

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: GOVEX URANIUM INC. (the “**Issuer**”).

Trading Symbol: GXU

SCHEDULE A: FINANCIAL STATEMENTS

The Condensed Consolidate Interim Financial Statements for the Nine Months Ended September 30, 2015, are attached as Schedule A and are filed separately as, “Interim Financial Statements”.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

This above information is included in Schedule A.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

The following securities were issued during the third quarter ended September 30, 2015:

16,228,177 Units (each a “Unit”) at a price of C\$0.1125 per Unit. Each Unit consisting of one (1) Class A common share and one (1) Class A common share purchase warrant (a “Warrant”).

Each Warrant is exercisable into one (1) Class A common share of the Issuer at a price of C\$0.18 for until September 28, 2017. However, if the closing price of the Issuer’s Class A common shares on the Canadian Securities Exchange exceeds \$0.216 for each of 15 consecutive trading days (the “Accelerated Exercise”), the Issuer may, upon notice sent to the warrant holder within 60 days of the last day of the aforementioned 15-day period, accelerate the expiry time of the Warrants to 5:00 p.m. (Vancouver time) on the day that is 60 days following notice by the Issuer that it is exercising the right of Accelerated Exercise.

(b) summary of options granted during the period,

There were no options granted during the third quarter ended September 30, 2015.

3. Summary of securities as at the end of the reporting period.

Question	Response
a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions	<u>The Issuer has an authorized share capital consisting of an unlimited number of class A common shares ("Class A Shares") without par value, and an unlimited number of class B common shares ("Class B Shares") without par value.</u>
b) number and recorded value for shares issued and outstanding	<u>As of September 30, 2015, the Issuer had outstanding (i) 162,444,230 fully paid and non-assessable Class A Shares without par value, and (ii) NIL fully paid and non-assessable Class B Shares without par value.</u>
c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value	<u>Information in relation to options is included in Schedule A. The US\$0.24 per share exercise price of the options described in Note 9 to the Interim Financial Statements, attached as Schedule A hereto, is the US\$ equivalent of actual Cnd\$0.30 per share exercise price of such options.</u> <u>There are no warrants or other convertible securities outstanding other than as noted in section 2.a) above and in Schedule A.</u>
d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer	<u>This item is not applicable.</u>

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Mr. Govind Friedland, Executive Chairman and Director

Mr. Daniel Major, Chief Executive Officer and Director

Ms. Lei Wang, Interim Chief Financial Officer

Mr. Rodrigo Romo, Corporate Secretary

Mr. Matthew Lechtzier, Lead Director

Mr. Christopher Wallace, Director

Mr. Robert Hanson, Director

Mr. Benoit La Salle, Director

Mr. Anthony Abbenante, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The interim Management's Discussion & Analysis for the Three and Nine Months ended September 30, 2015 and 2014 is attached as Schedule C and is filed separately as, "Interim MD&A".

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 18, 2015.

Daniel Major
Name of Director or Senior Officer

“(s)Daniel Major”
Signature

Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended YY/MM/DD	Date of Report YY/MM/DD
GoviEx Uranium Inc.	15/09/30	15/11/18
Issuer Address		
999 Canada Place, Suite 654		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, British Columbia V6C 3E1	(604) 682-2060	(604) 681-5529
Contact Name	Contact Position	Contact Telephone No.
Rodrigo Romo	Corporate Secretary	(604) 331-9877
Contact Email Address	Web Site Address	
Rodrigo@ivancorp.net	http://www.goviex.com/	

SCHEDULE A



Condensed Consolidated Interim Financial Statements

GoviEx Uranium Inc.

September 30, 2015

(Unaudited)

GoviEx Uranium Inc.

Condensed consolidated interim financial statements

September 30, 2015

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NOTICE TO READER

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

GoviEx Uranium Inc.

Condensed consolidated interim statements of financial position

(Stated in thousands of U.S. dollars)

	Notes	September 30, 2015	December 31, 2014
		\$	\$
Assets			
Current assets			
Cash		1,524	3,653
Amounts receivable		231	224
Prepaid and deposit		129	188
		1,884	4,065
Non-current assets			
Related party deposit		140	151
Plant and equipment	4	179	342
Mineral exploration rights	5	57,147	57,147
		57,466	57,640
Total assets		59,350	61,705
Liabilities and equity			
Current liabilities			
Accounts payable and accrued liabilities		512	803
Uranium loan	6	-	9,657
		512	10,460
Uranium loan	6	10,813	-
Share purchase warrants liability	7	645	-
Total Liabilities		11,970	10,460
Equity			
Share capital	7,8	218,341	217,625
Capital contribution		1,775	1,775
Share-based payment reserve		14,600	14,020
Accumulated deficit		(187,336)	(182,175)
		47,380	51,245
Total equity and liabilities		59,350	61,705

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

Nature of operations and going concern (Note 1)

Subsequent event (Note 16)

Approved and authorized for issue on behalf of the Board of Directors on November 18, 2015.

