



**POWERTECH URANIUM CORP.**  
**(An Exploration Stage Company)**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**(March 26, 2014)**

**GENERAL**

The following discussion of performance, financial condition and future prospects in this Management Discussion and Analysis ("MD&A") should be read in conjunction with the audited annual consolidated financial statements of Powertech Uranium Corp. (the "Company" or "Powertech") and notes thereto for the year ended December 31, 2013.

Additional information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). All dollar amounts are stated in US dollars unless noted. References to "C\$" refer to Canadian currency and "\$" to United States currency.

**DISCLAIMER FOR FORWARD LOOKING INFORMATION**

Certain statements in this MD&A are forward-looking statements. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative and grammatical variations) of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views, and are based on certain assumptions, and speak only as of March 26, 2014. These assumptions, which include, management's current expectations, estimates and assumptions about certain projects and the markets the Company operates in, the global economic environment, interest rates, exchange rates and the Company's ability to manage its assets and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause its actual results to differ materially from those expressed or implied by the forward looking statements, including, but not limited to: (1) that events in Japan in early 2011 may continue to affect public acceptance of nuclear energy and the Company's permitting timelines; (2) a decrease in the market price of uranium; (3) a decrease in the demand for uranium and uranium related products; (4) discrepancies between actual and estimated mineral resources and mineral reserves; (5) changes to the cost of commencing production and the time when production commences, and actual ongoing costs; (6) the occurrence of risks associated with the development and commencement of mining operations; (7) unforeseen or changed regulatory restrictions, requirements and limitations, including environmental regulatory restrictions and liability and permitting restrictions; (8) the failure to obtain governmental approvals and fulfill contractual commitments, and the need to obtain new or amended licenses and permits; (9) unforeseen changes in the costs of material inputs, including fuel, steel and other construction materials; (10) the loss of key employees; (11) the loss of, or defective title to, exploration and mining claims, rights, leases or licenses; (12) the number of competitors; (13) political and economic conditions in uranium producing and consuming countries; (14) failure to obtain additional capital in sufficient amounts or on commercially reasonable terms; (15) other factors beyond the Company's control; and (16) those factors described in the section entitled "Risks and Uncertainties".

Undue reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the Company's control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates, may differ materially from statements made or incorporated by reference in this MD&A. The Company undertakes no obligation to update forward-looking statements if management's beliefs, estimates and opinions or the Company's circumstances as at

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the date hereof should change. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether, as a result of new information, future events or otherwise.

**OVERALL PERFORMANCE**

**Nature of Business**

The Company is a mineral exploration/development company which, through its wholly-owned subsidiary, Powertech (USA), Inc. (“Powertech USA”), is focused on the exploration and development of uranium properties in the United States. Powertech’s principal assets are comprised of mineral properties in Colorado, South Dakota, and Wyoming. The properties have been acquired through purchase agreements, lease agreements or staking claims. Powertech’s common shares are listed for trading on the Toronto Stock Exchange (“TSX”) (symbol “PWE”) and the Frankfurt Stock Exchange.

**Industry Trends**

The earthquake and tsunami in Japan in March 2011, with the resultant damaging effect on that country’s nuclear reactors, negatively affected and continues to affect negatively public opinion regarding nuclear energy as a safe and viable source of power. Since the occurrence of these events, the Company and other companies engaged in uranium exploration and development have experienced a reduction in the trading prices of their shares on applicable stock exchanges. Further, a number of heads of government and their legislative bodies announced reviews and/or delays of plans to develop new nuclear power facilities. However, in recent months, certain governments have publicly announced intentions to proceed with nuclear projects. The United States Nuclear Regulatory Commission (the “NRC”) approved the licensing of new nuclear reactors in the United States for the first time in 34 years, although the Chairman of the NRC has publicly stated that a more stringent review of design risks will be undertaken for both existing facilities and future applications for new nuclear power facilities. Government officials in India announced that the Indian nuclear program has the potential to provide long-term energy security for that country and are planning a 14-fold expansion in nuclear power generation in the next twenty years from 4,800 MW to 63,000 MW. In Canada, Ontario Power Generation recently stated that it intends to proceed with the refurbishing and expansion of the Darlington, Ontario nuclear station, while incorporating lessons learned from Fukushima in the plans for such refurbishment and expansion. The current government in Japan has announced a review of the previous government’s nuclear phase-out and states that nuclear reactors would be restarted if they passed safety tests. The current government also refused to rule out the construction of new nuclear reactors. While the Company perceives these developments as favourable to the uranium industry, other relevant regulatory bodies may still react to the events in Japan, resulting in additional delays or barriers in permitting and licensing new uranium production operations. The Company has not yet determined the long-term impact such events may have on the Company’s financial condition, results of operations or permitting plans, particularly as pertains to the Company’s Dewey-Burdock Project, which is at an advanced stage in the permitting process.

**Resource Property Interests**

***South Dakota, USA***

**Dewey-Burdock Project – Custer and Fall River Counties**

The Company’s Dewey-Burdock Project is located in the Edgemont Uranium District. The Project is comprised of approximately 50 mining leases and approximately 370 mining claims covering approximately 14,500 surface acres and 17,800 net mineral acres.

***Preliminary Economic Assessment***

On April 19, 2012, the Company announced that it had received the results of a revised Preliminary Economic Assessment dated effective April 17, 2012 (the “April 2012 PEA”) for its Dewey-Burdock Project. The PEA was prepared in accordance with National Instrument 43-101 by SRK Consulting (U.S.), Inc. (“SRK”) and Lyntek Incorporated (“Lyntek”). SRK and Lyntek are based in Lakewood, Colorado and are well known as providers of a full range of engineering and construction services for the global uranium sector.

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The purpose of the revised PEA was to provide an updated analysis of the economic viability of the Dewey-Burdock Project based on significant development work performed by the Company's engineers and consultants over the past two years. Most significantly, the Company's team and consultants have modified the mine planning sequence for the project and redesigned the well fields based on further detailed hydrologic studies. The Company has also obtained revised and much more favourable property tax incentives from the applicable tax authorities. As a result of this development work, the Company believes that the Project demonstrates significantly more favourable economics.

The following table identifies the updated economic parameters as reported in the April 2012 PEA and compares these parameters to the results of the original Preliminary Economic Assessment for the project filed in July 2010 (the "July 2010 PEA"):

July 2010 PEA	April 2012 PEA
NPV = US\$55.4 million @ 8% DCF; US\$65 U3O8	NPV = US\$109.1 million @ 8% DCF; US\$65 U3O8
IRR = 27%	IRR = 48%
Cash Operating Cost = US\$34.90/lb. - U3O8	Cash Operating Cost = US\$33.31/lb. - U3O8
Capital Cost (Phase I) = US\$65 million	Capital Cost (Phase I) = US\$54.3 million
Life of Mine 9 years, Producing 8.4 million lbs	Life of Mine 9 years, Producing 8.4 million lbs
Payback = 1st Quarter Production Year 4	Payback = 4th Quarter Production Year 2

The April 2012 PEA is available at [http://www.powertechuranium.com/i/pdf/2012-04-17\\_NI\\_43-101.pdf](http://www.powertechuranium.com/i/pdf/2012-04-17_NI_43-101.pdf) and on SEDAR at [www.sedar.com](http://www.sedar.com).

*Regulatory Agency Review*

The Company's business objectives currently focus on obtaining the necessary permits and licenses for the Dewey-Burdock Project. In order to obtain such permits and licenses, the Company must:

- continue to interface with the NRC regarding its license application, which was submitted in August 2009 and deemed complete in October 2009;
- continue to interface with the Bureau of Land Management (the "BLM") regarding its Plan of Operations which was submitted in October 2009 and considered administratively complete in March 2010;
- continue to interface with and respond to comments from the South Dakota Department of Environment and Natural Resources (the "DENR") regarding (i) the in situ recovery ("ISR") large-scale mine permit ("LSM") application submitted to the DENR September 28, 2012, and recommended by the DENR for approval with conditions April 15, 2013, (ii) the Groundwater Discharge Plan ("GDP") permit application submitted to the DENR March 9, 2012 and recommended by the DENR for approval with conditions December 12, 2012, and (iii) the Water Rights ("WR") applications submitted to the DENR June 12, 2012 and recommended by the DENR for approval with conditions November 8, 2012;
- continue to interface with the United States Environmental Protection Agency (the "EPA") regarding its underground injection control ("UIC") Class III and Class V permit applications, of which the Class III application was submitted in December 2008 and deemed complete in February 2009, and the Class V application was submitted in March 2010 and deemed complete in April 2010; and
- respond to any requests for additional information from the NRC and all other agencies necessary to obtain the necessary licenses and permits.

Recent submissions and activities completed by the Company with respect to the Dewey-Burdock Project include the following:

- a groundwater model was submitted to the NRC in February 2012;

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- a groundwater discharge permit application was submitted to the DENR in March 2012;
- a cultural and historical evaluation report on 20 additional archeological sites was submitted to the NRC in April 2012;
- two water rights permit applications were submitted to the DENR in June 2012;
- ISR large-scale mine permit application was submitted to the DENR in September 2012;
- the final air modeling report and protocol was submitted to the NRC in July 2013;
- a Section 106 TCP field survey was completed in May 2013;
- a draft avian plan was submitted to the SD Game Fish and Parks and the SD Ecological Field Services Office in September 2013;
- a hearing before the SD Board of Minerals and Environment (“BME”) began in September 2013 and was postponed in November 2013 pending NRC and EPA rulings and setting of surety;
- a hearing before the SD Water Management Board (“WMB”) on the WR and GDP permits began in October 2013 and was postponed in November 2013 pending NRC and EPA rulings and setting of surety;
- an updated technical report compiling the application and responses to NRC’s requests for additional information was submitted to the NRC in January 2014; and
- a take permit application was submitted to U.S. Fish and Wildlife Service in January 2014.

