POWERTECH URANIUM CORP.

(An Exploration Stage Company)
MANAGEMENT DISCUSSION AND ANALYSIS
(November 12, 2010)

GENERAL

The following discussion of performance, financial condition and future prospects should be read in conjunction with the consolidated financial statements of Powertech Uranium Corp. (the "Company" or "Powertech") and notes thereto for the three and nine months ended September 30, 2010. In the third quarter of 2009, the Company determined to change its fiscal year end from March 31 to December 31 for the fiscal period beginning April 1, 2009. Additional information is available on SEDAR at www.sedar.com. All dollar amounts are stated in United States' dollars unless noted. References to "CAD$" refer to Canadian currency and "$" 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 November 12, 2010. 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) the risk that nuclear energy will not be accepted by the public as a safe and viable means of generating electricity; (2) a renewed downturn in general economic conditions in the United States, Europe and internationally; (3) a decrease in the demand for uranium and uranium related products; (4) a decrease in the actual price of uranium; (5) discrepancies between actual and estimated mineral resources and mineral reserves; (6) changes to the cost of commencing production and the time when production commences, and actual ongoing costs; (7) the occurrence of risks associated with the development and commencement of mining operations; (8) unforeseen or changed regulatory restrictions, requirements and limitations, including environmental regulatory restrictions and liability and permitting restrictions; (9) the failure to obtain governmental approvals and fulfill contractual commitments, and the need to obtain new or amended licenses and permits; (10) unforeseen changes in the costs of material inputs, including fuel, steel and other construction materials; (11) the loss of key employees; (12) the loss of, or defective title to, exploration and mining claims, rights, leases or licenses; (13) the number of competitors; (14) political and economic conditions in uranium producing and consuming countries; (15) failure to obtain additional capital at all or on commercially reasonable terms; (16) other factors beyond the Company's control; and (17) those factors described in the section entitled "Risk Factors and Uncertainties" in the Company's annual MD&A as filed on February 24, 2010.

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 in or incorporated by reference in this MD&A.

Although the Company has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are based upon the beliefs, estimates and opinions of the Company's management at the time they are made. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

NATURE OF BUSINESS

The Company is a Toronto Stock Exchange ("TSX") (symbol "PWE") and a Frankfurt Stock Exchange (symbol "P8A") listed 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.

DIRECTORS AND OFFICERS

During October 2010, Robert Leclère and Gérard Pauluis resigned from their positions as directors of the Company and its subsidiaries.

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 area is comprised of approximately 50 mining leases and approximately 370 mining claims covering approximately 15,200 surface acres and 17,900 net mineral acres.

During March 2010, the Company published an updated National Instrument 43-101 ("NI 43-101") Technical Report entitled "Updated Technical Report on the Dewey-Burdock Uranium Project, Custer and Fall River Counties, South Dakota" dated March 1, 2010 on SEDAR at www.sedar.com. The report was authored by Jerry D. Bush, a "qualified person" as such terms is defined in NI 43-101, who is independent from the Company. According to the report, using a 0.20 GT cut-off, Powertech has identified 11,568,821 pounds of uranium resources on the property, contained in 3,251,653 tons averaging 0.178% U3O8. Applying project-specific evaluation criteria based on CIM Definition Standards to these resources, 6,684,285 pounds of this total have been classified as Indicated Resources, while 4,884,536 pounds have been classified as Inferred Resources. Using a 0.50 GT cut-off, Powertech has identified 11,209,785 pounds of uranium resources on the property, contained in 2,820,998 tons averaging 0.198% U3O8. Applying the same project-specific evaluation criteria to these resources, 6,684,285 pounds of this total have been classified as Indicated Resources, while 4,525,500 pounds have been classified as Inferred Resources. The Dewey-Burdock technical report fully describes the drilling programs and exploration work, including permitting activities that have been undertaken on the Dewey-Burdock Project up to the date of the report.

The Company has finished data collection with respect to the Dewey-Burdock Project to allow it to proceed with permitting applications. The following major milestones have been completed at the Dewey-Burdock Project through the date of this MD&A:

- During April 2009, the Company submitted the Class III UIC permit application to the SD DENR, which is currently under review. A second set of questions was received by the Company during April 2010, to which the Company will respond at its earliest opportunity.
- During March 2010, the Company submitted its Class V UIC permit application to the EPA, which is currently under review.