"Daniel Major"

Daniel Major

"Benoit La Salle"

Benoit La Salle

GoviEx Uranium Inc.

Condensed consolidated interim statements of loss and comprehensive loss

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

		Three months ended September 30,		Nine months ended September 30,	
	Notes	2015	2014	2015	2014
		\$	\$	\$	\$
Expenses					
Exploration and evaluation	11	(577)	(1,143)	(2,552)	(2,663)
General and administrative	12	(186)	(334)	(679)	(805)
		(763)	(1,477)	(3,231)	(3,468)
Other income and (expenses)					
Depreciation		(51)	(65)	(163)	(200)
Foreign exchange gain (loss)		(8)	(18)	(34)	(40)
Gain on inventory of uranium concentrate		-	706	-	81
Gain (loss) on uranium loan	6	-	(1,412)	(250)	(162)
Interest income		-	2	3	6
Interest expenses	6	(307)	(668)	(906)	(23,905)
Share-based payment	9	(106)	(161)	(580)	(552)
		(472)	(1,616)	(1,930)	(24,772)
Loss and comprehensive loss for the period		(1,235)	(3,093)	(5,161)	(28,240)
Loss per share (basic and diluted)		\$ (0.01)	\$ (0.02)	\$ (0.04)	\$ (0.22)
Weighted average number of shares outstanding		146,745,233	146,216,053	146,394,385	128,179,906

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

GoviEx Uranium Inc.

Condensed consolidated interim statements of changes in equity

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

	Note	Number of Shares	Share capital	Capital contribution	Share-based payment reserve	Accumulated deficit	Total
			\$	\$	\$	\$	\$
Balance, December 31, 2013		117,080,738	156,039	1,775	12,536	(150,734)	19,616
Issuance of common shares		29,135,315	61,586	-	-	-	61,586
Share-based payments		-	-	-	552	-	552
Loss and comprehensive loss for the period		-	-	-	-	(28,235)	(28,235)
Balance, September 30, 2014		146,216,053	217,625	1,775	13,088	(178,969)	53,519
Balance, December 31, 2014		146,216,053	217,625	1,775	14,020	(182,175)	51,245
Issuance of common shares	7, 8	16,228,177	716	-	-	-	716
Share-based payments		-	-	-	580	-	580
Loss and comprehensive loss for the period		-	-	-	-	(5,161)	(5,161)
Balance, September 30, 2015		162,444,230	218,341	1,775	14,600	(187,336)	47,380

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

GoviEx Uranium Inc.

Condensed consolidated interim statements of cash flows

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

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	\$	\$	\$	\$
Operating activities				
Loss for the period	(1,235)	(3,089)	(5,161)	(28,235)
Adjustments for non-cash items				
Share-based payment	106	161	580	552
Interest expense	307	668	906	23,905
Depreciation	51	65	163	200
Loss on inventory of uranium concentrate	-	(706)	-	(81)
Unrealized loss (gain) on uranium loan	-	1,412	250	162
Changes in non-cash operating working capital items				
Amounts receivable	(15)	43	(7)	17
Prepaid expenses and deposit	(18)	129	59	130
Related party deposit	-	-	11	-
Accounts payable and accrued liabilities	6	15	(291)	23
Cash used in operating activities	(798)	(1,302)	(3,490)	(3,327)
Financing activity				
Net proceeds from share issuance	1,361	12	1,361	1,245
Redemption of debenture	-	-	-	60,341
Issuance of Class A shares to redeem debenture	-	-	-	(60,341)
	1,361	12	1,361	1,245
Decrease in cash	563	(1,290)	(2,129)	(2,082)
Cash, beginning of period	961	3,160	3,653	3,952
Cash, end of period	1,524	1,870	1,524	1,870

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

1. NATURE OF OPERATIONS AND GOING CONCERN

GoviEx Uranium Inc. ("GoviEx" or the "Company") is a Canadian mineral resources company focused on the exploration and development of uranium properties located in Republic of Niger ("Niger"). The Company was originally incorporated in British Virgin Islands as a private investment company and migrated to Canada on March 1, 2011. The registered office of the Company is located at 999 Canada Place, Suite 654, Vancouver, British Columbia, Canada, V6C 3E1.

The Company completed its Initial Public Offering ("IPO") on June 19, 2014 on the Canadian Securities Exchange ("CSE") under the trading symbol "GXU".

The Company is still in the process of exploration and evaluating its mineral properties; the underlying value and the recoverability of the amounts recorded as mineral exploration rights is dependent upon the Company's ability to demonstrate the existence of economically recoverable mineral reserves. As a result the carrying value of the mineral rights may not reflect current or future values.

For the nine months ended September 30, 2015, the Company had incurred a net loss of \$5.2 million (2014 - \$28.2 million); cash on hand was \$1.5 million (December 31, 2014 - \$3.7 million) and working capital of \$1.4 million (working capital deficiency December 31, 2014 - \$6.4 million).