The NRC issued the final Supplemental Environmental Impact Statement (“SEIS”) for the Dewey-Burdock Project January 31, 2014. The EPA issued a notice of receipt of the final SEIS February 7, 2013, starting a final 30-day review period, and subsequently issued final comments on the final SEIS March 10, 2014. The NRC also prepared a Safety Evaluation Report (“SER”), which was published in March 2013 and a draft Programmatic Agreement (“PA”), which was issued to Section 106 consulting parties in November 2013. PA finalization continues.

The NRC provided its initial draft license to the Company for review and comment July 31, 2012 with several versions following. The NRC license will become effective when the PA is completed. This and the other major permits from EPA and DENR allowing full operation of the mine are expected to be approved in 2014.

EPA has currently scheduled issuance of the draft Class III and Class V UIC permits in April 2014 to be followed by a public comment period and final permit issuance.

The South Dakota applications are for GDP, WR and LSM permits. The applications were submitted to the DENR in 2012. All permit applications have been deemed complete and have been recommended for conditional approval by the DENR staff. The GDP and WR permits have been finalized subject to continuation of a hearing before the WMB, which began October 28, 2013 and was continued November 25, 2013 until such time as the NRC and EPA have ruled and set the federal surety. The LSM permit application also was deemed complete and recommended for conditional approval by the DENR staff. The LSM permit has been finalized subject to continuation of a hearing before the BME, which began the week of a September 23, 2013 and was continued November 5, 2013 until such time as the NRC and EPA have ruled and set the federal surety.

Details of the expenditures incurred on the Dewey-Burdock Project can be found under the section entitled “Resource Property Interests – Capitalized Costs”.

### ***Colorado, USA***

#### **Centennial Project – Weld County, Colorado**

The Company’s Centennial Project is located in western Weld County in northeastern Colorado. Through property purchase and/or lease agreements, the Centennial Project is comprised of approximately 3,600 acres of surface rights and approximately 7,100 acres of mineral rights.

During the year ended December 31, 2013, the Company, Powertech USA, Azarga Resources Limited (“Azarga”) and Azarga Resources USA Company (“Azarga USA”), a wholly-owned subsidiary of Azarga, entered into a property purchase agreement (the “Agreement”), whereby Azarga USA acquired a 60% interest in the Centennial Project in consideration for the total purchase price (the “Purchase Price”) of \$1,500,000 which was paid as follows:

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- \$250,000 on July 31, 2013;
- \$750,000 on August 31, 2013; and
- \$500,000 on December 20, 2013, payable by way of a non-interest bearing promissory note issued by Azarga USA to Powertech USA, with \$250,000 payable on or before December 20, 2014 and \$250,000 payable on or before December 20, 2015.

The Company retained a 40% interest in the Centennial Project.

The Agreement also provides for a put option whereby the Company can sell its remaining 40% interest in the Centennial Project to Azarga USA at any time on or after January 1, 2017 for \$250,000, and for a call option whereby Azarga USA can purchase the Company's remaining 40% interest in the Centennial Project either: (i) at any time on or after January 1, 2017 for \$7,000,000, or (ii) within ten days of the occurrence of a change of control of the Company for \$1,000,000.

Upon payment of the full Purchase Price, a joint venture will be formed between the Company and Azarga for the exploration and development of the Centennial Project and Azarga will act as operator of the joint venture. Azarga has no current plans to develop the Centennial Project and intends to focus on reviewing the Centennial Project for exploration and development potential.

During the year ended December 31, 2013, the Company sold a non-core portion of land at its Centennial Project for proceeds of \$100,000.

Details of the expenditures incurred on the Centennial Project can be found under the section entitled "Resource Property Interests – Capitalized Costs".

### ***Wyoming, USA***

#### **Aladdin Project – Crook County, Wyoming**

On June 25, 2012, the Company announced that it had completed its National Instrument 43-101 compliant technical report for the Aladdin Project, located in Crook County, Wyoming entitled "Technical Report on the Aladdin Uranium Project, Crook County, Wyoming" and dated effective June 21, 2012 (the "Aladdin Report"). The Company controls approximately 14,500 acres of mineral rights on this project, which is located along the Wyoming/South Dakota border on the northwestern flank of the Black Hills Uplift, within sandstones of the Lower Cretaceous-age Inyan Kara Group. The Aladdin Report was authored by Jerry D. Bush, P.G., an independent professional geologist with uranium exploration experience in the Black Hills region. The purpose of the Aladdin Report was to classify total project uranium resources through the strict application of CIM Definition Standards for mineral resources and mineral reserves, as well as to estimate the overall uranium resource potential of the project area.

The Aladdin Report describes the results of the Company's confirmation drilling program and continued evaluation of historic exploration drilling data from Teton Exploration Company. The resource classification effort was based on detailed GT (Grade of mineralized intercept (%) x Thickness (ft)) contour mapping within six sandstone units of the Fall River Formation and seven individual mineralized units within the Chilson Member of the Lakota Formation. Using a 0.20 GT cut-off, Powertech has identified 1,038,023 pounds of Indicated Resources, contained in 466,232 tons averaging 0.111% U3O8. At the same cut-off, an additional 101,255 pounds of Inferred Resources were identified, contained in 42,611 tons averaging 0.119% U3O8.

The above-described classified resources are located in areas of close-spaced historic drilling. However, in over 80% of the project area, the density of exploration drilling is light. In these lightly explored areas, there is sufficient drill hole control for subsurface geochemical mapping, but drill hole density is inadequate for the delineation of classified resources. In the Aladdin Report, a range of (i) mineralized trend lengths, (ii) widths of mineralization and (iii) grades of mineralization were used to obtain an estimate of additional potential pounds of uranium within the project for 13 identified mineralized trends. At a GT cut-off of 0.20, a range of this potential was determined to be 5.0 to 11.0 million pounds of uranium, averaging 0.11% - 0.12% U3O8. The grade and quantity of this potential is conceptual in nature. There has been insufficient

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exploration within the portions of the Aladdin Project that contain this potential to define a mineral resource. It is uncertain if further exploration in the areas of this potential will result in the delineation of mineral resources.

The Aladdin property is 80 miles northwest of the Dewey-Burdock Project. Uranium resources at the Aladdin Project have been developed within the same host rocks that contain the Dewey Burdock deposit.

The Aladdin Report is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.powertechuranium.com](http://www.powertechuranium.com).

Details of the expenditures incurred on the Aladdin Project can be found under the section entitled "Resource Property Interests – Capitalized Costs".

***Texas, USA***

During the year ended December 31, 2013, the Company sold a land database related to this prospect for proceeds of \$60,000, which resulted in a gain on sale of land database of \$60,000 as the corresponding carrying value of this mineral property had been written down to zero in prior years.

**Resource Property Interests – Capitalized Costs**

Costs reflected in resource property interests for the year ended December 31, 2013 and 2012 are detailed below:

	<u>South Dakota</u>	<u>Wyoming</u>	<u>Colorado</u>	<u>Total</u>
Balance, December 31, 2011	\$ 27,057,807	\$3,461,164	\$15,143,826	\$ 45,662,797
Land services	8,633	8,633	8,933	26,199
Legal fees	150,757	464	–	151,221
Claims fees	51,800	106,960	–	158,760
Land/lease payments	154,589	97,964	16,887	269,440
Drilling/engineering	67,642	–	2,987	70,629
Permitting	2,079,138	10,000	408	2,089,546
Impairment	(12,320)	(52,425)	–	(64,745)
Sale of property	–	–	(333,659)	(333,659)
Wages/consulting	<u>839,495</u>	<u>99,635</u>	<u>–</u>	<u>939,130</u>
Balance, December 31, 2012	\$ 30,397,541	\$3,732,395	\$14,839,382	\$ 48,969,318
Legal fees	490,338	–	–	490,338
Claims fees	51,800	106,678	–	158,478
Land/lease payments	134,225	89,350	13,986	237,561
Permitting	1,693,675	–	–	1,693,675
Impairment	–	–	(12,344,868)	(12,344,868)
Sale of property	–	–	(1,600,000)	(1,600,000)
Wages/consulting	<u>690,000</u>	<u>81,000</u>	<u>–</u>	<u>771,000</u>
Balance, December 31, 2013	<u>\$ 33,457,579</u>	<u>\$4,009,423</u>	<u>\$ 908,500</u>	<u>\$ 38,375,502</u>

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**SELECTED ANNUAL INFORMATION**

The following table summarizes selected consolidated financial information for the Company's three most recently completed financial years. All amounts shown are stated in US dollars, the Company's functional and reporting currency, in accordance with International Financial Reporting Standards ("IFRS"). The changes in the Company's reported results in 2011 were the result of the Company's adoption of IFRS and not an underlying change in its business.