- During October 2009, the Nuclear Regulatory Commission (the "NRC") notified the Company that it had accepted the in situ leach recovery license application, the Technical Report (the "TR") and the Environmental Report ("ER") as complete and was proceeding with its technical and environmental review. Subsequently, on January 5, 2010, the NRC published its "Notice of Opportunity to Request a Hearing" and "Order Imposing Procedures for Access to Sensitive Unclassified Non-safeguards Information." On January 20, 2010, the NRC published in the Federal Register its "Notice of Intent to Develop a Supplemental Environmental Impact Statement." During April 2010, the Company received the request for additional information related to the ER, for which responses were submitted during the third quarter of 2010. The Company received two separate requests for additional information regarding the TR during the second quarter of 2010 from NRC which are currently being addressed.
- During October 2009, the Company submitted the required Plan of Operation to the U.S. Department of Interior's Bureau of Land Management (the "BLM") and it is under review.
- The Special, Exceptional, Critical or Unique Lands Designation Permit application was approved by the South Dakota Department of Environment and Natural Resources (the "SD DENR") at a hearing before the Board of Minerals and Environment during February 2009.
- The Underground Injection Control ("UIC") Class III permit application was submitted to the U.S. Environmental Protection Agency ("EPA") Region 8 in December 2008. The EPA accepted the application as administratively complete during February 2009 and it is under review.

During June 2010, the Company received the results of a Preliminary Economic Assessment (the "PEA"), prepared in accordance with NI 43-101, for the Dewey-Burdock Project. The PEA was filed on SEDAR on July 14, 2010.

The PEA was prepared by Allan V. Moran, R.G., CPG, and Frank A. Daviess, MAusIMM, of SRK Consulting (U.S.), Inc. ("SRK"), who are both Qualified Persons independent from Powertech under NI 43-101, as the primary authors. SRK received technical assistance from Lyntek Incorporated ("Lyntek") and Mr. Jerry Bush, P.G. 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. The purpose of the PEA is to provide an independent analysis of the potential economic viability of the mineral resources of the Project. The engineering staff of Powertech assembled an extensive amount of information as part of the Company's production planning for the Project. This data was used by SRK and Lyntek as the basis of the PEA.

The PEA states: "The Dewey-Burdock Project is an advanced-stage uranium exploration project located in South Dakota, controlled 100% by Powertech Uranium Corp. Powertech conducted confirmatory drilling to verify the results of extensive historic drilling, established current Indicated and Inferred classified resources, and conducted hydrogeologic tests to evaluate the project as an in situ leach and recovery (ISR) mining and uranium production operation. Powertech, with the assistance of Lyntek, conceptually designed well fields and a uranium recovery processing facility, and developed cost estimates for a proposed ISR operation that would be similar to existing uranium ISR operations currently in production nearby in Nebraska and Wyoming."

Powertech technical and management staff have extensive prior experience with ISR uranium mine development and operations. Therefore, Powertech has developed much of the preliminary well field design and cost estimates in-house, with vendor quotes as support in many instances. Lyntek provided independent preliminary engineering design support for the proposed surface uranium recovery and processing facilities, and is a major contributor to the estimate of costs for the Project. In many cases, the cost estimates provided by Powertech are defined to a prefeasibility level, with vendor quote backup. As a result, contingency costs for the base case are set at 20%.

In the PEA, base case economic analysis results indicate a pre-tax net-present value of US$55.4 million at an 8% discount rate, with an internal rate of return of 27%, based on a uranium price of US$65 per pound. Payback will be in the first quarter of production, Year 4. No provision for salvage value was assumed in the analysis. The PEA identifies:

- CIM-compliant indicated mineral resources of 1,561,560 tons, at an average grade of 0.214% U3O8, for 6,684,285 contained pounds U3O8 (See 43-101 report of Jerry Bush, P.G., March 01, 2010);

- CIM-compliant inferred mineral resources of 1,259,438 tons, at an average grade of 0.179% U3O8, for 4,525,500 contained pounds U3O8 (See 43-101 report of Jerry Bush, P.G., March 01, 2010);
- a mine life of nine years at a conservative estimate of 75% recovery, producing more than 8,400,000 pounds U3O8;
- a cash operating cost of US$34.90 per pound of U3O8; and
- Phase I capital costs estimated at US$65million.

Colorado, USA

Centennial Project – Weld County

The Company's Centennial Project is located in western Weld County in northeastern Colorado. Since inception of the Centennial Project, Powertech has purchased approximately 670 gross surface acres and 5,800 net mineral acres and has entered into 15 mining leases covering approximately 1,700 net surface acres and 1,200 net mineral acres. Powertech's mineral rights within the project area total 9,300 acres. Surface use agreements with private surface owners are continually being negotiated. To date, Powertech has obtained 7,260 acres of surface use or purchase agreements over its mineral rights. In addition to increasing the Company's overall resource base for the project, the valuable addition of surface rights provides the Company access to its existing privately owned minerals, and enables it to complete mine planning and associated operational facility design.

During February 2010, the Company published an updated National Instrument 43-101 ("NI 43-101") Technical Report entitled "Updated Technical Report on the Centennial Uranium Project, Weld County, Colorado" dated February 25, 2010, filed on SEDAR at www.sedar.com. The report was authored by W. Cary Voss, a "qualified person" as such term is defined in NI 43-101, who is independent from the Company. Powertech increased the total project inferred resources at Centennial, 0.20 GT cut-off, Powertech has identified 12,697,085 pounds of uranium resources on the property. Applying project-specific evaluation criteria based on CIM Definition Standards to these resources, 10,371,571 pounds of this total have been classified as Indicated Resources, while 2,325,514 pounds have been classified as Inferred Resources. Using a 0.50 GT cut-off, 8,762,336 pounds of uranium resources were identified - 8,120,866 of these resources were categorized as Indicated Resources and 641,470 pounds were categorized as Inferred Resources.

