URAVAN MINERALS INC.
MANAGEMENT DISCUSSIONS & ANALYSIS

Six Months Ended June 30, 2010

Introduction

The following Management Discussions and Analysis (the "MD&A") for Uravan Minerals Inc. (the "Corporation" or "Uravan") incorporates the results of operations and financial information for the six months ended June 30, 2010 and any other information that may be available up to August 30, 2010. This MD&A should be read in conjunction with the Annual Audited Financial Statements and the related notes of the Corporation for the year ended December 31, 2009 (the "Financial Statements"). The reader is encouraged to review the Corporation's statutory filings on www.sedar.com and other information that may be displayed on its website: www.uravanminerals.com.

Results of Operations and Revenue

The Corporation is a development stage mineral exploration company and currently derives no revenues from operations. The Corporation receives some revenue from interest on cash balances, interest, dividends, other income from marketable securities and management fees. Over the last eight most recently completed quarters most of the Corporation's operating capital has been generated from the sale of marketable securities and management fees received in 2008.

Although the sale of marketable securities is not the Corporation's primary business, this activity has provided proceeds from sale that has provided the funds to offset the Corporation's general administrative expenses and some mineral exploration activity.

In the period ended June 30, 2010, the Corporation incurred a net loss after tax of $104,088 (2009 – $90,609 for the quarter then ended and a net loss after tax of $894,799 (2009 - $688,180) for the six months then ended. Total income (loss) amounting to $(89,191) (2009 – income of $24,199) was received from the realized loss on disposal of marketable securities less investment income and management fees in the three months ended June 30, 2010, with a loss of $372,786 (2009 – loss of $157,418) for the six months then ended.

The Corporation also incurred an unrealized gain on its portfolio of marketable securities of $118,290 (2009 - $(21,400)) during the quarter ended June 30, 2010 as the carrying value of the Corporation's marketable securities differed from the market value of the marketable securities at June 30, 2010 and 2009.

The Corporation holds a portfolio of marketable securities that are affected, positively and negatively, by fluctuating market conditions. Although the Corporation believes there are opportunities to gain from trading short-term fluctuations in market prices, the Corporation's investment policy going forward is to reduce its exposure in marketable securities due to the current uncertain economic and market outlook.

General and Administrative Expenses

General and administrative ("G&A") expenses during the three and six months ended June 30, 2010 was slightly lower as compared to the G&A expenses incurred during period ended June 30, 2009.

The following table summarizes major categories of general and administrative expenses for the quarters ended June 30, 2010 and 2009. The Corporation did not capitalize any indirect general and administrative expenses.

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Professional and consulting fees	$ 52,934	$ 38,296	92,158	75,341
Insurance	14,500	14,500	14,500	14,500
Rent	10,865	10,967	25,396	21,462
Office	9,015	13,645	18,844	24,016
Interest and bank charges	2,767	2,308	5,180	5,066
Stock exchange fees	2,621	2,675	7,621	7,675
Shareholder reporting	2,449	2,035	7,701	25,060
	$ 95,151	$ 84,426	$ 171,400	$ 173,120

Exploration Activity and Expenditures

In the six months ended June 30, 2010, the Corporation's exploration and property acquisition expenditures totaled $329,008 (year ended December 31, 2009 - $1,113,894). The majority of the Corporation's net exploration, geological and consulting expenditures was incurred on the Garry Lake project, the Boomerang project and Athabasca projects.

For details on exploration and acquisition costs incurred during the quarter ended June 30, 2010 see note 3 and Schedule 1 of the Financial Statements. The expenditures made by the Corporation during the period ended June 30, 2010 and the year ended December 31, 2009 is as follows:

	June 30, 2010	December 31, 2009
Property acquisition costs	$ 10,505	$ 45,195
Geological and consulting	318,503	1,068,699
	$ 329,008	$ 1,113,894

See Schedule 1 of the Financial Statements for a breakdown of the costs incurred on a property by property basis.

Historical Quarterly Results

The following table summarizes pertinent quarterly financial information for the eight most recently completed quarters. All balance sheet information is presented as at the quarter end date.