	<u>2013</u>	<u>2012</u>	<u>2011</u>
<b>Statement of Operations</b>			
Interest income	\$ 3,712	\$ 51,991	\$ 20,757
Interest expense	(74,510)	-	(375,913)
Impairment charges	(12,344,868)	(64,745)	(2,499,166)
Gain re-measurement of financial and derivative liability	40,278	-	2,966,402
Gain re-measurement of warrant liability	389,283	-	2,264,362
Gain on extinguishment of debt	-	169,354	10,080,905
Gain on sale of equipment	-	214,527	-
Loss on sale of property	-	(117,635)	-
Gain on sale of database	60,000	-	-
Effective interest expense	(139,540)	(103,130)	(1,610,196)
General and administrative expenses	(2,358,487)	(2,143,289)	(3,540,019)
Deferred tax recovery/(expense)	-	369,948	(638,804)
Net income/(loss)	(14,424,132)	(1,622,979)	6,668,328
Net income/(loss) per share	(0.10)	(0.01)	0.07
<b>Balance Sheet</b>			
Cash and cash equivalents	133,510	649,828	4,057,505
Total assets	39,377,921	50,041,875	50,311,069
Working capital/(deficit) <sup>(1)</sup>	(1,795,197)	42,698	3,844,279
Long-term debt	744,828	1,070,926	2,511,831

<sup>(1)</sup> Working capital/(deficit) does not include the warrant liability of \$376,821 (2012:\$49,397, 2011:\$nil) which is a non-cash liability.

**RESULTS OF OPERATIONS – YEAR ENDED DECEMBER 31, 2013**

During the year ended December 31, 2013, the Company continued to focus on development of its mineral property interests. Net loss during the years ended December 31, 2013 and 2012 was \$14,424,132 and \$1,622,927, respectively

General and administrative expenses increased to \$2,358,487 from \$2,143,289 for the year ended December 31, 2013 primarily due to increase in professional fees associated with the possible financing and property transactions involving Azarga and others as well as other general corporate matters.

Gain on re-measurement of warrant liability associated with debt and equity obligations resulted in a gain of \$389,283 for the year ended December 31, 2013. The Company's exercise price on certain share purchase warrants are denominated in a currency other than the Company's functional currency, and as such, this instrument meets the definition of a financial liability and are measured at each reporting period at its fair value using the Black-Scholes option pricing model. The change in the fair value from period-to-period will result in a gain/(loss) in the Consolidated Statements of Comprehensive Income/(Loss).

Gain on re-measurement of financial and derivative liability associated with compound debt obligations resulted in a gain of \$40,278 for the year ended December 31, 2013. During July 2013, the Company entered into a debenture agreement, which had an option to convert the debt obligation to common shares under certain circumstances. The conversion price on this debt was denominated in a currency other than the Company's functional currency, and as such, this instrument met the definition of a financial liability and were measured at each reporting period at its fair value using the Black-Scholes model. The change in the fair value from period-to-period will result in a gain/(loss) in the Consolidated Statements of Comprehensive Income/(Loss). See discussion in Note 7 to the Company's audited annual consolidated financial statements.

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Impairment charges were \$12,344,868 for the year ended December 31, 2013 and relate to the Company's analysis of the recoverability of the Centennial Project's carrying value in connection with Azarga's purchase of a 60% interest in the Centennial Project. See section entitled "Resource Property Interests – Centennial Project – Weld County, Colorado, USA" for complete discussion of this transaction.

Gain on sale of equipment was \$214,527 for the year ended December 31, 2012 due to the Company's sale of logging equipment. There were no such transactions for the comparable period in 2013.

Deferred income tax benefit was \$369,945 for the year ended December 31, 2012. As the Company had the option to settle its convertible promissory note through the issuance of shares rather than paying cash, the Company could settle the debt for an amount then the face value of the debt. As a result of the possible gain (loss) on debt settlement, the Company recorded the potential tax impact on that transaction. During November 2012, the Company settled the convertible promissory note and was able to utilize non-capital losses to recover on previously recorded deferred tax liabilities.

**SUMMARY OF QUARTERLY RESULTS**

The following tables provide selected financial information for the most recent eight quarters, stated in US dollars in accordance with IFRS:

	<u>December</u> <u>31, 2013</u>	<u>September</u> <u>30, 2013</u>	<u>June</u> <u>30, 2013</u>	<u>March</u> <u>31, 2013</u>
<b>Income Statement</b>				
Interest income	\$ –	\$ 4	\$ 1,681	\$ 2,027
Interest expense	(74,510)	–	–	–
Impairment charges	–	(12,344,868)	–	–
Gain/ (loss) on re-measurement of warrant liability	83,659	(21,473)	291,459	35,638
Gain/ (loss) on re-measurement of financial and derivative liability	82,701	(42,423)	–	–
Gain on extinguishment of debt	–	–	–	–
Gain on sale of property	60,000	–	–	–
G&A and other expenses	(903,591)	(515,408)	(516,309)	(562,719)
Deferred tax recovery/ (expense)	–	–	–	–
Net income/(loss)	(751,741)	(12,924,168)	(223,169)	(525,054)
Net income/(loss) per share	(0.01)	(0.09)	( 0.00)	(0.00)
<b>Balance Sheet</b>				
Cash and cash equivalents	133,510	306,366	101,581	951,115
Total assets	39,377,921	39,934,101	50,783,052	50,959,350
Working capital/(deficit) <sup>(1)</sup>	(1,795,197)	(2,609,363)	983,281	240,893

<sup>(1)</sup> Working capital/(deficit) does not include the warrant liability which is a non-cash liability.



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	<u>December</u> <u>31, 2012</u>	<u>September</u> <u>30, 2012</u>	<u>June</u> <u>30, 2012</u>	<u>March</u> <u>31, 2012</u>
<b>Income Statement</b>				
Interest income	\$ 190	\$ 8,618	\$ 893	\$ 42,290
Interest expense	-	-	-	-
Impairment charges	(64,745)	-	-	-
Gain on re-measurement of warrant liability	-	-	-	-
Gain/(loss) on re-measurement of financial and derivative liability	345,701	(140,403)	583,486	(788,784)
Gain on sale of equipment	-	-	-	214,527
Loss on sale of property	(117,635)	-	-	-
Gain on extinguishment of debt	169,354	-	-	-
G&A and other expenses	(525,642)	(509,448)	(679,764)	(531,565)
Deferred tax recovery/ (expense)	212,116	77,789	(147,774)	227,817
Net income/ (loss)	19,339	(563,444)	(243,159)	(835,715)
Net income/ (loss) per share	0.00	(0.01)	(0.00)	(0.01)
<b>Balance sheet</b>				
Cash and cash equivalents	649,828	613,554	1,909,097	3,213,895
Total assets	50,041,875	49,726,807	50,016,122	50,119,288
Working capital/(deficit) <sup>(1)</sup>	42,698	(1,860,314)	(245,777)	2,967,980

<sup>(1)</sup> Working capital/(deficit) does not include the warrant liability which is a non-cash liability.

**RESULTS OF OPERATIONS – QUARTER ENDED DECEMBER 31, 2013**

During the three months ended December 31, 2013, the Company continued to focus on development of its mineral property interests. Net loss during the three months ended December 31, 2013 was \$751,741, compared to net income of \$19,339 for the three months ended December 31, 2012 as discussed below.

General and administrative expenses were \$903,591 for three months ended December 31, 2013 compared to \$525,642 for the same period in 2012 primarily due to professional fees associated with the possible financing and property transactions involving Azarga and others.

Gain (loss) on re-measurement of warrant liability associated with debt and equity obligations resulted in a gain of \$83,659 for the three months ended December 31, 2013. The Company's exercise price on certain share purchase warrants are denominated in a currency other than the Company's functional currency, and as such, this instrument meets the definition of a financial liability and are measured at each reporting period at its fair value using the Black-Scholes option pricing model. The change in the fair value from period-to-period will result in a gain/(loss) in the Consolidated Statements of Comprehensive Income/(Loss).

Gain (loss) on re-measurement of financial and derivative liability associated with debt obligation resulted in a gain of \$82,701 for the three months ended December 31, 2013 compared to a gain of \$345,701 for the three months ended December 31, 2012. During July 2013, the Company entered into a debenture agreement, which had an option to convert the debt obligation to common shares under certain circumstances. The conversion price on this debt was denominated in a currency other than the Company's functional currency, and as such, this instrument met the definition of a financial liability and were measured at each reporting period at its fair value using the Black-Scholes option pricing model. The change in the fair value from period-to-period will result in a gain/(loss) in the Consolidated Statements of Comprehensive Income/(Loss). During November 2012, the Company's debt obligation associated with the derivative liability was settled for shares. See discussion in Note 7 to the Company's audited annual consolidated financial statements.

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Gain on sale of database was \$60,000 for the three months ended December 31, 2013 due to the Company's sale of certain data related to the Foster's Ranch prospect in Texas. Refer to the discussion under the section entitled "Resource Property – Texas, USA".

Deferred income tax expense was \$212,116 for the three months ended December 31, 2012, compared to \$nil for the three months ended December 31, 2013. As the Company had the option to settle its convertible promissory note through the issuance of shares rather than paying cash. The Company could settle the debt for an amount then the face value of the debt. As a result of the possible gain (loss) on debt settlement, the Company recorded the potential tax impact on that transaction. During November 2012, the Company settled the convertible promissory note and was able to utilize non-capital losses to recover on previously recorded deferred tax liabilities.

**FINANCING, LIQUIDITY AND CAPITAL RESOURCES**

As of December 31, 2013, the Company had cash and cash equivalents of \$133,510 and negative working capital of \$1,795,197, excluding the warrant liability.

Cash outflows from operations were \$532,867 and \$1,662,377 for the years ended December 31, 2013 and 2012, respectively. The decrease is primarily attributable to decrease in non-cash adjustments partially offset by an increase in accounts payable and accrued liabilities. During the year ended December 31, 2013, the Company incurred impairment charges of \$12,344,868 due to its analysis of the carrying value of the Centennial Project given the sale of 60% interest in the project to a third party. There were no such transactions for the same period of 2012. For details of this transaction, refer to the section entitled "Resource Property Interests – Colorado, USA".