Through the date of this MD&A, the majority of the tasks required to develop the Environmental Report (the "ER") are complete for the Centennial Project. Reports and numerous maps and figures have been provided by independent contractors and will be incorporated into the ER. Several sections of the ER are in draft form:

1. Aquifer pumping tests
2. Baseline Radiation
3. Regional Surface Water Hydrology
4. Air Quality Assurance Report
5. Alternative Mining Methods
6. Geology and Seismology

At the request of the CDRMS, the Company prepared and submitted to CDRMS an updated Site Characterization Plan during April 2009. In addition, the CDRMS and Attorney General's office completed the process of drafting rules for in situ leach mining under the legislation passed in 2008. The rules were effective October 2010.

The CDRMS rulemaking process has resulted in a revision in the schedule for filing all permit applications for the Centennial Project. The Company is preparing to submit the necessary permit applications for ISR operations to the United States Environmental Protection Agency, the Colorado Department of Public Health and

Environment, Colorado Department of Natural Resources and Weld County after analysis of the aquifer test results.

During August 2010, the Company received the results of a Preliminary Economic Assessment (the "PEA"), prepared in accordance with NI 43-101, for the Centennial Project. The PEA was filed on SEDAR on August 20, 2010.

The PEA was prepared by Allan V. Moran, R.G., CPG, and Frank A. Daviess, MAusIMM, of SRK, who are both Qualified Persons independent from Powertech under NI 43-101, as the primary authors. SRK received technical assistance from Lyntek and Mr. Cary Voss, P.G. The purpose of the PEA is to provide an independent analysis of the potential economic viability of the mineral resources of the Project. The engineering staff of Powertech assembled an extensive amount of information as part of the Company's production planning for the Project. This data was used by SRK and Lyntek as the basis of the PEA.

The PEA states: "The Centennial Project is an advanced-stage uranium exploration project located in northern Colorado, controlled 100% by Powertech. Powertech conducted confirmatory drilling to verify the results of extensive historic drilling, established current Indicated and Inferred classified resources, and conducted hydrogeologic tests to evaluate the Project as an ISR mining and uranium production operation. Powertech conceptually designed well fields and a uranium recovery processing facility, and developed cost estimates for a proposed ISR operation that would be similar to existing uranium ISR operations currently in production nearby in Nebraska and Wyoming. Lyntek reviewed and confirmed these designs and cost estimates in the preparation of this report. SRK reviewed and compiled all project information into this Preliminary Assessment NI 43-101 technical report document."

Powertech technical and management staff have prior experience with ISR uranium mine development and operations. Therefore, Powertech has developed much of the preliminary well field design and cost estimates in-house, with vendor quotes as support in many instances. Lyntek provided independent preliminary engineering design support for the proposed surface uranium recovery and processing facilities, and is a major contributor to the estimate of costs for the Project. In many cases, the cost estimates provided by Powertech are defined to a pre-feasibility level, with vendor quote backup. As a result, contingency costs for the base case are set at 20%.

In the PEA, base case economic analysis results indicate a pre-tax net-present value of US$51.77 million at an 8% discount rate, with an internal rate of return of 18%, based on a uranium price of US$65 per pound. No provision for salvage value was assumed in the analysis. The PEA identifies:

- CIM-compliant indicated mineral resources of 6,873,199 tons, at an average grade of 0.09% U3O8, for 10,371,571 contained pounds U3O8, (See 43-101 report of Cary Voss, February 25, 2010);

- CIM-compliant inferred mineral resources of 1,364,703 tons, at an average grade of 0.09% U3O8, for 2,325,514 contained pounds U3O8 (See 43-101 report of Cary Voss, February 25, 2010);

- a mine life of fourteen years at a estimate of 75% recovery, producing more than 9,523,000 pounds U3O8;

- a cash operating cost of US$34.95 per pound of U3O8; and

- Phase I capital costs estimated at US$71.1million to achieve start-up at 700,000lbs U3O8/year including construction of the central processing plant, the first well field, and infrastructure for electrical power supply and waste water disposal. Phase I costs also include US$9.02 million for purchasing water rights and construction of water supply infrastructure to achieve aquifer enhancement.