On November 3, 2015, the Company closed the non-brokered private placement announced on September 29, 2015 by issuing aggregate 21,935,296 units exercisable at Canadian \$0.1125 per unit for total gross proceeds of Canadian \$2,467,721. The private placement was closed in tranches on September 28 and November 3, 2015 with gross proceeds of Canadian \$1,826,670 and Canadian \$642,051 respectively; please see Notes 8 and 16 for details.

On September 2, 2015, the Company announced a two-year extension of an early redemption right of the Uranium Loan with Toshiba Corporation ("Toshiba") to December 31, 2017.

The condensed consolidated interim financial statements ("interim financial statements") have been prepared on a going concern basis which presumes the realization of assets and satisfaction of liabilities in the normal course of business. The ability of the Company to continue as a going concern and meet its commitments is dependent on the Company's ability to obtain the necessary financing to continue its exploration and evaluation activities and maintain rights to its mineral properties. Uncertainties related to permit applications, economic conditions, and the lack of sufficient committed funding for the next 12 months cast a significant doubt upon the Company's ability to continue as a going concern.

The interim financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments may be material.

2. BASIS OF PREPARATION

Statement of compliance

These interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* using the same accounting policies as detailed in the Company's audited consolidated financial statements for the year ended December 31, 2014.

These interim financial statements do not include all of the information required for complete annual consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") effective as at September 30, 2015, and therefore should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2014 and the notes thereto.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

2. BASIS OF PRESENTATION (CONTINUED)

Critical accounting estimates and judgments

The Company's management makes estimates and uses judgments when determining the assets, liabilities and expenses reported in these interim financial statements. These estimates and judgments are reviewed on an ongoing basis based on historical experience, current economic conditions, and include expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates. The critical estimates and judgments applied in the preparation of these interim financial statements are consistent with those applied and disclosed in Note 2 to the audited consolidated financial statements for the year ended December 31, 2014. The Company's interim results are not necessarily indicative of its results for a full year.

Basis of consolidation

These interim financial statements include accounts of the Company and its subsidiaries. All amounts are presented in United States dollars ("US dollars"), which is the functional currency of the Company and each of the Company's subsidiaries, except as otherwise noted. References to C\$ are to Canadian dollars. All inter-company balances, transactions, and expenses have been eliminated.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has adopted amendments to IFRS 8 *Operating Segments* effective January 1, 2015. This standard requires a description of the segments in which aggregated based on similar economic indicators. Management does not anticipate these amendments will materially impact the Company's disclosures.

The Company has not applied the following pronouncements that have been issued but are not yet effective:

- a) IFRS 9 - *Financial Instruments* - The standard is effective for annual reporting periods beginning January 1, 2018 for public entities. The Company is assessing the impact of this standard.
- b) IFRS 15 - *Revenue from Contracts with Customers* - The standard is effective for annual reporting periods beginning January 1, 2018 for public entities with early adoption permitted. Entities have the option of using either a full retrospective or a modified retrospective approach to adopt the guidance. The Company is assessing the impact of this standard.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

4. PLANT AND EQUIPMENT

Plant and equipment is summarized as follows:

	Motor vehicles	Plant and equipment	Land and Buildings	Computer	Office equipment	Total
	\$	\$	\$	\$	\$	\$
Cost						
At December 31, 2013	1,112	897	308	696	182	3,195
Additions	-	-	-	-	-	-
Disposals	-	(20)	(7)	-	-	(27)
At December 31, 2014	1,112	877	301	696	182	3,168
At September 30, 2015	1,112	877	301	696	182	3,168
Accumulated depreciation						
At December 31, 2013	836	750	280	639	86	2,591
Disposals	-	(20)	(7)	-	-	(27)
Depreciation	92	92	2	29	47	262
At December 31, 2014	928	822	275	668	133	2,826
Depreciation	63	49	1	17	33	163
At September 30, 2015	991	871	276	685	166	2,989
Carrying amount						
At December 31, 2014	184	55	26	28	49	342
At September 30, 2015	121	6	25	11	16	179

5. MINERAL EXPLORATION RIGHTS

The Company's primary asset is an advanced-stage exploration uranium property located in north central Niger. It consists of seven contiguous tenements known as Madaouela I, II, III, IV, Anou Melle, Agaliouk and Erarar (the "Madaouela Project"). The Company holds exploration licenses for five of these tenements, and has applied for exploration licenses for the Agaliouk and Erarar tenements.

On June 30 and July 1, 2015, the Company filed the mining permit application for the Madaouela I tenement and the exploration license renewal applications for Madaouela II, III, IV and Anou Melle tenements with Niger Minister in charge of Mining, respectively.

6. TOSHIBA FINANCING

In April 2012, the Company entered into a bond purchase agreement with Toshiba pursuant to which the Company issued to Toshiba:

- a \$30 million convertible debenture (the "Bond") at an interest rate of 15% compound annually maturing April 19, 2019. On June 19, 2014, following the IPO, the Company redeemed the Bond by issuing 28,395,466 common shares for a total value of \$60.3 million including interest.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

6. TOSHIBA FINANCING (CONTINUED)

- b) a uranium loan in the principal amount of 200,000 pounds of uranium concentrate U_3O_8 ("Uranium Loan") at an interest rate of 12% compound annually maturing April 19, 2020. The principal and interest are stated in pounds of U_3O_8 , and at maturity date the Company will have to repay Toshiba a total of 495,193 pounds of U_3O_8 including interest accrued.