Cash outflows from investing activities were \$2,819,055 for the year ended December 31, 2013 compared to \$2,779,639 for the year ended December 31, 2012. Permitting activities at the Dewey-Burdock Project have decreased as many of the Company's permit applications have been completed and submitted, and are under review. For further discussion of the Dewey-Burdock Project, refer to the section entitled "Resource Property Interests – South Dakota, USA". The Company also sold 60% interest in its Centennial Project during the year, which resulted in cash inflow of \$1,000,000, refer to the section entitled "Resource Property Interests – Colorado, USA". The Company sold certain equipment for proceeds of \$243,000 during the year ended December 31, 2012. There were no such transactions during the year ended December 31, 2013.

Cash flows from financing activities such as share and debt issuances/repayments and accrued interest on said debt, provided cash of \$2,860,048 and \$955,200 for the years ended December 31, 2013 and 2012, respectively. During February 2013 and November 2012, the Company completed a private placement offering, refer to the section entitled "Share Capital". During July and October 2013, the Company completed debt issuances, as discussed below.

On July 31, 2013, Azarga agreed to make a strategic investment in the Company and to form certain strategic alliances with the Company. The Company issued a debenture to Azarga in the principal amount of C\$514,350 (the "Debenture") pursuant to the terms and conditions of a private placement agreement dated July 31, 2013 (the "Private Placement Agreement") between the Company and Azarga. The Debenture did not bear interest and was unsecured. The Debenture was to mature on July 31, 2015 (the "Maturity Date"), and could have been prepaid by the Company, in whole or in part, during the first 12 months for an amount equal to 115% of the principal sum being repaid, and during the second 12 months, but on or before the Maturity Date, for an amount equal to 130% of the principal sum being repaid.

The Company, at its option and any time on or before the Maturity Date, had the right to convert all or a portion of the principal amount of the Debenture into common shares of the Company (each, a "Share") at a price of C\$0.07 per Share, subject to adjustment in accordance with the terms of the Debenture (the "Conversion Price"). The amount of Shares to be issued if the conversion was in the first 12 months after issuance would be equal to the number of Shares as determined by dividing the amount which is 115% of the principal amount being converted by the Conversion Price, and if the conversion was in the second 12 months after issuance, would be equal to the number of Shares as determined by dividing the amount which is 130% of the principal amount being converted by the Conversion Price. The Debenture could have been converted by Azarga, at its option, at any time after the Company's Board of Directors (the "Board") recommended or approved a change of control of the Company or after the occurrence of an event of default under the terms of the Debenture which was not cured within any applicable grace periods.

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The Company and Azarga also agreed to form certain strategic alliances pursuant to the Private Placement Agreement. In particular, the parties have agreed to share data and expertise. Azarga has agreed to provide certain advisory services to the Company and use its best efforts to support any equity financings undertaken by the Company and the Company agreed to appoint a representative of Azarga to the Board and to the Company's audit committee for so long as Azarga and/or its affiliates own in the aggregate at least 10% of the issued and outstanding Shares.

In addition, Azarga purchased a 60% interest in the Company's Centennial Project located in Weld County, Colorado for a total purchase price of \$1,500,000. The Company retained a 40% interest in the Centennial Project. For details of this transaction, refer to the section entitled "Resource Property Interests – Colorado, USA".

In accordance with the Company's accounting policy on mineral properties, discussed below, this transaction, once approved by the Company's shareholders, triggered management's assessment of the Centennial Project for impairment, which had a carrying value of \$14,844,868 as of June 30, 2013. As a result of this assessment, the Company incurred an impairment charge of \$12,344,868 for the year ended December 31, 2013.

Pursuant to the Loan Agreement (the "Loan Agreement") dated October 21, 2013, Azarga agreed to make available to the Company a loan facility (the "Loan Facility") in the amount of \$3,600,000 (the "Loan Amount"). The Loan Facility contains features providing for conversion into common shares of Powertech at a premium to the closing price on October 18, 2013.

Concurrent with the closing of the Loan Facility, the Company converted the Debenture into 8,450,035 common shares of the Company at C\$0.07 per share, appointed a new director to the Board, changed certain officers, terminated certain management contracts and proceeded with closing its Vancouver office.

The Loan Facility provides for Azarga to make one or more advances of the Loan Amount to the Company (each, an "Advance") provided that: (a) there shall be only one Advance in any calendar month, (b) if Azarga and the Company cannot agree on the applicable amount of the Advance, the amount of the Advance will be \$300,000, and (c) until such time as the Company has obtained disinterested shareholder approval for the Loan Facility (and the conversion right thereunder) (the "Shareholder Approval"), the aggregate amount of Advances shall be limited to \$2,450,000. The Company obtained the Shareholder Approval on December 18, 2013. Since the closing of the Loan Facility Azarga has advanced to the Company \$1,025,000 as at December 31, 2013 and \$1,625,000 as at the date of this MD&A.

The Loan Amount matures October 2015 (the "Maturity Date") or on such earlier date as the principal amount of all Advances owing from time to time and all other amounts (collectively, the "Principal Amount") may become payable under the Loan Agreement, and may be repaid by the Company, in whole or in part, prior to October 2014, for an amount equal to 115% of the Principal Amount being repaid, and after October 2014, but on or before the Maturity Date, for an amount equal to 130% of the Principal Amount being repaid.

The Principal Amount may be converted into Shares as follows (each, a "Conversion"):

- by Azarga, at its option and any time after the earlier of (i) the Board approving a transaction (other than the Loan Facility transaction) which would result in a change of control of the Company or Powertech USA, (ii) a change of control of the Company or Powertech USA, and (iii) the occurrence of an event of default under the Loan Agreement that is not cured within any applicable grace periods;
- by Azarga, at its option in whole or in part, at any time after the date that is nine months following the date of the initial advance under the Loan Facility;
- by the Company, in whole or in part, at any time on or before the Maturity Date; and
- automatically on the Maturity Date;

at a conversion price of C\$0.095 per Share (the "Facility Conversion Price"), subject to adjustment as provided for in the

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Loan Facility, or at such other higher price per Share as is provided in the Loan Facility.

The amount of Shares to be issued if the Conversion is prior to October 2014 will be equal to the number of Shares as determined by dividing the amount which is 115% of the outstanding Principal Amount by the Facility Conversion Price, and if the conversion is after October 2014, will be equal to the number of Shares as determined by dividing the amount which is 130% of the outstanding Principal Amount by the Facility Conversion Price. For the purposes of the Conversion, the Principal Amount shall be converted into Canadian dollars at the time of Conversion at an exchange rate of C\$1.03 per \$1.00 of Principal Amount.

As part of the closing of the Loan Facility, the Company agreed to settle all amounts owing to certain officers and directors in consideration of the issuance of 3,694,736 Shares at the rate of C\$0.095 per Share.

Although the Company is in the permitting stage on two of its projects, Dewey-Burdock and Centennial, it is currently focusing its efforts on obtaining the necessary permits and licenses for its Dewey-Burdock Project, as discussed in the section entitled "Resource Property Interests – South Dakota, USA". In order to meet its on-going obligations, the Company successfully completed private placement transactions during February 2013 and July 2013 and the sale of interest in the Centennial Project in July 2013. The February 2013 private placement is discussed below in the section entitled "Share Capital". The terms of the July 2013 private placement and the sale of interest in the Centennial Project are discussed above.

Going concern – Liquidity Risk:

The Company will incur future losses which casts significant doubt as to the Company's ability to continue as a going concern, which is dependent upon its ability to raise the necessary funds and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

The Company's current plan for financing is the successful completion of the share purchase agreement discussed below in "Acquisition of Azarga". If this transaction is not completed, the Company will be required to seek alternative sources of financing. Notwithstanding previous success in securing financing, there is no guarantee that the Company will be able to obtain alternative funding.

#### **Acquisition of Azarga**

Pursuant to a share purchase agreement dated February 25, 2014 (the "**Share Purchase Agreement**"), the Company has agreed to acquire all of the issued and outstanding common shares (each, an "**Azarga Share**") of Azarga in exchange for Shares on an exchange ratio equal to 3.65 Shares for each Azarga Share (the "**Purchase Transaction**"). Immediately after completion of the Purchase Transaction, the Company intends to consolidate its outstanding shares on a basis to be agreed upon by the Company and Azarga. Upon completion of the Purchase Transaction, Azarga will become a wholly-owned subsidiary of the Company and current Azarga shareholders will become shareholders of the Company holding approximately 77% of the outstanding Shares. The resulting entity is expected to carry on both the Company's and Azarga's business and change its name to "Azarga Uranium Corp."

On a pro forma, pre-consolidation basis, Powertech expects to have approximately:

- 364 million issued and outstanding common shares, of which approximately 23% would be held by Powertech's current shareholders and approximately 77% would be held by Azarga's shareholders; and
- 55 million outstanding stock options and warrants to issue up to an additional 55 million common shares.

In connection with the Purchase Transaction, additional nominees of Azarga will be added to the Board and management team such that the directors and officers of the Company upon completion of the Purchase Transaction will be: Alexander Molyneux, Chairman and director; Richard F. Clement Jr., President, Chief Executive Officer and director; Curtis Church, VP International Operations and director; Douglas Eacrett, independent director; Malcolm Clay, independent director; Paul Struijk, independent director; Matthew O'Kane, director; Joseph Havlin, director; Blake Steele, Chief Financial Officer; and John Mays, Chief Operating Officer. Messrs. Molyneux, Church, Havlin and Steele are new nominees of Azarga and

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Messrs. O’Kane and Struijk are current directors of the Company who were nominated by Azarga in connection with prior transactions within the past year.