Resource Property Interests – Capitalized Costs

Costs reflected in resource property interests for the periods ended December 31, 2009 and September 30, 2010 are detailed below:

	South Dakota	Wyoming	Colorado	Other	Total
Balance, March 31, 2009	19,360,819	3,078,580	11,943,067	205,349	34,587,815
Acquisitions	–	–	1,732,000	–	1,732,000
Land services	18,098	855	58,892	–	77,845
Legal fees	98,983	–	260,000	–	358,983
Claims maintenance	77,978	165,030	–	–	243,008
Lease payments	158,482	69,345	101,884	–	329,711
Drilling/ Engineering	238,138	–	565,082	–	803,220
Exploration	3,061	2,278	3,111	–	8,450
Permitting	418,442	–	295,183	–	713,625
Feasibility study	47,844	–	68,599	–	116,443
Wages/consulting	638,885	–	576,128	–	1,215,013
Balance, December 31, 2009	$21,060,730	$3,316,088	$15,603,946	$ 205,349	$ 40,186,113
Acquisitions	–	–	375,000	–	375,000
Land services	32,680	–	32,570	–	65,250
Legal fees	287,002	–	188,383	–	475,385
Claims maintenance	63,062	117,000	–	–	180,062
Lease payments	531,154	44,083	122,064	–	697,301
Drilling/ Engineering	38,268	–	122,514	–	160,782
Permitting	1,099,127	–	423,830	–	1,522,957
Feasibility study	160,263	–	160,441	–	320,704
Wages/Consulting	663,765	–	478,804	–	1,142,569
Balance, September 30, 2010	$ 23,936,051	$3,477,171	$17,507,552	$ 205,349	$ 45,126,123

RESULTS OF OPERATIONS

During the three and nine months ended September 30, 2010, the Company continued to focus on permitting and developing its resource property interests.

SUMMARY OF QUARTERLY RESULTS

The following tables provide selected financial information for the most recent eight quarters, stated in United States dollars in accordance with Canadian GAAP.

	September 30, 2010	June 30, 2010	March 31, 2010	December 31, 2009
Income Statement				
Interest Income	$ –	$ 430	$ 138	$ 2,800
Interest Expense	434,618	354,032	268,757	239,056
Expenses	1,358,407	733,382	1,520,363	1,302,943
Net Loss	1,793,025	1,086,984	1,788,982	1,529,199
Net loss per share, basic and diluted	0.03	0.02	0.03	0.03
Balance Sheet				
Cash and cash equivalents	3,144,161	5,794,254	4,963,230	3,581,859
Total assets	49,333,859	50,049,370	47,563,421	45,000,956
Long-term debt	12,294,212	15,112,699	17,992,302	13,606,403

	September 30, 2009	June 30, 2009	March 31, 2009	December 31, 2008
Income Statement				
Interest Income	$ 878	$ 4,752	$ 6,052	$ 17,096
Interest Expense	192,375	139,786	97,029	–
Expenses	1,852,303	680,492	655,024	911,674
Net Loss	2,043,800	815,526	746,001	894,578
Net loss per share, basic and diluted	0.04	0.01	0.01	0.02
Balance sheet				
Cash and cash equivalents	1,997,508	3,347,893	5,724,561	3,097,132
Total assets	42,281,867	40,572,836	41,535,939	42,831,938
Long-term debt	7,110,739	7,088,823	5,934,854	3,084,471

Three- and Nine-Month Periods Ended September 30, 2010 Compared to Three- and Nine-Month Periods Ended September 30, 2009

During the three and nine months ended September 30, 2010, the Company continued to focus on development of its mineral property interests. Net loss during the three months ended September 30, 2010 was less than the net loss during the three months ended September 30, 2009, at $1,793,025 and $2,043,800, respectively, primarily due to a general decrease in expenses as discussed below. Net loss for the nine months ended September 30, 2010 was $4,668,991 compared to $3,561,265 for the same period in 2009 primarily due to noncash items such as accretion, accrued interest expense and foreign exchange loss.

Audit and accounting fees decreased to $11,790 from $25,170 for the three months ended September 30, 2010 and 2009, respectively, and to $25,355 from $86,797 for the nine months ended September 30, 2010 and 2009, respectively, primarily due to the change in the Company's fiscal year end as discussed in the annual MD&A as filed on February 24, 2010.

Amortization and depreciation decreased from $42,395 to $39,832 for the three months ended September 30, 2009 and 2010, respectively, and from $138,429 to $111,124 for the nine months ended September 30, 2009 and 2010, respectively, as the Company has decreased its spending on fixed assets.

Community and media relations expenses decreased to $2,633 from $41,402 for the three months ended September 30, 2010 and 2009, respectively, and to $104,281 from $164,768 for the nine months ended September 30, 2010 and 2009, respectively, as a result of the Company's continued efforts to bring such activities in-house rather than continuing to engage external consultants.

Filing fees decreased to $19,103 from $31,991 for the nine months ended September 30, 2010 and 2009, respectively, primarily due to fees regarding the private placement issuance, as discussed in the March 31, 2009 annual financial statements as filed on SEDAR on June 29, 2009 and the change in the Company's fiscal year end as discussed in the annual MD&A as filed on February 24, 2010.

Investor relations and promotion expenses decreased to $20,834 from $25,580 for the three months ended September 30, 2010 and 2009, respectively, and to $88,420 from $108,866 for the nine months ended September 30, 2010 and 2009, respectively, due to the decrease in consulting activity in 2010 as compared to 2009.