	Quarter Ended June 30, 2010	Quarter Ended March 31, 2010	Quarter Ended December 31, 2009	Quarter Ended September 30, 2009
Total revenue (1)	$ (79,701)	$ (280,730)	$ 1,108,320	$ (1,474,137)
General and administrative expenses (2)	95,151	76,249	126,940	76,584
Management fee recoveries (3)	178	147	9,557	4,497
Net income (loss)	(104,088)	(790,711)	(898,524)	(1,169,903)
Net income (loss) per share	(0.004)	(0.030)	(0.033)	(0.044)
Capital expenditures (net)	329,008	329,008	393,657	314,264
Total assets	12,135,882	12,285,201	13,244,349	13,965,680
Working capital	3,299,103	3,545,558	4,473,512	5,267,551
Common shares outstanding	26,707,614	26,707,614	26,707,614	26,707,614

	Quarter Ended June 30, 2009	Quarter Ended March 31, 2009	Quarter Ended December 31, 2008	Quarter Ended September 30, 2008
Total revenue (1)	$ 72,999	$ (125,245)	$ 138,954	$ 730,703
General and administrative expenses (2)	84,426	88,964	141,223	71,618
Management fee recoveries (3)	-	-	34,985	93,678
Net income (loss)	(77,103)	(524,185)	(954,753)	(687,437)
Net income (loss) per share	(0.003)	(0.020)	(0.036)	(0.026)
Capital expenditures (net)	257,807	148,166	208,483	374,667
Total assets	15,224,797	15,352,761	16,431,428	17,224,538
Working capital	6,903,084	7,231,568	7,963,993	9,421,314
Common shares outstanding	26,707,614	26,707,614	26,707,614	26,707,614

(1) Total revenue consists of investment income, management fees and gain on disposal of marketable securities.
(2) General & Administrative Expense before deducting management fees.
(3) Total management fees consist of management fees received from Cameco as operator of the Boomerang Uranium Projects pursuant to the Boomerang Option Agreement.

Financial Condition

Liquidity and Capital Resources

As at June 30, 2010 the Corporation had $3,299,103 in working capital (December 31, 2009 - $4,473,512) obtained primarily from private placements that closed during the year ended December 31, 2005 and during the year ended December 31, 2007, the sale of marketable securities, and interest and dividend income.

The Corporation's working capital is held as cash and cash equivalents amounting to $5,536 (December 31, 2009 - $286,363), marketable securities with a market value of $3,303,325 (December 31, 2009 - $4,427,052), accounts receivable of $10,482 (December 31, 2009 - $38,105) and prepaids and deposits of $30,800 (December 31, 2009 - $30,800) less accounts payable and accrued liabilities of $51,040 (December 31, 2009 – $308,808).

The Corporation's short term investments and tradable securities can be liquidated on relatively short notice, if required.

The majority of the Corporation's working capital and its ability to fund exploration activities on its mineral properties are obtained either by joint venture arrangements and/or equity financings. One of the Corporation's primary objectives in 2010 and prior years has been to acquire mineral properties believed to have high exploration potential and, as a means to preserve working capital and defer exploration risk, seek and enter into joint venture arrangements with other third parties that can fund exploration to earn an interest on its existing projects or additional properties. As an exploration stage company, with limited revenue stream, the Corporation carefully budgets exploration and administrative expenses, and closely monitors its cash 'burn rate' and cash position. The Corporation has adopted a policy of utilizing funds to invest in marketable securities with a view to generating returns to assist in funding the Corporation's operating expenses. Due to the current uncertain economic and market outlook, the Corporation's investment policy going forward is to reduce its exposure in marketable securities.

Capitalization

The Corporation did not issue any common shares or common share stock options during the year ended December 31, 2009 or the six months ended June 30, 2010.

On January 12, 2010, the Corporation granted 520,000 stock options pursuant to the common share option plan described in note 5(c) to the financial statements. The options have a five year life from the date of grant, an exercise price of $0.16 and vest as to 1/3 on the first anniversary of grant, 1/3 on the second anniversary of grant and 1/3 on the third anniversary of grant.

During the year ended December 31, 2009, 300,000 of the Corporation’s previously issued stock options were forfeited on the departure of certain of the Corporation’s executives and board members. An additional 20,000 of the Corporation’s previously issued stock options were cancelled.