Both the Bond and the Uranium Loan are secured by a floating charge on all assets of the Company.

Toshiba has the right to demand repayment of the Uranium Loan and accrued interest if (i) the Company fails to deliver a definitive feasibility study relating to Madaouela Project prior to December 31, 2017 (amended on September 1, 2015), or (ii) the sum of the production and capital costs per pound of U_3O_8 , as estimated in a feasibility study prepared in respect of the Madaouela Project, is not lower than \$44 per pound.

The spot U_3O_8 price, published by Ux Consulting Company, LLC on a weekly basis, was US\$36.5 per pound on September 30, 2015 and US\$35.5 per pound on December 31, 2014:

	September 30, U_3O_8 2015		December 31, U_3O_8 2014	
	Pounds	\$	Pounds	\$
Balance, beginning of period	272,038	9,657	242,891	8,380
Unrealized loss	-	250	-	242
Net principal balance	272,038	9,907	242,891	8,622
Accrued interest	24,215	906	29,147	1,035
Balance, end of period	296,253	10,813	272,038	9,657

7. SHARE PURCHASE WARRANTS DERIVATIVE LIABILITY

Share purchase warrants issued with an exercise price denominated in a currency other than the Company's functional currency (US dollars) are considered derivative instruments. As such they are classified as financial liabilities measured at fair value and are re-measured each reporting period with all changes recorded as a component of net earnings (loss).

In connection with the non-brokered private placement closed on September 28, 2015, as per Note 8, the Company issued 16,228,177 warrants to the unit holders. The exercise price of the warrants is C\$0.18 per common share with an expiration date of September 28, 2017. As these warrants are exercisable in Canadian dollars which differ from the Company's functional currency, they are classified as derivative liabilities and carried at fair value. The warrants are therefore required to be revalued at fair value through net profit or loss at each reporting date.

The fair value was estimated to be \$0.04 on the date of issue by using the Black-Scholes option pricing model assuming an expected volatility of 75%, a risk-free interest rate of 0.50%, a dividend yield of 0%, and an expected term of two years for a total value of \$644,560.

8. SHARE CAPITAL

The Company has an unlimited number of common shares authorized without par value.

On September 28, 2015, the Company closed a non-brokered private placement with Ivanhoe Industries, LLC by issuing 16,228,177 units for gross proceeds of C\$1,825,670. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of C\$0.18 for a period of two years by September 28, 2017.

\$6,841 in share issue costs were incurred in relation to this private placement.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

9. SHARE-BASED PAYMENTS

The Company has a share option plan in place authorizing the granting of stock options to qualified optionees to purchase a maximum of 10% of the then issued and outstanding common shares of the Company.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	September 30, 2015		December 31, 2014	
	Number of options	Weighted average exercise price (\$)	Number of options	Weighted average exercise price (\$)
Outstanding, beginning of period	4,648,333	2.15	3,808,333	2.81
Options granted	3,275,000	0.24	1,200,000	2.15
Options expired	(1,815,000)	(2.15)	-	-
Options forfeited	(451,250)	(0.76)	(360,000)	2.25
Outstanding, end of period	5,657,083	1.10	4,648,333	2.15
Exercisable, end of period	2,673,750	1.57	3,285,000	2.15

The following table lists the stock options outstanding and exercisable at September 30, 2015 with a weighted average remaining life of 3.3 years and 2.6 years respectively:

Fair value	Exercise price	Expiry date	Number of options outstanding	Number of options exercisable
\$ 1.34	\$ 2.15	February 15, 2016	150,000	150,000
\$ 1.34	\$ 2.15	March 17, 2016	400,000	400,000
\$ 1.34	\$ 2.15	November 9, 2016	250,000	200,000
\$ 1.34	\$ 2.15	June 4, 2017	250,000	200,000
\$ 1.34	\$ 2.15	July 19, 2017	250,000	150,000
\$ 1.34	\$ 2.15	August 27, 2017	333,333	200,000
\$ 1.34	\$ 2.15	June 19, 2019	908,750	557,500
\$ 0.12	\$ 0.24	January 28, 2020	3,115,000	816,250
			5,657,083	2,673,750

Among the options outstanding, 143,750 options have been accelerated and 87,500 and 56,250 expire on May 31, 2016 and June 26, 2016, respectively.