Legal fees decreased to $52,308 for the three months ended September 30, 2010 from $65,965 for the same period in 2009 and to $112,731 from $120,673 for the nine months ended September 30, 2010 and 2009, respectively, due to lower costs incurred regarding the Annual General Meeting and other general corporate matters.

Interest and accretion expense in the current period were significantly greater than in the comparative period in 2009 due to the debt issuances discussed in Note 7 of the Company's March 31, 2010 financial statements, which were filed on SEDAR as of the date of this MD&A.

FINANCING, LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2010, the Company had cash and cash equivalents of $3,144,161 and negative net working capital of $7,834,720. As of December 31, 2009, the Company had cash and cash equivalents of $3,581,859 and net working capital of $2,964,630.

Cash used in operations for the three months ended September 30, 2010 and 2009 was $730,460 and $1,157,055, respectively, primarily due to a decrease in net loss for the period, after adjustment for noncash items. Cash used in operations for the nine months ended September 30, 2010 and 2009 was $2,775,928 and $3,694,539, respectively, primarily due to an increase in net loss for the period, after adjustment for noncash items offset by an increase in non-cash working capital.

Cash outflows for investing activities decreased for the three months ended September 30, 2010 to $2,336,854 from $3,471,480 in the same period in 2009. Cash outflows for investing activities was $5,355,179 and $5,755,309 for the nine months ended September 30, 2010 and 2009, respectively. In general, activities have slowed at the Centennial Project as the Company was awaiting final decisions regarding the rule-making process for ISR mining in Colorado. Field activities at Dewey-Burdock have decreased as many of the Company's permit applications have been completed and submitted, and are under review. This is partially, offset by an increase in costs associated with the review process. For further discussion of these Projects, see Resource Property Interests, above. The Company has decreased its spending on property, plant and equipment. Cash provided by Restricted cash for the nine months ended September 30, 2009, was due to the reclamation bond releases for completed reclamation activities, such releases were not recognized in the other periods presented.

Financing activities such as debt issuances and accrued interest on said debt, provided cash of $384,618 and $3,080,183 for the three months ended September 30, 2010 and 2009, respectively. Financing activities such as debt issuances and accrued interest on said debt, provided cash of $7,627,336 and $8,485,961 for the six months ended June 30, 2010 and 2009, respectively.

During August 2009, the Company entered into a bridge loan agreement with Synatom, pursuant to which Synatom provided the Company with a bridge loan in the amount of CAD$3,450,000 ($3,215,745) (the "Bridge Loan"). In October 2009, the Company and Powertech USA entered into a loan facility with Synatom (the "Loan Facility") for the aggregate principal amount of CAD$13,800,000 ($12,700,000). The Loan Facility is comprised of four equal tranches of CAD$3,450,000 each. Concurrently with the entering into of the Loan Facility, the Company drew down the first tranche of the Loan Facility and used the proceeds from such draw down to repay the Bridge Loan. In December 2009, the Company drew down the second tranche of the Loan Facility. During March 2010, the Company drew down the third tranche of the loan facility. During June 2010, the Company drew down the fourth tranche of the loan facility. The Company utilizes the net proceeds of the Loan Facility for working capital and to advance its mineral properties towards production. For more information regarding the terms of the Bridge Loan and the Loan Facility, see the Material Change Reports filed by the Company on SEDAR on August 12, 2009, October 19, 2009, December 3, 2009, April 1, 2010, and July 5, 2010, respectively, at www.sedar.com. During September 2010, Synatom initiated a strategic review of its investment in Powertech, which will include undertaking a process for the potential sale of its investment to third party purchasers.

The Company is in the permitting stage on two of its projects, Dewey-Burdock and Centennial, and continues to be largely reliant on obtaining equity and/or debt financing in order to continue its permitting and other exploration and development activities. As of September 30, 2010, the Company had negative net working capital of $7,641,987. The Company has an active development program in place which cannot be fully funded with its existing working capital reserves and the proceeds of the existing financing transactions, discussed above. The Company is continually evaluating additional financing opportunities to meet its operational needs and retire its debt obligations which are due starting April 2011. Notwithstanding previous success in acquiring financing on acceptable terms, there is no guarantee that the Company will be able to obtain funding or on what terms any such capital may be available to the Company.

The Company will incur future losses which casts 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 debt obligations and repay its liabilities arising from normal business operations when they come due. The Company requires additional funding by the first quarter of 2011 in order to fund operations and meet its liabilities as they come due.