The Purchase Transaction has been approved by the directors entitled to vote of both the Company and Azarga, subject to the requisite regulatory and shareholder approvals. Closing of the Purchase Transaction is expected to occur before July 31, 2014 and is subject to a number of conditions, including receipt of TSX approval, approval of the shareholders of the Company and approval of the shareholders of Azarga. A meeting of the shareholders of the Company is expected to be called on or before June 30, 2014 in connection with the Transaction to obtain the requisite shareholder approval.

**CONTRACTUAL COMMITMENTS**

**Long-term Debt Obligations**

The following table summarizes the contractual maturities of the Company’s significant financial liabilities and capital commitments, including contractual obligations as of December 31, 2013:

	<b>Payments Due by Period</b>					<b>Total</b>
	<b><u>Less than 1 year</u></b>	<b><u>1 to 3 years</u></b>	<b><u>4 to 5 years</u></b>	<b><u>Thereafter</u></b>		
Lease obligations	\$ 246,931	\$ 1,255,765	\$ 610,396	\$ 387,928		\$ 2,501,020
Accounts payable and accrued liabilities	1,401,155	–	–	–		1,401,155
Agreements payable <sup>(1)</sup>	435,000	900,000	30,000	–		1,365,000
Loan Facility <sup>(2)</sup>	–	<u>1,025,000</u>	–	–		<u>1,025,000</u>
	<u>\$ 2,083,086</u>	<u>\$ 3,180,765</u>	<u>\$ 640,396</u>	<u>\$ 387,928</u>		<u>\$ 6,292,175</u>

(1) The agreements have additional liabilities upon receipt of certain permits, not yet obtained as of the date of this filing, on our respective projects as follows: a) \$750,000 in increments of \$187,500 annually for four years, b) \$1,300,000 in increments of \$325,000 annually for four years, and c) \$2,000,000 due immediately. These contingent payments are similar to monthly rental payments which future unpaid rents are not considered off balance sheet liabilities.

(2) The Loan Facility may be converted to common shares and may not result in a cash outflow. This amount represents the actual debt obligation not its fair value at the balance sheet date. See discussion in Notes 7 and 8 to the Company’s audited annual consolidated financial statements.

**OFF BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**LEGAL MATTERS**

The Company is subject from time to time to legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of these proceedings and claims cannot be predicted with certainty, the Company’s management does not believe that the outcome of any of these legal matters will have a material adverse effect on its consolidated financial position, results of operations or cash flows.

**PROPOSED TRANSACTIONS**

For details of the Purchase Transaction, see the section entitled “Financing, Liquidity and Capital Resources – Acquisition of Azarga”.

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**RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2013, the Company entered into certain transactions with related parties, which primarily related to the payment of salaries and consulting fees. The terms and conditions of the transactions with key management personnel, directors and other related parties, were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions with non-related parties on an arm's length basis. The following table sets out information about the related party transactions that the Company was party to during the year ended December 31, 2013:

Name	Relationship to the Company	Business Purpose of Transaction	Amount
Richard F. Clement	President, CEO and Director	Salary	\$240,000
		Benefits	\$11,118
		Deferred compensation <sup>(1)</sup>	\$60,000
Thomas A. Doyle	Chief Financial Officer, VP – Finance and Director	Consulting Fees <sup>(2)</sup>	\$238,723 <sup>(3)</sup>
Greg C. Burnett	Secretary, VP – Administration and Director	Consulting Fees <sup>(2)</sup>	\$190,723 <sup>(4)</sup>
John Mays	VP - Engineering	Salary	\$150,000
		Benefits	\$15,374
Jim Bonner	VP – Exploration	Salary <sup>(1)</sup>	\$150,000
		Benefits	\$11,870
		Deferred compensation <sup>(1)</sup>	\$30,000
Richard Blubaugh	VP – Health, Safety and Environmental Resources	Salary <sup>(1)</sup>	\$150,000
		Benefits	\$15,188
		Deferred compensation <sup>(1)</sup>	\$30,000
Malcolm Clay	Director	Director Fees	\$17,460 <sup>(5)</sup>
John Dustan	Director	Director Fees	\$12,368 <sup>(6)</sup>
Douglas Eacrett	Director	Director Fees	\$17,460 <sup>(5)</sup>
Matthew O'Kane	Director	Director Fees	\$5,093 <sup>(7)</sup>
Paul Struijk	Director	Director Fees	\$3,638 <sup>(8)</sup>

- (1) Deferred compensation is salary/consulting fees earned but not paid per the respective deferred compensation agreements.
- (2) Consulting fees were paid to a holding company, the shares of which the related party exercises control and direction over.
- (3) Thomas A. Doyle earned C\$245,625 for the year ended December 31, 2013, which was converted to US dollars for the purposes of this table at an average exchange rate of \$0.97. Thomas Doyle resigned effective October 22, 2013.
- (4) Greg C. Burnett earned C\$196,500 for the year ended December 31, 2013, which was converted to US dollars for the purposes of this table at an average exchange rate of \$0.97. Greg Burnett resigned effective October 22, 2013.
- (5) For the year ended December 31, 2013, these directors earned CAD\$18,000 annually, which was converted into US dollars for the purposes of this table at an average exchange rate of \$0.97.
- (6) John Dustan ceased to be a director as of September 17, 2013 and earned C\$12,750 for the year ended December 31, 2013, which was converted into US dollars for the purposes of this table at an average exchange rate of \$0.97.
- (7) Matthew O'Kane became a director as of September 17, 2013 and earned C\$5,250 for the year ended December 31, 2013, which was converted into US dollars for the purposes of this table at an average exchange rate of \$0.97.

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<sup>(8)</sup> Paul Struijk became a director as of October 18, 2013 and earned C\$3,750 for the year ended December 31, 2013, which was converted into US dollars for the purposes of this table at an average exchange rate of \$0.9.

**SHARE CAPITAL**

**Authorized:**

The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value that are issuable in a series.

**Common Shares**

	<u>Number</u>
Balance, December 31, 2012	125,801,362
Private placement <sup>(a)</sup>	15,000,000
Services settled for shares <sup>(b)</sup>	3,694,736
Share issuance <sup>(c)</sup>	<u>8,450,035</u>
Balance, December 31, 2013	<u>152,946,133</u>

- <sup>(a)</sup> On February 27, 2013, the Company completed a non-brokered private placement (“2013 Private Placement”) of 15,000,000 units at a price of \$0.099 (C\$0.10) per unit to raise gross proceeds of \$1,484,000 (C\$1,500,000). Each unit comprised of one common share and one share purchase warrant. One warrant entitles the holder thereof to purchase one additional common share at a price of C\$0.20 per share for a period of three years from the closing of the 2013 Private Placement. In addition, the Company paid an aggregate \$83,280 and issued 849,800 share purchase warrants to finders in connection with the 2013 Private Placement. Each warrant entitles the holder to purchase one additional common share at a price of C\$0.115 per common share for a period of three years from the closing of the 2013 Private Placement.
- <sup>(b)</sup> Two key management personnel agreed to settle outstanding fees under management agreements of \$204,701 and accrued deferred compensation of \$156,127 for 3,694,736 shares valued at \$360,828, being the fair value measurement date of the shares.
- <sup>(c)</sup> Shares issued to settle July 2013 Debenture (see discussion in Note 7 to the Company’s audited annual consolidated financial statements).

**Share Purchase Warrants:**

Changes in share purchase warrants for the year ended December 31, 2013 are as follows:

Expiration Date	Exercise Price (C)	Outstanding at December 31, 2012	Issued during the year	Expired during the year	Outstanding at December 31, 2013
March 15, 2013	\$0.60	23,936,170	–	23,936,170	–
March 15, 2013	\$0.47	3,111,702	–	3,111,702	–
November 6, 2014	\$0.20	5,000,000	–	–	5,000,000
February 27, 2016	\$0.20	–	15,000,000	–	15,000,000
February 27, 2016	<u>\$0.115</u>	–	<u>849,800</u>	–	<u>849,800</u>
Totals		<u>32,047,872</u>	<u>15,849,800</u>	<u>27,047,872</u>	<u>20,849,800</u>

At December 31, 2013 and March 26, 2014, there were 20,849,800 whole share purchase warrants outstanding.

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**Stock Options**

Share options outstanding as of December 31, 2013 were as follows:

<u>Grant Date</u>	<u>Expiration Date</u>	<u>Exercise (C)</u>	<u>Outstanding at December 31, 2012</u>	<u>Granted during period</u>	<u>Expired/ Forfeited during period</u>	<u>Outstanding at December 31, 2013</u>	<u>Vested and exercisable</u>
January 14, 2008	January 14, 2013	\$1.50	200,000	–	(200,000)	–	–
February 7, 2008	February 7, 2013	\$1.00	400,000	–	(400,000)	–	–
June 18, 2008	June 18, 2013	\$1.50	1,200,000	–	(1,200,000)	–	–
May 15, 2012	May 15, 2017	\$0.20	5,050,000	–	(1,600,000)	3,450,000	3,450,000
Totals			6,850,000	–	(3,400,000)	3,450,000	3,450,000
Weighted average exercise price (C)			\$0.51	\$0.51		1.72	
Weighted average life remaining (years)			3.31	3.31		1.00	

**SIGNIFICANT ACCOUNTING POLICIES**

*Significant accounting judgments and estimates*

The preparation of these consolidated financial statements in conformity with IFRS requires estimates and assumptions that affect the amounts reported in these consolidated financial statements.