The Company applies the fair value method of accounting for stock options. Option pricing models require the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

The fair value of stock options granted during the nine months ended September 30th is estimated at the grant date using the Black-Scholes option pricing model using the following assumptions:

	September 30, 2015	September 30, 2014
Annualized volatility	70%	70%
Expected life in years	5	5
Estimated forfeiture rate	0%	0%
Risk free interest rate	1.52%	1.54%
Dividend rate	Nil	Nil

GovEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

10. SHARE PURCHASE WARRANTS

16,228,177 warrants exercisable at C\$0.18 were issued on September 28, 2015 for a period of two-years until September 28, 2017. An additional 5,707,119 warrants plus 319,760 agent warrants were issued subsequent to the quarter end with the same terms and conditions; please see Note 16 for details.

These warrants are subject to an acceleration clause under which the Company may accelerate the expiry date of the warrants should the common shares of the Company trade over C\$0.216 for a period of 15 consecutive trading days. If the acceleration clause is chosen, the Company will give written notice to the holders of the warrants that the warrants will expire within 60 days from the notice date.

There were no warrants issued or outstanding as of December 31, 2014.

11. EXPLORATION AND EVALUATION

Exploration and evaluation expenses for the Company were principally incurred in Niger and are summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	\$	\$	\$	\$
Consultants	115	508	1,039	604
Salaries	273	321	912	1,050
Office expenses	12	17	42	53
Insurance	12	50	104	158
Camp supplies & repairs	145	190	389	635
Travel	21	57	66	163
	578	1,143	2,552	2,663

12. ADMINISTRATIVE EXPENSES

Administrative expenses for the Company are summarized as follows with certain amounts in 2014 have been reclassified:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	\$	\$	\$	\$
Salaries	118	150	413	430
Investor relations	8	7	54	17
Insurance	2	22	49	54
Office expenses	22	23	67	72
Travel	12	8	39	37
Professional fees	16	108	37	170
Regulatory & transfer agent	11	16	20	25
	189	334	679	805

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

13. RELATED PARTY DISCLOSURES

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

Key management compensation

The Company has no compensation arrangements with its board of directors other than non-cash stock option grants. The Company has no post-employment benefits and other long-term benefits in place.

Key management includes the board of directors and the Company's Executive Chairman, Chief Executive Officer and Chief Financial Officer. Compensation awarded to key management is listed below:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
	\$	\$	\$	\$
Salaries	180	245	610	624
Bonus	-	25	30	50
Share-based payments	83	161	460	491
	263	431	1,100	1,165

In the event of change of control, the Chief Executive Officer is eligible to receive a one-time bonus equal to 0.5% of the net proceeds received by the Company at the closing of the transaction. The timing, structure and payment of the bonus would be in the sole discretion of the Board of the Company.

Global Mining Management Corporation ("GMM")

GMM is a private company, incorporated in British Columbia, Canada, owned equally by its seven shareholders one of which is the Company. GMM provides general administration, finance and accounting, and corporate services to the Company at a cost recovery basis.

The following fees were incurred in the normal course of operations including the Chief Financial Officer charges:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Personnel	52	85	219	216
Corporate overhead	13	18	41	48
	65	103	260	264

As of September 30, 2015, \$85,387 (September 30, 2014 – \$31,804) was owed and included in the accounts payable and accrued liabilities.

GoviEx Uranium Inc.

Notes to the condensed consolidated interim financial statements

For the nine months ended September 30, 2015

(Tabular amounts in thousands of U.S. dollars, except where noted) - Unaudited

14. FINANCIAL INSTRUMENTS

The Company has established a fair value hierarchy that reflects the significance of inputs of valuation techniques used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; and

Level 3 - inputs for the asset or liability that are not based upon observable market data.

As at September 30, 2015 and December 31, 2014, the recorded amounts for cash, amounts receivables, accounts payable and accrued liabilities approximate their fair values due to their short-term nature.

The fair value of the Company's uranium loan is determined by reference to the closing uranium price on an open market at the reporting date and thus is a level 1 fair value measurement.

The Company's warrants that have an exercise price denominated in Canadian dollars are treated as derivative liabilities at fair value which is determined using the Black-Scholes option pricing model. Changes in fair values have been recorded as gains or losses in net loss.

15. SEGMENTED INFORMATION

The Company has one business segment, the exploration of mineral properties. All of the Company's assets and operations are located in Niger. The Company's corporate division only earns revenues that are considered incidental to the activities of the Company and therefore does not meet the definition of an operating segment as defined in IFRS 8, *Operating Segments*.

16. SUBSEQUENT EVENT

On November 3, 2015, the Company closed the second tranche of the non-brokered private placement for gross proceeds of C\$642,051 s by issuing 5,707,119 units. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of C\$0.18 per share until November 3, 2017 subject to an acceleration clause.

Finders' fees included cash payment of C\$35,973 and 319,760 agent warrants with the same terms and conditions as the warrants issued to the subscribers in the private placement.

SCHEDULE C



MANAGEMENT'S DISCUSSION & ANALYSIS

For the three and nine months ended September 30, 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 November 18, 2015 and relates to the financial condition and results of operations for the nine months ended September 30, 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 nine months ended September 30, 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 September 30, 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. References to C\$ are to Canadian dollars.