CONTRACTUAL COMMITMENTS

The following table summarizes the contractual maturities of the Company's significant financial liabilities and capital commitments, including contractual obligations, as of September 30, 2010:

	Less than 1 year	1 to 3 years	4 to 5 years	Thereafter	Total
Lease obligations	$ 349,607	$ 698,655	$ 117,572	$ 8,000	$ 1,173,834
Accounts payable and accrued liabilities	490,935	–	–	–	490,935
Purchase option[1]	9,348,000	–	–	–	9,348,000
Agreements payable	390,000	970,000	80,000	60,000	1,500,000
Loan facility[2]	10,633,135	3,429,119	–	–	14,062,254
Convertible debt[2]	–	9,771,221	–	–	9,771,221
	$ 21,211,677	$ 14,868,995	$ 197,572	$ 68,000	$ 36,346,244

The Company requires additional funding by the first quarter of 2011 to continue operations. It is actively seeking equity financing to obtain such funding.

[1]See Resource Property Interests, Colorado, USA discussion above and Note 2 of the Company's September 30, 2010 financial statements as filed as of the date of this MD&A on SEDAR.

[2] As the convertible debenture and the second tranche of the loan facility are convertible into shares they may not result in a cash outflow. See Note 7 of the Company's September 30, 2010 financial statements as filed on SEDAR as of the date of this MD&A.

For information regarding share purchase options granted by the Company to key service providers and employees under the Company's Stock Option Plan, see the section entitled "Share Capital: Stock Option Plan" below.

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 affect on its consolidated financial position, results of operations or cash flows.

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 that are material to investors.

RELATED PARTY TRANSACTIONS

Other than the financing arrangements with Synatom discussed in the section entitled "Financing, Liquidity and Capital Resources" and Notes 4 and 7 in the Company's September 30, 2010 financial statements as filed on SEDAR as of the date of this MD&A, during the three and nine months ended September 30, 2010 and 2009, the Company entered into the following transactions with directors and officers of the Company or with companies with directors and officers in common:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Director fees	$ 8,652	$ 8,194	$ 26,059	$ 23,161
Management and consulting fees	94,637	92,804	284,282	272,685
	$ 103,289	$ 100,998	$ 310,341	$ 295,846

These related party transactions are measured by the exchange value, which represents the amount of consideration established and agreed to by the transacting parties.

Not included in director's fees and management and consulting fees was stock based compensation expense of $16,511 for the nine months ended September 30, 2009. There was no such expense during the three months ended September 30, 2010 and 2009 nor the nine months ended September 30, 2010.

As of September 30, 2010, the Company had prepaid $31,663 of management and consulting fees related to October 2010 services. Of this amount, $10,000 was capitalized to resource properties.

As of September 30, 2010, the Company had advanced $Nil (2009 - $40,000) for travel and expenses to one of the directors of the Company

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in conformity with Canadian generally accepted accounting principles requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities at year end and the reported amounts of revenues and expenses during the period. Actual results could differ from these estimates.

Significant estimates used in the preparation of the Company's consolidated financial statements include, but are not limited to, impairment of mineral properties, building and equipment, determination of fair values of financial instruments, the fair value for stock-based compensation, the provision for income taxes and composition of income tax assets and liabilities, the expected economic lives of and the estimated future operating results and net cash flows from mining properties, the anticipated costs of reclamation and closure cost obligations and the market interest rates used in fair valuing the liability component of the long-term debt.

Mineral Properties

The Company capitalizes the costs of acquiring, maintaining its interest, exploring and developing mineral properties. The accumulated costs including applicable exploration expenses relative to non-productive mineral properties that the Company abandons interest in are written off. Otherwise, the accumulated costs are depleted over the estimated useful lives of the producing mineral properties on a method relating recoverable reserves to production.

Management reviews the carrying values of mineral properties on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company, the assessment of future probability of profitable revenues from the property or from the sale of the property. Write-downs due to impairment in value are charged to operations. Amounts shown for properties represent costs incurred net of write-downs and recoveries, and are not intended to represent present or future values.

Building and Equipment

Equipment is recorded at cost. Amortization 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. Buildings are recorded at cost. Amortization is recorded using the straight-line method over a 40-year useful life.

Stock-Based Compensation

The fair value of all stock-based compensation awards granted is expensed with a corresponding increase to contributed surplus. Compensation expense for employees is generally amortized using the straight-line method over the period from the grant date to the date the options vest. Compensation expense for non-employees is recognized immediately for past services and pro-rata for future services over the service provision period. Compensation for non-employees is re-measured at each balance sheet date until the earlier of the vesting date or the date of completion of the service.

Upon exercise of the awards, the related amount of stock based compensation previously expensed is transferred from contributed surplus and together with consideration received, is recorded as share capital.

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 the section entitled "Share Capital" for discussion of the Company's stock option plan and Note 4 of the Company's September 30, 2010 financial statements as filed on SEDAR as of the date of this MD&A.

CHANGES IN ACCOUNTING POLICIES, INCLUDING INITIAL ADOPTION

Measurement and Reporting Currency

On April 1, 2008, the Company changed its reporting currency from Canadian dollars ("CAD") to United States dollars ("USD") as this currency is more appropriate for the Company's investors and other users of the financial statements. In making this change, the Company followed recommendations of the Emerging Issues Committee ("EIC") of the Canadian Institute of Chartered Accountants ("CICA"), set out in EIC-130, "Translation Method When The Reporting Currency Differs From The Measurement Currency or There is a Change in The Reporting Currency".