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

- determination of categories of financial assets and financial liabilities involves assessments made by management;
- assessment of impairment, recoverability of the carrying value of the Company's exploration and evaluation assets;
- assessment of contracts as derivative instruments, identification of embedded derivatives and valuation techniques applied in valuing such instruments. In determining whether a contract represents a derivative or contains an embedded derivative, the most significant area where judgment has been applied pertains to the determination as to whether the contract can be settled net, one of the criteria in determining whether a contract for a non-financial asset is considered a derivative and accounted for as such. Judgment is also applied in determining whether an embedded derivative is closely related to the host contract, in which case bifurcation and separate accounting are not necessary; and
- determination of the point of time at which Azarga Resources Limited became a related party.

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- **Deferred income taxes** - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the consolidated financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.



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- Convertible loan facility – The Company has designated the convertible loan facility as a financial liability measured at fair value through profit or loss. There are significant estimates involved in measuring this complex instrument including selecting the appropriate valuation model. The valuation of this instrument requires making assumptions regarding the estimation of discount rates for comparable debt without a conversion feature, share price volatility, interest free rates, and other variables.

*Principles of Consolidation*

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Powertech (USA) Inc., a South Dakota corporation. All significant inter-company balances and transactions have been eliminated.

*Cash and Cash Equivalents*

Cash and cash equivalents consist of bank deposits and guaranteed investment certificates. These investments are easily convertible to known amounts of cash, are subject to insignificant risk of change in value, and have maturities of three months or less when purchased.

*Restricted Cash*

Restricted cash consists of deposits held for collateral pursuant to bonds provided to State authorities in connection with mineral property activities.

*Rehabilitation Provisions*

The Company is subject to various government laws and regulations relating to environmental disturbances which are caused by exploration and evaluation activities. The Company records the present value for the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The Company has determined that there are no rehabilitation provisions at December 31, 2013 and 2012, as the Company has secured such estimated costs with the State agencies in which its activities are located.

*Building and Equipment*

On initial recognition, building and equipment (“B&E”) is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability, as anticipated, is recognized within provisions.

B&E is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses.

When parts of an item of B&E have different useful lives, they are accounted for as separate items (major components) of B&E.

The cost of replacing part of an item of B&E is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of B&E are recognized in profit and loss as incurred.

Depreciation is provided using the double declining balance method at 40% per annum over a five year useful life for computer, field and office equipment and vehicles. Depreciation is recorded using the straight-line method over a 40 year useful life for buildings. Depreciation methods, useful lives, and residual values are reviewed at each financial year-end and adjusted as appropriate.

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*Mineral Properties*

Pre-exploration costs are expensed in the period in which they occur.

Exploration and evaluation expenditures are capitalized in the period in which they occur once the legal right to explore a property has been acquired. This includes any acquisition costs associated with such property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, contractor payments, land payments, claims maintenance and certain employee costs. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

The Company may, at its discretion, enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Any such impairment charges will be written off to the consolidated statement of comprehensive income/(loss).

Once the technical feasibility and commercial viability of extracting the resource has been determined, the property will be considered a mine under development and will be classified as "mines under construction." Exploration and evaluation assets must be tested for impairment at this point prior to transferring the assets to development properties.

Mineral exploration and evaluation expenditures are classified as intangible assets.

*Impairment of Long-lived Assets*

Long-lived assets and intangibles held and used by the Company are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company considers each project and/or prospect to be a cash-generating unit separate from the other projects and/or prospects.

Impairment charges are recorded in the statement of comprehensive income/(loss) in the period in which the evaluation was completed.

*Income Taxes*

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for certain temporary differences. Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. Annually, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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*Share-based payments*

When equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the consolidated statements of comprehensive income/ (loss) and financial position over the vesting period, described as the period during which all vesting conditions are to be satisfied. The compensation charges directly attributable to the development and progression of the mineral properties are capitalized.

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive income/(loss), unless they are related to the issuance of common shares.

Amounts related to the issuance of common shares are recorded as a reduction of share capital. When the value of goods and services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted based on management's best estimate, for the effects of transferability, exercise restrictions and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, common shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where the grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. Option valuation models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate. See Note 8 for discussion of the Company's stock option plan.

*Basic and Diluted Income (Loss) Per Common Share*

Basic income (loss) per common share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Diluted income (loss) per common share reflect the potential dilution that could occur if potentially dilutive securities, such as convertible debt obligations, warrants, and stock options outstanding, were exercised or converted to common stock, only to the extent that they are not anti-dilutive.

*Share Capital*

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial asset or financial liability. The Company's common shares and share warrants that have no derivative elements are classified as equity instruments. Incremental costs directly attributable to the issue of new share or options are shown in equity as a deduction from the proceeds.

*Foreign Currency Translation*

The Company's functional currency is the US dollar. At the transaction date, each asset, liability, revenue and expense dominated in a foreign currency is translated to US dollars by the use of the exchange rate in effect at that date. Monetary items are translated at a rate in effect at period end. Non-monetary assets and liabilities that are measured at historical cost are translated into US dollars by using the exchange rate in effect at the date of initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into US dollars by using the exchange rate at the date the value is determined and the related translation differences are recognized in the statement of comprehensive income/(loss).

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*Financial Instruments*

Financial assets and financial liabilities, including derivatives, are measured at fair value on initial recognition. Measurement in subsequent periods depends on whether the financial instrument has been classified as fair value through profit and loss, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities.

Financial assets and liabilities at fair value through profit and loss are carried at fair value with changes in those fair values recognized in the consolidated statement of comprehensive income/(loss). Financial assets and financial liabilities classified as held-to-maturity, loans and receivables, and other financial liabilities are measured at amortized cost using the effective interest method.

Derivative instruments and instruments selected to be measured at fair value through profit of loss, including embedded derivatives, are carried at fair value with any changes in the fair values of derivative instruments being recognized in profit and loss with the exception of derivatives designated as effective cash flow hedges. The Company has no such designated hedges. The disclosure of the Company's financial instruments is further described in Note 15.

Financial instruments carried at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The warrant liability and Loan Facility financial instrument use Level 3 inputs. There were no transfers between levels.

Cash and cash equivalents, receivables, deposits and restricted cash are classified as loans and receivables and are carried at amortized cost. Accounts payable and accrued liabilities and agreements payable, are classified as other financial liabilities and are carried at amortized cost. Loan Facility measured at fair value through profit or loss and warrants issued in a private placement that have an exercise price different than the Company's functional currency are presented as liabilities and classified as fair value through profit or loss and measured at fair value.

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

*Derivative Financial Instruments*

The Company may issue compound financial instruments with embedded derivatives. An embedded derivative is separated from its host contract and accounted for as a derivative only when three criteria are satisfied:

- the economic risks and characteristics of the embedded derivative are not closely related to those of the host contract;
- a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- the entire instrument is not measured at fair value with changes in fair value recognized in the statement of comprehensive loss.

The difference between the fair value of the total compound instrument and the fair value of the embedded derivative is assigned to the host contract. Subsequent to initial recognition, the host contract liability is measured at amortized cost using the effective interest method. The effective interest method calculates the amortized cost of a financial instrument and

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allocates interest income or accretion expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash flows over the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial liability on initial recognition. For the Loan Facility, the Company has decided to measure the entire instrument at its fair value and accordingly has not bifurcated between the host contract and the embedded derivative.

The Loan Facility is measured at fair value at each reporting period using an appropriate valuation model with changes in the fair value being recognized immediately in comprehensive loss.

*Recent and future accounting changes*

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning after January 1, 2013 or later periods. None of these pronouncements are expected to have a significant effect on the consolidated financial statements, other than what is stated below.

**IFRS 10 “Consolidated Financial Statements”:** *Consolidated Financial Statements* implements a single model based on control for the preparation and presentation of financial statements. It introduces a new definition of control, requiring power over the investee; exposure, or rights, to variable returns from involvement with the investee; and the ability to use power over the investee to affect the amount of returns. This model also applies to investments in associates (IAS 28). This standard was adopted January 1, 2013. There has been no material impact to the financial position of the Company the year ended December 31, 2013. The Company will be reviewing this standard as it relates to future transaction as contemplated in the subsequent event Note 17.

**IFRS 9 “Financial Instruments Recognition and Measurement”:** IFRS 9 is part of the IASB’s wider project to replace IAS 39 “Financial Instruments: Recognition and Measurement.” IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2015. The Company is in the process of evaluating the impact of the new standard on its financial position.

**IAS 32 “Financial Instruments: Presentation”:** The amendments to IAS 32 pertained to the application guidance on the offsetting of financial assets and financial liabilities, focused on four main areas: the meaning of ‘currently has a legally enforceable right of set-off’, the application of simultaneous realization and settlement, the offsetting of collateral amounts and the unit of account for applying the offsetting requirements. This standard has been deferred indefinitely. The Company is currently assessing the impact that the adoption of IAS 32 may have on its consolidated financial statements. The Company does not expect that initial adoption will have an impact on our consolidated financial statements, since it will be adopted retrospectively.

**IFRS 7 “Financial Instruments: Disclosures”:** Amended standard IFRS 7 Financial Instruments: Disclosures outlines the disclosures required when initially applying IFRS 7 Financial Instruments.