Basic net loss per share for the quarter ended June 30, 2010 has been calculated using the weighted average number of common shares of 26,707,614 (2009 – 26,707,614) outstanding during the year. NIL (2009 – NIL) common shares have been added to the denominator in calculating diluted net loss per share for the dilutive effect of options outstanding in 2010 and 2009.

Current Financial Market Conditions and Risk Factors

The recent global financial crisis has tightened liquidity in the financial markets and has damaged investor confidence in global equity markets, leading to significant declines in global market indices and negatively impacting the value of publicly-traded securities of many companies. The Corporation has evaluated and summarized selected aspects of the Corporation’s business and financial condition that could be affected by these macro-economic conditions, as they currently exist.

While the market values of our investments in marketable securities, which consist primarily of investments in the common shares of publicly traded companies and exchange traded funds, have decreased from previous highs during the year, these investments have continued to generate earnings and/or dividends to the Corporation, as applicable. Although the Corporation believes that there are opportunities to profit from the short-term fluctuations in market prices, the Corporation’s investment policy going forward is to reduce its exposure in marketable securities due to the current uncertain economic and market outlook.

The current global financial crisis could adversely affect the Corporation’s ability to raise capital if the need arose. We believe that internally generated cash flow and current cash and marketable securities balances will be sufficient to meet our anticipated capital expenditures and other cash requirements in 2010, exclusive of any possible acquisitions. With the exception of current constraints in the commercial paper market at this time, we do not reasonably expect any presently known trend or uncertainty to affect our ability to access our historical sources of cash. The Corporation does not currently hold any investments in commercial paper.

Future Financial Conditions and Risk Factors

The Corporation believes the continuing increase in the cost of securities reporting, regulatory compliance and audit and accounting fees remains a significant factor that could affect the future financial condition of the Corporation. The Corporation believes that these costs will continue to rise in ensuing years due to the constant change to regulatory reporting, corporate governance and compliance, interim and annual financial documentation and reporting.

Another area of financial risk to the Corporation is the steep rise in the cost to perform exploration activities throughout Canada and particularly in Canada’s northern territories (NT and NU). Over the last five years exploration costs have risen significantly as the mineral exploration industry struggles with the increased cost associated with land use permitting, the increased price of fuel and materials, a shortage of equipment and trained people and delays that result from these conditions.

A growing concern of the Corporation is the ability of the Federal Government land use regulators to issue land use permits ("LUP") for mineral exploration on the Corporation's mining claims in the NT and NU due to native land claim issues and growing opposition by environmental and special interest groups.

Factors that may positively or negatively impact the future financial condition and performance of the Corporation is the overall health of the global economies as the Corporation usually derives a significant portion of its working capital from public financings and trading marketable securities.

Other factors' that may affect the performance of the Corporation is the positive or negative movement in metal prices, which is strongly related to the health of the global commodity markets, which affects the overall demand for metals. A decline in the metal prices would affect the availability of equity funds and the Corporation's ability to obtain exploration financing. During 2008 and early 2009 the metal markets have contracted substantially due to depressed global economies. The Corporation believes that some recovery has occurred in the currently metal prices and could continue over the next several years, albeit with significant price volatility.

The uranium market is one area where the Corporation could be negatively affected by the depressed global markets. Uranium spot prices have previously increased, going from $7.10 per pound U_3O_8 in 2000, reaching a high of $136 per pound U_3O_8 in mid-June 2007. From 2008, the spot uranium prices sold off and are currently $46.50 per pound. Uravan believes the current uranium spot market prices will remain in balance from 2010 to 2016 due to a shortfall in global uranium production. The key to stabilizing the uranium market will come from utility buyers seeking to backfill inventory needs. From 2017 forward there is potential for a severe and growing deficit. The Corporation believes the uranium spot price needs to improve markedly to ensure new exploration and development. A positive trend in uranium prices will greatly assist the Corporation in any funding required for current and future exploration.

Factors that may present risks to the future rise in uranium spot prices are: (1) any major mishap with a nuclear reactor could curtail new reactor builds and reduce demand, (2) any technical or regulatory problems could reduce exploration and development and (3) uranium material previously stockpiled by speculators and investors could temporarily flood the market.

