period ended March 31, 2015.

Changes in Accounting Policies and Recent Accounting Pronouncements

The Company has not made any changes to its significant accounting policies, as described within Notes 3 during the three months ended March 31, 2015. Certain requirements were issued by the IASB that are mandatory for annual years beginning on or after January 1, 2015. These changes have not yet been early adopted and have been evaluated to have no major impact on the Company.