**IFRIC 21, “Levies”:** IFRIC 21 establishes guidance on accounting for levies imposed by governments. The Company will be adopting this pronouncement beginning January 1, 2014. The Company does not expect this adoption will have an impact on our consolidated financial statements.

**INTERNATIONAL FINANCIAL REPORTING STANDARDS**

*Statement of Compliance*

The Company’s audited annual consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

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The Company's audited annual consolidated financial statements were authorized for issue by the Board on March 26, 2014.

**FINANCIAL INSTRUMENTS**

The carrying values of cash, receivables, note receivables and accounts payable and accrued liabilities approximate fair value because of the short-term maturity of those instruments. The current bank accounts, note receivables and accounts payable are non-interest bearing. The Loan Facility is measured at fair value at each reporting period using an acceptable valuation model. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The Company to date has not used any formal currency hedging contracts to manage currency risk.

**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION**

The Company's audited annual consolidated financial statements are the responsibility of the Company's management, and have been approved by the Board. The Company's audited annual consolidated financial statements were prepared by the Company's management in accordance with IFRS. The Company's audited annual consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the Company's audited annual consolidated financial statements are presented fairly in all material respects.

**DISCLOSURE CONTROLS AND PROCEDURES**

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in provincial securities legislation. The Company evaluated its disclosure controls and procedures as defined under National Instrument 52-109 as of December 31, 2013. This evaluation was performed by the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") with the assistance of other employees to the extent necessary and appropriate. Based on this evaluation, the CEO and CFO concluded that the design and operation of the Company's disclosure controls and procedures were effective.

**INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company maintains internal control over financial reporting which has been designed to provide reasonable assurance of the reliability of external financial reporting in accordance with IFRS as required by National Instrument 52-109. The Company evaluated its internal control over financial reporting as of December 31, 2013. The evaluation was performed by the CEO and the CFO with the assistance of other employees to the extent necessary and appropriate. Based on this evaluation, the CEO and the CFO, concluded the Company's internal control over financial reporting was effective.

There were no changes in the Company's internal control over financial reporting that occurred subsequent to the Company's year ended December 31, 2013 to the date of this document that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

**RISKS AND UNCERTAINTIES**

The Company's operations and financial performance are subject to the normal risks of mining and are subject to various factors which are beyond the control of the Company. Certain of these risk factors are described below. The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that it currently considers immaterial, may also adversely impact the Company's business, operations, financial results or prospects, should any such other events occur.

*Events In Japan May Affect Public Acceptance of Nuclear Energy and the Company's Permitting Timelines*

Because of unique political, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks that could have an adverse impact on the demand for nuclear power and increase the regulation of

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the nuclear power industry. In recent years, the nuclear industry had seen increased capacity at existing nuclear plants, extensions of plant licenses and new plant planning and construction. Public opinion in many countries had moved in favor of nuclear power, and recent increases in oil prices had made nuclear energy the lowest cost energy option in some countries. The recent natural disaster in Japan, with the resultant effect of same on certain of the country's nuclear reactors, has caused concern internationally as to the safety of nuclear energy as a viable source of power.

Further, a number of heads of government and their legislative bodies have announced reviews and/or delays of plans to develop new nuclear power facilities. In the United States, the Chairman of the NRC has publicly stated that a more stringent review of design risks will be undertaken for both existing facilities and future applications for new nuclear power facilities. The additional scrutiny by the NRC could affect all parts of the organization including the licensing of new uranium production facilities. The recently elected government in Japan has announced a revised energy plan which embraces nuclear power and calls for restarts of reactors deemed safe by Japan's Nuclear Regulation Authority. The Nuclear Regulation Authority recently placed two reactors by Kyushu Electric Power Company on a list for priority screening at a meeting of officials reviewing restart applications. Further the government also refused to rule out the construction of new reactors. Other relevant regulatory bodies could also react to these recent events, resulting in additional delays or barriers in permitting and licensing new uranium production operations. It is too soon for the Company to determine the long-term impact such events will have on the Company's financial condition, results of operations and permitting plans, particularly as pertains to the Company's Dewey-Burdock Project, which is at an advanced stage in the permitting process.

*The Company's Financial Condition and Results of Operations May Be Adversely Affected by Changes in the Market Price of Uranium*

Substantially all of the Company's potential revenues are anticipated to be derived from the sale of uranium products. The Company's financial condition, results of operations, earnings and operating cash flow will be closely related and sensitive to fluctuations in the long- and short-term market price of uranium. Historically, these prices have fluctuated widely. Between 1970 and 2011, the spot price of uranium has fluctuated between approximately \$7 per pound and approximately \$138 per pound. The current spot price of uranium is approximately \$52 per pound and the most recently reported long-term contract price is approximately \$61 per pound. The price of uranium has been and will continue to be affected by numerous factors beyond the Company's control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants; and production levels and costs of production. Recent events in Japan have resulted in downward pressure on the spot price of uranium and many uranium exploration and development companies have experienced a corresponding reduction in the trading value of their shares. It is too early to evaluate the long-term effects of the events in Japan on the Company and the uranium industry generally.

If, after the commencement of uranium production, the price of uranium falls below the cost of production at the Company's planned mines, it may not be economically feasible to continue production at such sites. This would materially and adversely affect production, profitability and the Company's financial position. A continued decline in the market price of uranium may also require a write-down of the Company's mineral reserves and resources which would have a material adverse affect on its financial condition, results of operations and profitability. Should any significant write-down in reserves and resources be required, material write-downs of the Company's investment in the affected mining properties and increased amortization, reclamation and closure charges may be required.

*Nuclear Energy Competes With Other Viable Energy Sources*

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydro-electricity may result in lower demand for uranium concentrates and uranium conversion services, which in turn may result in lower market prices for uranium, which would materially and adversely affect the Company's business, financial condition and results of operations.

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*The Company Will Require Significant Amounts of Additional Capital in the Future*

The Company has limited financial resources. The Company will continue to make substantial capital expenditures related to exploration, development and production. In particular the Company will have further capital requirements as it expands its present exploration activities at its uranium projects or if it takes advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it.

Volatile demand for uranium and the volatile price of uranium or the incurrence of unanticipated major liabilities or expenses may make it difficult or impossible for the Company to obtain debt financing or equity financing on commercially acceptable terms or at all. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its uranium projects with the possible loss of the rights to such properties. If the exploration or development of any mine is delayed, such delay would have a material and adverse effect on the Company's business, financial condition and results of operation.

*The Company Faces Competition from Other Mining Companies for the Acquisition of New Properties*

There is a limited supply of desirable mineral lands available for acquisition, claim staking or leasing in the areas where the Company is currently active. Many participants are engaged in the mining business, including large, established mining companies with substantial technical and financial capabilities and long earnings records and which have access to more capital, in some cases have state support, have access to more efficient technology, and have access to reserves of uranium that are cheaper to extract and process. The Company may be at a competitive disadvantage in acquiring mining properties as many of its competitors have greater financial resources and larger technical staffs. Accordingly, there can be no assurance that the Company will be able to compete successfully with its industry competitors.

*Sale of Uranium is Restricted by International Trade Regulations*

The supply of uranium is, to some extent, impeded by a number of international trade agreements and policies. These agreements and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of uranium available in the United States and Europe, which are the largest markets for uranium in the world. If the Company is unable to supply uranium to important markets in the United States or Europe, its business, financial condition and results of operations may be materially and adversely affected.

*Deregulation of the Electrical Utility Industry May Affect the Demand for Uranium*

The Company's future prospects are tied directly to the electrical utility industry worldwide. Deregulation of the utility industry, particularly in the United States and Europe, is expected to impact the market for nuclear and other fuels for years to come, and may result in the premature shutdown of some nuclear reactors. Experience to date with deregulation indicates that utilities are improving the performance of their reactors, achieving record capacity factors. There can be no assurance that this trend will continue.

*Possible Loss of Interests in Exploration Properties*

If the Company fails to make any property payments or expenditures required to maintain its properties in good standing in a timely fashion, the Company may lose some or all of its interest in those properties. This is particularly significant with respect to its two key projects, Dewey-Burdock and Centennial. A loss of an interest in either of these properties could have a material adverse effect on the Company's reported indicated and inferred resources.

*The Company's Operations are Subject to Operational Risks and Hazards Inherent in the Mining Industry*

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution, accidents or spills; industrial and transportation accidents, which may involve radioactive or hazardous materials; labor disputes; power disruptions, catastrophic accidents; failure of plant and equipment to function correctly, the inability to obtain suitable or adequate equipment, fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins; and encountering



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unusual or unexpected geological conditions and technical failure of mining methods. The Company may also contract for the transport of its uranium and uranium products to refining, conversion and enrichment facilities in North America, which will expose the Company to risks inherent in transportation including loss or damage of transportation equipment and spills of cargo.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's uranium properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

*Mineral Resource Estimates are Only Estimates and May Not Reflect the Actual Deposits or the Economic Viability of Uranium Extraction*

Resource figures included for uranium are estimates only and no assurances can be given that the estimated levels of uranium will actually be produced or that the Company will receive the uranium price assumed in determining its resources. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Company believes that the resource estimates included herein and in its technical reports are well established and reflect management's best estimates, by their nature resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations in uranium, as well as increased capital or production costs or reduced recovery rates, may render ore resources containing lower grades of mineralization uneconomic and may ultimately result in a restatement of resources. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. The evaluation of resources is always influenced by economic and technological factors, which may change over time.