The Corporation plans to pursue further exploration on its uranium projects. This planned activity is subject to the recovery and higher uranium prices, the availability of equipment and personnel and, most importantly, the timely government approval of LUPs.

Contractual Obligations

In addition to the mineral property exploration and development expenditures required, as described in note 3 to the financial statements and below, the Corporation has entered into a lease for office space requiring minimum annual lease payments, including estimated occupancy costs, of $41,820 until expiry on October 31, 2011.

Other mineral property obligations the Corporation has are the Boomerang lease fees (Boom 1-5 Leases) amounting to $10,055 due annually plus minimum work commitments on the adjoining claims (collectively the "Boomerang Project") of $1,113,894 for 2009 and annually each year thereafter through the remaining life of the claims, which have been deferred, as discussed later in this report. The annual lease fees and future work commitments on the adjoining claims are expected to be funded through the Boomerang Joint Venture on a 51%/49% basis between Cameco and Uravan, respectively.

The Corporation also must make minimum work commitments on its Thelon SW basin claims staked effective July 11, 2006, amounting to $931,766 due by July 2008 and $465,883 annually each year thereafter over the remaining life of the claims.

Other mineral property obligations the Corporation has are its minimum work commitments on its Garry Lake claims amounting to $2,262,312 due in 2008, $2,233,653 due in 2009, and $1,709,376 due annually each year thereafter for the remaining life of the claims. To December 31, 2009, the Corporation has made exploration expenditures of $3,723,871 on the Garry Lake claims.

The Corporation's Boomerang, Thelon Basin and Garry Lake claims are currently without an approved LUP. Without an approved LUP, the Corporation is prohibited from conducting mineral exploration activities, such as diamond drilling, on these claims to fulfill its assessment work requirements. Therefore, the Corporation has requested relief from its assessment work requirements on the mining claims and leases making up the Boomerang, Thelon Basin and Garry Lake properties pursuant to the Northwest Territories & Nunavut Mining Regulations (NTNMR) Section 81 – *Prohibitions and Reservations of the Northwest Territories and Nunavut Mining Regulations.* This relief is necessary to maintain the mining claims in good standing for the period within which fulfillment of the assessment work requirements are prevented. In February and July 2008, respectively, the Mining Recorder of the Northwest Territories and Nunavut granted relief under Section 81 thereby lengthening the work period on the Boomerang, Thelon Basin and Garry Lake claims by two years so that work may be done and filed with the Mining Recorder. Pending the length of time the Corporation continues to be prohibited from carrying out work on its Boomerang, Thelon Basin and Garry Lake claims, further relief under Section 81 will be requested.

In May 2010 the Corporation was granted an extension from the Mining Recorder of Nunavut of the Section 81 relief previously granted on its Garry Lake claims. This extension lengthens the work period by a further two (2) years so that work on the claims may be done and filed within the time limits allowed under Section 41 of the NTNMR.

The Corporation is also required to make $245,356 of annual minimum expenditures on its Rottenstone property. The Corporation has excess expenditures of $662,343 remaining to the credit of the mineral dispositions on the Rottenstone property that may be used towards future exploration and development work requirements. Under the terms of the now terminated earn-in agreement with Mantis Minerals Corporation ("Mantis"), Mantis made exploration expenditures of $1,167,429 on the Rottenstone Property. The Corporation has applied to have the Mantis expenditures be considered towards future exploration and development work requirements on the claims. Results of the application are pending.

In December 2009, the Corporation staked the Outer Ring claims (Athabasca Property), consisting of four (4) Mineral Dispositions covering 15,651 hectares (38,651 acres) in the Athabasca Basin in northeast Saskatchewan. The Mineral Dispositions will have a 20 year life and will require that the Corporation make exploration and development expenditures amounting to $187,812 on or before the second anniversary of the claims being approved and an annual exploration and development expenditure of $187,812 each year thereafter over the remaining life of the Mineral Dispositions.

In August 2010, the Corporation staked the Johannsen Lake claims (Athabasca Property), consisting of four (4) Mineral Dispositions covering 18,438 hectares (45,560 acres) in the Athabasca Basin in northeast Saskatchewan. The Mineral Dispositions will have a 20 year life and will require that the Corporation make exploration and development expenditures amounting to $221,256 on or before the second anniversary of the claims being approved and an annual exploration and development expenditure of $187,812 each year thereafter over the remaining life of the Mineral Dispositions.