The March 31, 2009 consolidated financial statements and all prior periods have been translated from Canadian dollars into United States dollars using the current rate method, based on EIC-130 recommendations. Using this method, all consolidated assets and liabilities have been translated using the exchange rate at the balance sheet dates, while shareholders' equity has been translated using the historical rates of exchange in effect on the dates of the corresponding transactions. Consolidated Statements of Operations and Deficit have been translated using the prevailing average exchange rate for the period, except for equity transactions which have been translated using the historical rates of exchange in effect at the dates of the corresponding transactions. The resulting net exchange rate differences due to this translation over the period of $5,004,102 loss is included in shareholders' equity as accumulated other comprehensive income ("AOCI").

Effective April 1, 2009, the Company changed its functional currency from CAD to USD. The change in functional currency from CAD to USD, resulted from increased business activities and monetary transactions conducted in USD as the Company has moved into the evaluation stage. As a result of adopting this change prospectively, there is no impact to the results of previously reported financial periods and the AOCI balance will remain the same until the entities which gave rise to the AOCI balance are disposed of. The translated amounts for non-monetary items at the end of the prior period become the historical basis for those items in the period of the change and subsequent period. In addition, unrealized gains and losses due to movements in exchange rates on balances held in foreign currencies are shown separately on the Consolidated Statement of Cash Flows.

International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five year transitional period. In February 2008, the AcSB confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011, with earlier adoption permitted. The Company will therefore adopt IFRS for its 2011 fiscal year.

Accordingly, the conversion to IFRS will be applicable to the Company's reporting no later than in the first quarter of 2011, with restatement of comparative information presented. The conversion to IFRS will impact the Company's accounting policies, information technology and data systems, internal control over financial reporting, and disclosure controls and procedures. The transition may also impact business activities, such as foreign currency, certain contractual arrangements, debt covenants and capital requirements. The Company is currently evaluating the future impact of IFRS on its financial statements, as discussed below. While the Company is evaluating the impact of IFRS, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

In order to prepare for the conversion to IFRS, the Company has developed the following plan:

a) Training: The Company has ongoing training for appropriate personnel on the IFRS standards.
b) Initial assessment: The Company has begun its initial assessment on the impact of the IFRS conversion on its opening financial position. To date, two major differences have been identified, however, any changes to IFRS standards prior to adoption may impact this initial assessment. The Company does not anticipate any material changes to its information technology, internal control over financial reporting or business activities, nor its disclosure controls and procedures during the conversion to IFRS. The Company plans to continuously review its initial assessment and update as necessary.

c) New accounting policies: Once the Company has completed its detailed review of the IFRS standards, it will choose the appropriate accounting policies and procedures and quantify any impact on its financial statements and disclosures. These impacts will be reviewed by the appropriate personal and then implemented. Once the new policies and procedures are complete, the Company will prepare and report its financial statements and corresponding note disclosures in accordance with IFRS.

Major identified differences regarding conversion to IFRS:

a) Impairment of resource properties: The Company currently tests for impairment on its resource properties in accordance with GAAP. As a result, management reviews the carrying values of mineral properties on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company and the assessment of future probability of profitable revenues from the property or from the sale of the property. Under IFRS, the Company must compare the carrying amount to the higher of the fair value, based on discounted cash flows, and the value in use. While this change in policy does not impact the opening financial position it is a significant change in policy that may have impact on future periods.
b) Functional currency: The Company changed its functional currency to the USD as of April 1, 2009 in accordance with GAAP. While the Company believes its functional currency will not change due to the conversion to IFRS, it is evaluating its ability to eliminate its accumulated other comprehensive loss balance under IFRS.
c) Share based payments: For share based payments with non-employees, the Company currently utilized the Black-Scholes model to determine the fair value for of the options granted at the date of the grant. This amount becomes the expense associated with the options granted. Under IFRS, the Company will determine the fair value of the services rendered, which includes the value of the options granted, and then apply the Black-Scholes model to determine the expense associated with the options granted. For share based payments with non-employees, the Company currently utilizes a vesting period as determined at the grant date by the Board of Directors and records the expense of the grant according to the vesting period. Under IFRS, the Company must recognize the expense associated with non-employee grants at the time the goods or services are received. While this change in policy does not impact the opening financial position it is a significant change in policy that may have impact on future periods.
d) Financial instruments: The Company has certain debt obligations that may be settled through conversion into its common shares. Under IFRS, the Company must fair value the debt component of these agreements, utilizing the discounted cash flow analysis with a market interest rate for non-convertible debt instruments at the date of issuance. Any residual value, calculated as the fair value of the instrument as a whole less the fair value of the debt component, is allocated to the equity component with no gain or loss recorded on the issuance date. The Company utilized the relative fair value method under Canadian GAAP regarding the values of the liability and equity components. Because the Company did not follow the IFRS allocation approach such analysis will be required in order to retrospectively adjust the allocation between debt and equity as of the date of each issuance (rather than on transition date). The Company is currently quantifying the differences in methods. The resulting opening transition entry may reflect a cumulative adjustment to the following:
    a. the accreted value of the debt using the effective interest rate method;
    b. the equity conversion option to reflect the revised allocation methodology and;
    c. the resulting difference in opening retained earnings, net of any applicable taxes.