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 Howell 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 was originally incorporated in British Virgin Islands and migrated to Canada with limited liability under the legislation of the province of British Columbia on March 1, 2011. On June 19, 2014, the Company successfully closed its initial public offering ("IPO") on the Canadian Stock Exchange ("CSE") under the trading symbol "GXU".

The Company is focused on evaluation and development 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).

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

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 .
- Mining Permit application filed with Minister in charge of mining on June 30, 2015 for the Madaouela I tenement, and renewal applications for Madaouela II, III, IV and Anou Melle tenements on July 1, 2015.
- On July 28, 2015 the ESIA was approved by the Minister in charge of the environment
- On August 11, 2015 filed an updated NI 43-101 Integrated Development Plan (IDP) for the Madaouela Uranium Project, with a higher net present value and lower operating costs than the previous report.
- On September 2, 2015 the Company announced that its strategic partner, Toshiba Corporation ("Toshiba") had agreed to a two-year extension of an early redemption right of Toshiba's uranium loan (B Bond), to December 31, 2017.
- On November 3, 2015 the Company announced the closing of its non-brokered private placement for total gross proceeds of C\$2,467,721 including C\$1,825,670 received on September 28, 2015. Total 21,935,296 units were issued. Each unit consists of one common share and one common share purchase warrant exercisable at C\$0.18 for a period of two years from the closing dates subject to an acceleration clause.

Outlook

- Mining Permit approval from Niger Government is anticipated during the first half of 2016.

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.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

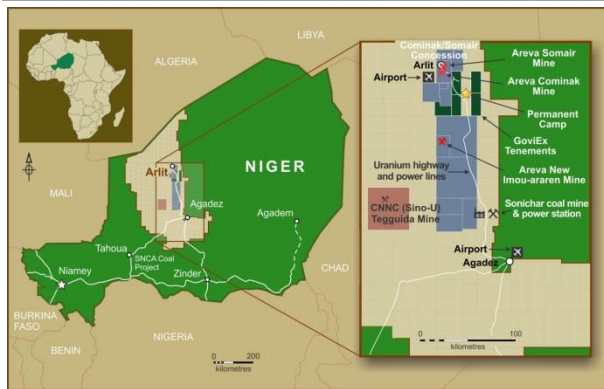


Fig 1. Location of the GoviEx's Uranium Properties in Niger

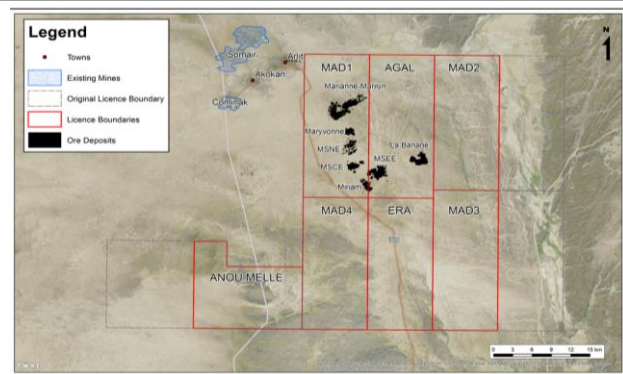


Fig 2. GoviEx Exploration Licences

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.

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 updated on August 11, 2015.

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

The Company acquired 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 licenses on the basis of a 50% reduction of the surface areas. The next renewal of the exploration permits of the Madaouela Project licenses is due November 2, 2015.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

On November 22, 2012, the Company submitted to the Niger authorities an application covering certain portions of the original Madaouela I and Madaouela IV licenses surface areas that were excluded from the renewed licenses granted on November 2, 2012, now known as Agaliouk and Eralrar. The two licenses are shown as AGAL and ERA in Figure 2 above. 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 Nigerien 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 Nigerien President and Prime Minister, who have indicated that there is no reason to expect that the licenses will be refused.

The Mining Permit application for the Madaouela I tenement was filed with the Minister in charge of mining on June 30, 2015, and renewal applications for the Madaouela II, III, IV and Anou Melle tenements on July 1, 2015.

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.

Ore Resources

On April 28, 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) U_3O_8 and additional Inferred Resources of 27.66 Mlb U_3O_8 , 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.

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

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

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 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 28, 2014 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.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

Technical Report

The Technical Report was dated August 11, 2015 and 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.
- Annual production is forecast at an average 2.69 Mlb U_3O_8 per annum, based on an 93.7% uranium overall recovery, with an 21 year mine-life, producing a total of 56.6Mlb of U_3O_8 .
- The base case project economics for the Technical Report assume a long-term uranium price of US\$70 /lb U_3O_8 , and indicate an after-tax NPV of US\$340 million at an 8% discount rate, with an IRR of 23.5%. Initial capital costs are estimated at US\$359 million, and cash operating costs of US\$24.49 /lb U_3O_8 , 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.