On March 1, 2008, the Corporation executed a collaborative applied research grant with the Queen's Facility for Isotope Research ("QFIR") at Queen's University, Ontario (the "Research Grant"). The Research Grant is payable by the Corporation to QFIR amounting to $205,000 annually for a term of three years. The Research Grant can be extended or terminated with notice from either party. In 2009 QFIR waived the second $205,000 payment as funds from the original contribution were sufficient to cover two years. The second contribution is due in October 2010. The funds contributed by the Corporation to QFIR are for direct support for the QFIR research group and consumables used in specialized analyses provided by QFIR for isotope research in support of specific Corporation-QFIR research projects.

Transactions with Related Parties

Mineral properties and deferred costs include $34,125 (December 31, 2009 - $151,750) of consulting and other fees paid to corporations controlled by officers and directors. Of this amount, $22,200 (December 31, 2009 – $10,500) is included in accounts payable and accrued liabilities and is due under normal credit terms.

General and administrative expenses include $43,544 (June 30, 2009 - $46,575) of consulting and other fees paid to corporations controlled by directors and officers. Of this amount $16,450 (December 31, 2009 – $28,275) is included in accounts payable and is due under normal credit terms.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

The Corporation has no “off-balance sheet arrangements”.

Proposed Transactions

In the normal course of business, the Corporation from time to time conducts geological reconnaissance and property evaluation for possible acquisition and considers proposals from other companies for optioning its own properties. These potential acquisitions and proposals, which are generally subject to Board, regulatory and possibly shareholder approvals, may involve future payments, share issuance and property work commitments or the reduction of its existing mineral interest. These future obligations or option proposals are usually contingent in nature and generally the Corporation controls the obligations it wants to incur or proposals it wished to continue with.

Critical Accounting Estimates

Critical accounting estimates are assumptions made by the Corporation about matters that are highly uncertain at the time the accounting assumption is made. Key areas where management has made complex or subjective judgments (often as a result of matters that are inherently uncertain) include, among others, the fair value of certain assets; recoverability of mineral properties and deferred costs; environmental and asset retirement obligations; stock-based compensation; and income taxes. Actual results could differ from these and other estimates, the impact of which would be recorded in future periods.

Management Report on Financial Statements

The accompanying Financial Statements and related financial information are the responsibility of the Corporations management and have been prepared in accordance with accounting principles generally accepted in Canada and include amounts based on estimates and judgments. Financial information included elsewhere in this report is consistent with the financial statements.

Our independent registered chartered accountants, Collins Barrow Calgary LLP, provided an audit of the annual Financial Statements, as reflected in their report for the years ended December 31, 2009 and 2008.

The Financial Statements are approved by the Board of Directors as a whole acting as the audit committee. The Financial Statements and MD&A are also analyzed by the Board of Directors together with management and are approved by the Board of Directors. In addition, the Board of Directors as audit committee has the duty to review critical accounting policies and significant estimates and judgments underlying the Financial Statements as presented by management, and to approve the fees of the independent registered chartered accountants.

Collins Barrow Calgary LLP has full and independent access to the audit committee to discuss their audit and related matters.

Changes in Accounting Policies Including Initial Adoption

The following new accounting policies were adopted during the year ended December 31, 2009 by the Corporation:

Goodwill and Intangible Assets

In February 2008, the CICA issued Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Other Intangible Assets", and Section 3450, "Research and Development Costs". The purpose of these sections is to provide more specific guidance on the recognition of internally developed intangible assets and requires that research and development expenditures be evaluated against the same criteria as expenditures for intangible assets. The sections harmonize Canadian standards with IFRS and apply to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. The adoption of this section did not have any impact on the Corporation's financial statements.