SHARE CAPITAL

Authorized Common Shares:

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 Issued:

	Number	Amount
Balance, December 31, 2009	55,429,022	$ 50,831,518
Balance, September 30, 2010 and November 12, 2010	55,429,022	$ 50,831,518

Share Purchase Warrants:

At September 30, 2010 and November 12, 2010, there were Nil share purchase warrants outstanding. Share purchase warrants entitled the holders thereof to purchase one common share for each warrant. Changes in share purchase warrants for the nine months ended September 30, 2010 are as follows:

Expiration Date	Exercise Price (CAD)	Outstanding at December 31, 2009	Issued during the period	Expired during the period	Outstanding at September 30, 2010
June 4, 2010	$2.00	6,000,000	–	6,000,000	–
Totals		6,000,000	–	6,000,000	–

Stock Option Plan:

The Company has a Stock Option Plan ("the Plan") under which it is authorized to grant share purchase options to directors, officers, consultants or employees of the Company. The Company is permitted to grant options under the Plan to acquire an aggregate fixed number of 9,885,804 common shares which was equal to 20% of the issued and outstanding common shares of the Company at the date of the adoption of the Plan. The exercise price of options granted under the Plan may not be less than the fair market value of the Company's common shares at the date such options are granted. Options granted under the Plan have a maximum life of five years. The Company's Board of Directors specifies a vesting period on a grant-by-grant basis. All options are granted at exercise prices which are at or above the traded share price on the respective grant date.

At September 30, 2010 and November 12, 2010, there are 7,500,000 options outstanding entitling the holders thereof to purchase one common share for each option held. Share options are as follows:

Expiration Date	Exercise Price (CAD)	Outstanding at December 31, 2009	Granted during period	Exercised during period	Forfeited during period	Outstanding at September 30, 2010
May 11, 2011	$1.00	3,025,000	–	–	–	3,025,000
July 19, 2011	$1.30	200,000	–	–	–	200,000
August 1, 2011	$1.30	100,000	–	–	–	100,000
February 15, 2012	$3.00	400,000	–	–	–	400,000
May 14, 2012	$3.20	125,000	–	–	–	125,000
August 30, 2012	$1.50	900,000	–	–	–	900,000
September 4, 2012	$1.60	150,000	–	–	–	150,000
October 31, 2012	$2.15	75,000	–	–	–	75,000
January 14, 2013	$1.50	400,000	–	–	–	400,000
February 7, 2013	$1.00	400,000	–	–	–	400,000
June 18, 2013	$1.50	1,600,000	–	–	–	1,600,000
August 11, 2013	$1.50	125,000	–	–	–	125,000
Totals		7,500,000	–	–	–	7,500,000

As of September 30, 2010 and November 12, 2010, 7,435,000 options have vested and are exercisable. The weighted average life of the stock options outstanding is 1.54 years. The weighted average exercise price of the stock options outstanding is CAD$1.38.

FINANCIAL INSTRUMENTS

The carrying values of cash, and accounts payable and accrued liabilities approximate fair value because of the short-term maturity of those instruments. The current bank accounts and accounts payable are non-interest bearing. 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 financial statements are the responsibility of the Company's management, and have been approved by the Company's Board of Directors. The financial statements were prepared by the Company's management in accordance with GAAP in Canada. The Company's 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 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 for the period ended September 30, 2010. This evaluation was performed by the Company's Chief Executive Officer and Chief Financial Officer with the assistance of other employees to the extent necessary and appropriate. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of the Company's disclosure controls and procedures were effective.

Internal Control Over Financial Reporting

The processes encompassing the Company's internal control over financial reporting have been designed to provide reasonable assurance of the reliability of external financial reporting in accordance with Canadian GAAP as required by National Instrument 52-109. The Company evaluated its internal control over financial reporting as of December 31, 2009.

This evaluation was performed by the Company's Chief Executive Officer and Chief Financial Officer with the assistance of other employees to the extent necessary and appropriate. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that 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 during the nine months ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect its internal control over financial reporting.

OTHER INFORMATION

This discussion and analysis of the financial position and results of operation as of November 12, 2010 should be read in conjunction with the unaudited consolidated financial statements for the three and nine months ending September 30, 2010. Additional information relating to the Company, including the Company's Annual Information Form, can be accessed at the Company's website www.powertechuranium.com or through the Company's public filings on SEDAR at www.sedar.com.

This Management Discussion and Analysis 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.