*Exploration, Development and Operating Risk*

The exploration for and development of uranium properties involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical, drilling and other related costs which appear to be rising; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

*Currency*

Exchange rate fluctuations may affect the costs that the Company incurs in its exploration activities. Uranium is generally sold in United States dollars. Since the Company principally raises funds in Canadian dollars, but the Company's costs are primarily incurred in United States dollars, the appreciation/depreciation of the United States dollar against the Canadian dollar can impact the Company's operating costs and debt obligations.

*Environmental Risks and Hazards*

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general handling, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on

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the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

*The Company's Activities are Subject to Extensive Legislation in respect of Environment, Health and Safety*

The Company's activities are subject to extensive federal, provincial, state and local laws and regulations governing environmental protection and employee health and safety. In addition, the uranium industry is subject not only to the worker health and safety and environmental risks associated with all mining businesses, but also to additional risks uniquely associated with uranium mining and milling. The Company is required to obtain governmental permits and provide associated financial assurance to carry on certain activities. The Company is also subject to various reclamation and other bonding requirements under federal, provincial, state or local air, water quality and mine reclamation rules and permits. Although the Company makes provision for reclamation costs, where appropriate, there is no assurance that these provisions will be adequate to discharge its obligations for these costs. Environmental and employee health and safety laws and regulations have tended to become more stringent over time. Any changes in such laws or in the environmental conditions at the Company's properties could have a material adverse effect on the Company's financial condition, cash flow or results of operations.

Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of licenses or permits and the imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not adversely affect the Company's business, results of operations, financial condition or prospects.

*Government Regulation*

The Company's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company believes its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are subject to various federal, state and local statutory requirements. No assurance can be given that the Company will be successful in obtaining or maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions hereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.

Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Specific to the Company's Centennial Project, originating from opposition to the Project by numerous interested parties in Colorado, a new bill was signed (House Bill 1161) creating a specialized regulatory regime for in-situ uranium recovery in

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the State of Colorado. This new law could, upon implementation, establish standards for in-situ recovery mining and restoration that may ultimately affect the profitability of the Centennial Project.

*Public Involvement in the Permitting Process*

The process of obtaining radioactive materials licenses (“RML”) from the US Nuclear Regulatory Commission and those required in the states that the Company is operating in allow for public participation. If a third party chooses to object to the issuance of any RML or permit required by the Company, significant delays may occur before the Company is able to secure an RML or permit. Generally, the public objections can be overcome with the passage of time and through the procedures set forth in the applicable permitting legislation. However, the regulatory agencies must also allow and fully consider public comment according to such procedures and there can be no assurance that the Company will be successful in obtaining any RML or permit.

*Native American Involvement in the Permitting Process*

None of the Company’s properties are located within the boundaries of “Indian Country.” This term means several types of property interests that are controlled or owned by Native Americans under the jurisdiction of the U.S. Federal Government. However, under Federal legislation, “historic cultural properties of religious significance that can be identified are to be avoided or activities are to be mitigated such that the essential nature of the properties is not lost to a culture. Throughout the western United States, Indian tribes have had historical relationship with properties that are now owned by private parties, the Federal Government or State Government. In any Federal permitting action on these properties, the agency involved is required to make an effort to communicate with Native American Tribes to determine any areas of “Traditional Cultural Significance.” Because this process involves “Government to Government” discussions with potentially affected tribes, some delays in review of these issues can occur and in the event that “Traditional Cultural Properties” are determined to exist within a project area, the company and agency must determine the best manner of development with minimum disturbance or determine how to mitigate that disturbance. This process could affect the timing for final licensing of the Company’s Dewey-Burdock Project.

*Political Risk*

The Company’s future prospects may be affected by political decisions about the uranium market. There can be no assurance that the United States or other government or quasi-governmental authority will not enact legislation or other rules restricting uranium extraction and processing activities, or restricting to whom the Company can sell uranium. In addition the price of uranium may be affected by decisions of national governments to decommission nuclear weapons, thereby increasing the supply of uranium.

*The Company has no History of Mineral Production or Mining Operations*

The Company has never had uranium producing properties. There is no assurance that commercial quantities of uranium will be discovered at its properties or other future properties nor is there any assurance that the Company’s exploration program thereon will yield positive results. Even if commercial quantities of uranium are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where uranium resources can profitably be produced therefrom. Factors which may limit the ability of the Company to produce uranium resources from its properties include, but are not limited to, the spot price of uranium, availability of additional capital and financing and the nature of any mineral deposits.

The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

*Future Sales of Common Shares by Existing Shareholders*

Sales of a large number of the Company’s common shares in the public markets, or the potential for such sales, could decrease the trading price of the Company’s common shares and could impair the Company’s ability to raise capital through future sales of the Company’s common shares. Substantially all of the Company’s common shares can be resold without material restriction in Canada.

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*No Assurance of Titles or Borders*

The acquisition of the right to exploit mineral properties is a very detailed and time consuming process. There can be no guarantee that the Company will be able to acquire title to surface and mineral rights in the future. Titles to the Company's current and/or future surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third party claims could have a material adverse impact on the Company's operations. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

*Availability of Qualified Personnel*

The mining industry generally is experiencing a significant shortage of qualified personnel particularly in the availability of professionals such as mining engineers, metallurgists and geologists. There is also a shortage of staff and skilled workers and, as a result, training to fill the positions may be necessary in order to achieve the Company's planned production activities. The uranium industry is further impacted based on the need for professionals and skilled workers because the downturn of the uranium market in the 1980's resulted in a loss of skills and considerably fewer people entering the market in this area of mineral industry. The current demand for people has also resulted in a significant escalation of salaries and wages.

*Need for Additional Mineral Reserves and Delineation of Mineral Reserves*

Because mines have limited lives based on proven and probable mineral reserves, the Company will be required to continually replace and expand its mineral reserves if, and when its mines produce uranium. The Company's ability to maintain or increase its annual production of uranium in the future will be dependent in significant part on its ability to bring new mines into production and to expand mineral reserves at existing mines.

The Company may be unable to acquire rights to explore additional attractive mining properties on acceptable terms due to competition for mineral acquisition opportunities with larger, better established mining companies with greater financial and technical resources. There can be no assurance that the Company will be able to bring any of its properties into production or achieve mineral reserves on its properties.

*The Company's Insurance Coverage Does Not Cover All of its Potential Losses, Liabilities and Damage Related to its Business, and Certain Risks are Uninsured or Uninsurable*

While the Company may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and potentially its financial condition and results of operations.

No assurance can be given that the Company's insurance will be available at economically feasible premiums or at all, or that it will provide sufficient coverage for losses related to these or other risks and hazards.

*Proposed Amendments to the United States General Mining Law of 1872 May Have an Adverse Effect on the Company's Business*

Some of the Company's mineral properties comprise unpatented mining claims in the United States. There is a risk that a portion of the Company's unpatented mining claims could be determined to be invalid, in which case the Company could lose the right to mine mineral reserves contained within those mining claims. Unpatented mining claims are created and maintained in accordance with the General Mining Law of 1872. Unpatented mining claims are unique to United States property interests, and are generally considered to be subject to greater title risk than other real property interests due to the validity of unpatented mining claims often being uncertain. This uncertainty arises, in part, out of the complex federal and

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state laws and regulations under the General Mining Law of 1872. Unpatented mining claims are always subject to possible challenges of third parties or contests by the federal government. The validity of an unpatented mining claim, in terms of both its location and its maintenance, is dependent on strict compliance with a complex body of federal and state statutory and decisional law.

In recent years, the United States Congress has considered a number of proposed amendments to the General Mining Law of 1872. If adopted, such legislation, among other things, could impose royalties on mineral production from unpatented mining claims located on United States federal lands, result in the denial of permits to mine after the expenditure of significant funds for exploration and development, reduce estimates of mineral reserves and reduce the amount of future exploration and development activity on United States federal lands, all of which could have a material adverse affect on the Company's cash flow, results of operations and financial condition.

*Shareholders' Interest in the Company May Be Diluted in the Future*

The Company may require additional funds to fund the Company's exploration and development Programs and potential acquisitions. If the Company raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of shareholders.

*The Company May Issue Additional Common Shares in the Future to Raise Capital or on the Exercise of Outstanding Stock Options and Warrants*

Sales of substantial amounts of common shares of the Company, or the availability of such common shares for sale, could adversely affect the prevailing market prices for the Company's common shares. A decline in the market prices of the Company's common shares could impair its ability to raise additional capital through the sale of new common shares should the Company desire to do so.

*The Market Price for Common Shares Cannot be Assured*

Securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

*The Company has Never Paid Dividends and May Not do so in the Foreseeable Future*

The Company has never paid cash dividends on its common shares. Currently, the Company intends to retain its future earnings, if any, to fund the development and growth of its business, and does not anticipate paying any cash dividends on its common shares in the near future. As a result, shareholders of the Company will have to rely on capital appreciation, if any, to earn a return on their investment in common shares of the Company for the foreseeable future. The Company's dividend policy will be reviewed from time to time by the Board.

**OTHER INFORMATION**

This management discussion and analysis of the financial position and results of operations of the Company for the year ended December 31, 2013, and as of March 26, 2014, should be read in conjunction with the Company's audited annual consolidated financial statements. Additional information relating to the Company, including the Company's Annual Information Form, can be accessed at the Company's website at [www.powertechuranium.com](http://www.powertechuranium.com) or through the Company's public filings on SEDAR at [www.sedar.com](http://www.sedar.com).

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This MD&A has been reviewed and approved by Mr. Richard F. Clement, Jr., President and CEO of Powertech, under whose direction the Company's operations are being carried out. Mr. Clement, P.G., MSc. is a Qualified Person as defined by National Instrument 43-101.