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 further 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 Q4 2014, SRK and Legeni completed all fieldwork and stakeholder engagement programs specified under the terms of the ESIA. No major issues or impacts were raised by the consultants, and GoviEx filed the ESIA with the Minister in charge of the environment on March 10, 2015. All formal consultations with Nigerien authorities have been completed, and the finalised ESIA has been filed as part of the Mining Permit application. The ESIA was approved the Minister in charge of the environment on July 28, 2015.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

Results of Operations

For the nine months ended September 30, 2015 and 2014

For the nine months ended September 30, 2015 ("2015"), the Company reported a net loss of \$5.2 million compared to the net loss of \$28.2 million in the same period 2014 ("2014"). The decrease of \$23 million is mainly due to the interest on an early redemption of the convertible debenture in 2014.

A comparison of expenses for the nine months in 2015 and 2014 is listed below:

(in thousands of U.S. dollars)	Nine months ended September 30,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Exploration and evaluation expense	2,552	2,663	(111)
General and administrative	679	805	(126)
Depreciation	163	200	(37)
Foreign exchange loss (gain)	34	40	(6)
Gain on inventory of uranium concentrate	-	(81)	81
Loss (gain) on uranium loan	250	162	88
Interest on convertible debenture	-	23,107	(23,107)
Interest on uranium loan	906	798	108
Interest income	(3)	(6)	3
Share-based payment	580	552	28
Loss and comprehensive loss for	5,161	28,240	(23,079)

Interest expense

Interest expense started being accrued in April 2012 following the purchase agreement between 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 2015 represented the nine months' interest on uranium concentrate at an average price of \$37 per pound.

Changes in uranium prices have caused fluctuations in the interest and principal owing at each reporting period, which amounts have been recognized in the profit and loss as a loss or gain in the uranium loan.

On September 2, 2015 the Company announced that Toshiba has agreed to a two-year extension of an early redemption right of Toshiba's uranium loan (B Bond), to December 31, 2017. Toshiba has the right to demand repayment of the loan and accrued interest if (i) GoviEx fails to deliver a definitive commercial feasibility study for the Madaouela Project before December 31, 2017, or (ii) the total production and capital costs, as estimated in a feasibility study for the Madaouela Project, are not lower than US\$44 per pound of U₃O₈.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

Exploration and evaluation expenses

During the nine months ended September 30, 2015, the Company completed the environmental assessment and technical update work performed by SRK Consulting, reflected in the increased consulting fees. The increase was offset by the lower camp cost and salaries.

(in thousands of U.S. dollars)	Nine months ended September 30,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Wages and benefits	912	1,050	(138)
Consultants and geophysics	1,039	604	435
Camp supplies & repairs	389	635	(246)
General admin and support	146	211	(65)
Travel	66	163	(97)
	2,552	2,663	(111)

General and administrative expenses

To conserve cash, the Company has reduced its general administrative and corporate activities where possible, and focused on supporting the technical update and environmental assessment for its uranium project. Certain 2014 amounts were modified to be in line with the current classifications:

(in thousands of U.S. dollars)	Nine months ended September 30,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Wages and benefits	413	430	(17)
Professional fees	37	170	(133)
Travel	39	37	2
Corporate overhead	116	126	(10)
Regulatory	20	25	(5)
Investor relations	54	17	37
	679	805	(126)

Share-based payments

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. The grant date fair value of these options was \$0.12.

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. In addition, 1,200,000 stock options were granted at an exercise price of \$2.15 per share with five-year term. 25% of these options were vested immediately with additional 25% vesting on each anniversary date with expiry date of June 19, 2019.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

Three months ended September 30, 2015 and 2014

There are no significant activities that have taken place in the three months ended September 30, 2015 which have not been discussed in the analysis above except the strengthening of the uranium concentrate after it was bottomed in June 2014.

A comparison of expenses for the three months ended June 30, 2015 and 2014 was provided in the table below. Certain general administrative amounts, including professional fees, relating to the IPO costs were reclassified as share issue costs in the share capital during 2014.

<i>(in thousands of U.S. dollars)</i>	Three months ended June 30,		Increase (decrease)
	2015	2014	
	\$	\$	\$
Exploration and evaluation expenses	943	768	175
General and administrative	265	33	232
Depreciation	55	66	(11)
Foreign exchange loss (gain)	(8)	4	(12)
Loss on inventory of uranium concentrate	-	575	(575)
Loss (gain) on uranium loan	(838)	(1,150)	312
Interest on convertible debenture	-	21,804	(21,804)
Interest on uranium loan	302	(77)	379
Interest income	(1)	(2)	1
Share-based payments	181	269	(88)
Loss and comprehensive loss for the period	899	22,290	(21,391)

Summary of Quarterly Results

The following table sets forth a comparison of information for the previous eight quarters ending with September 30, 2015:

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

<i>(in thousands of U.S. dollars except for shares)</i>	Q3'15	Q2'15	Q1'15	Q4'14	Q3'14 Restated	Q2'14 Restated	Q1'14	Q4'13
Exploration and evaluation	577	943	1,032	1,356	1,142	768	752	1,248
General and administrative	186	265	228	359	330	33	438	377
Depreciation	51	55	57	62	65	66	69	81
Foreign exchange (gain) loss	8	(8)	34	3	18	3	18	27
Interest Income	-	(1)	(2)	(3)	(2)	(2)	(2)	(2)
Interest Expense	307	302	297	237	668	21,727	1,510	1,510
(Gain) loss in uranium concentrate	-	-	-	181	(706)	575	50	69
(Gain) loss on uranium loan	-	(838)	1,088	80	1,412	(1,150)	(100)	(138)
Share-based payments ⁽¹⁾	106	181	293	212	245	906	121	105
Impairment of assets	-	-	-	-	-	-	-	189
Loss for period	1,235	899	3,027	2,487	3,172	22,926	2,856	3,466
Loss per share	0.01	0.01	0.02	0.02	0.02	0.19	0.02	0.02

(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.

GoviEx Uranium Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2015 and 2014

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 September 30, 2015, the Company had cash on hand approximately \$1.5 million.

Year to date, the Company raised \$2.5 million Canadian dollar through a non-brokered private placement. 21,935,296 units were issued with a unit exercise price of C\$0.1125; each unit consists of one common share and one common share purchase warrant exercisable at C\$0.18 for a period of two years from the closing dates subject to an acceleration clause.

The Company incurred cash C\$35,973 finders' fees and agent warrants of 319,760 subject to the same terms and conditions as the warrants issued to the subscribers in the private placement.

The proceeds of the private placement will be used for general corporate purposes and to fund the continued project optimization of the Madaouela project in Niger.

During the nine months ended September 30, 2015, the Company spent \$3.5 million in operating activities (September 30, 2014 - \$3.3 million) including \$2.6 million in exploration and evaluation activities (September 30, 2014 - \$2.7 million). The ability of the Company to continue its exploration and development activities is dependent on the continuing success of its uranium project development couple with available funding through the equity, joint venture or other means of financing.

Material increases or decreases in the Company's liquidity and capital resources will be determined by the success of the Company in renewing its mineral licenses, obtaining its mining permit and obtaining 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 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, and Chief Financial Officer.

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Outstanding Share Capital

As of November 18, 2015, the Company has

- a) 168,151,349 common shares issued and outstanding;
- b) 5,657,083 stock options outstanding at a weighted average exercise price of \$1.1, and 2,673,750 stock options exercisable at a weighted average price of \$1.57.
- c) 21,935,296 common share purchases warrants exercisable at C\$0.18 expiring on September 28, 2017 for 16,228,177 warrants and on November 3, 2017 for 5,707,119 warrants.
- d) 319,760 agent warrants expiring November 3, 2017 with the same terms and conditions as the warrants issued to the subscribers in the private placement. All the warrants are subject to an acceleration clause disclosed in Note 10 of the condensed consolidated interim financial statements.

Off Balance Sheet Arrangements

None

Proposed Transactions

None

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 September 30, 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 September 30, 2015.

Changes in Accounting Policies and Recent Accounting Pronouncements

The Company has not made any changes to its significant accounting policies, as described within Note 3 during the six months ended June 30, 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.

Forward Looking Statements

The MD&A contains certain statements that may be deemed "forward-looking statements." Forward-looking information may include, but is not limited to, statements with respect to the future financial and operating performance of the Company, its subsidiaries and affiliated companies, its mining projects, the future prices of uranium, the estimation of mineral resources, the realization of mineral resource estimates, costs of production, capital and exploration expenditures, costs and timing of the development of new deposits, costs and timing of

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the development of new mines, costs and timing of future exploration, requirements for additional capital, governmental regulation of mining operations and exploration operations, timing and receipt of approvals, licences, and conversions under applicable mineral legislation, environmental risks, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. These statements reflect the Company's current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Such forward-looking statements are based on a number of material factors and assumptions. The factors and assumptions contained in this MD&A that may prove to be incorrect include: general business, economic, competitive, political and social conditions; the results of current exploration activities; conclusions of economic evaluations and studies; the value of the United States dollar relative to the Canadian dollar, the Euro or the CFA franc; project parameters; future prices of uranium; anticipated ore grade or recovery rates; expectation that plant, equipment or processes operate as anticipated; obtaining governmental approvals or financing and the completion of development or construction activities.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation, and to other factors including, the inability of the Company to obtain sufficient funding; the risk that mineral resource estimates may not be available; the limited infrastructure and mining supplies in the area of the Company's projects; unforeseen changes in government regulation; instability in Niger; disagreements between the government of Niger and local Tuareg groups; public perception of nuclear power; and uncertain results of studies, evaluations, exploration and other related activities.

This list is not exhaustive of the factors that may affect any of our forward-looking information and readers should refer to the heading "Risks and uncertainties" in this MD&A for further risks, uncertainties and other factors that could cause future events or conditions to differ materially from those reflected in the forward-looking information. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements due to the inherent uncertainty therein.

Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources.

This discussion uses the terms "measured resources" and "indicated resources". The Company advises investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission do not recognize them. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.