Also in February 2008, the CICA amended portions of Section 1000, "Financial Statement Concepts", which the CICA concluded permitted deferral of costs that did not meet the definition of an asset. The amendments apply to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. Upon adoption of Section 3064 and the amendments to Section 1000, capitalized amounts that no longer meet the definition of an asset will be expensed retrospectively. The Corporation adopted this standard on January 1, 2009 without material impact on its results of operations or financial position.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

In January 2009, the Emerging Issues Committee of the CICA approved an abstract EIC 173, "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities" which provides further information on the determination of the fair value of financial assets and financial liabilities under Section 3855, entitled "Financial Instruments - Recognition and Measurement". This EIC states that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. EIC 173 is to be applied retrospectively without restatement of prior periods to all financial assets and liabilities measured at fair value in interim and annual financial statements for periods ending on or after the date of issuance of this abstract. The Corporation adopted this standard on January 1, 2009 without material impact on its results of operations or financial position.

Mineral Exploration Costs

On March 27, 2009, the Emerging Issues Committee has amended EIC-126 *Accounting by Mining Enterprises for Exploration Costs* to provide additional guidance in light of the potential adverse impact of the current economic and financial turmoil on the carrying value of the deferred exploration costs. Management assessed the mineral properties and deferred exploration costs based on the criteria and recommendations of EIC-126 and EIC-174 and Accounting Guideline 11. Based on this information, management concluded that some of its properties were impaired during the year ended December 31, 2009. Refer to note 3 to the financial statements.

Recent Accounting Pronouncements

International Financial Reporting Standards

In April 2008, March 2009 and October 2009, the Canadian Accounting Standards Board ("AcSB") published exposure drafts on "Adopting IFRSs in Canada". IFRSs have now been incorporated into the CICA Accounting Handbook effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. At this date, publicly accountable enterprises in Canada will be required to prepare financial statements in accordance with IFRSs. Incorporation of IFRSs into the CICA Accounting Handbook makes possible the early adoption of IFRSs by Canadian entities. Also, in October 2009, the AcSB issued the exposure draft "Improvements to IFRSs" to incorporate into Canadian

GAAP the amendments to IFRSs that result from an exposure draft issued by the International Accounting Standards Board ("IASB"). The IASB's exposure draft deals with minor amendments and focuses on areas of inconsistency in standards or where clarification of wording is required. It is expected that the amendments will be effective January 1, 2011. The Corporation is currently reviewing the standards to determine the potential impact on its financial statements.

Business Combinations

In January 2009, the AcSB issued revised accounting standards in regards to business combinations with the intent of harmonizing those standards with IFRSs. The revised standards require the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establish the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and disclose to investors and other users all of the information they need to evaluate and understand the nature and financial effect of the business combination. The Corporation is unable to determine the impact of these new standards, since they apply prospectively to business combinations for which the acquisition date is after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Non-controlling Interests in Consolidated Financial Statements

In January 2009, the AcSB issued accounting standards to require all entities to report non-controlling (minority) interests as equity in consolidated financial statements. The standards eliminate the disparate treatment that currently exists in accounting for transactions between an entity and non-controlling interests by requiring they be treated as equity transactions. These standards will be retrospectively applied on January 1, 2011. The Corporation is currently reviewing the standards to determine the impact, if any, on its financial statements.

Financial Instrument Disclosures

In June 2009, the AcSB amended certain requirements related to financial instrument disclosures in response to amendments issued by the IASB. The AcSB's amendments are consistent with its strategy to adopt IFRSs and to ensure the existing disclosure requirements for financial instruments are converged to IFRSs to the extent possible. The standards require disclosure of fair values based on a fair value hierarchy as well as enhanced discussion and quantitative disclosure related to liquidity risk. The amended disclosure requirements are effective for annual financial statements relating to fiscal years ending after September 30, 2009; the Corporation has included the required disclosure in Note 4 to the financial statements.

International Financial Reporting Standards

In April 2008, the CICA published the exposure draft "Adopting IFRSs in Canada". The exposure draft proposes to incorporate the IFRSs into the CICA Accounting Handbook effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. At this date, publicly accountable enterprises will be required to prepare financial statements in accordance with IFRSs. The exposure draft makes possible the early adoption of IFRSs by Canadian entities.

In June 2008, the Canadian Securities Administrators ("CSA") published a staff notice that stated it is prepared to recommend exemptive relief on a case by case basis to permit a domestic Canadian issuer to prepare its financial statements in accordance with IFRSs for a financial period beginning before January 1, 2011. We do not anticipate adopting IFRSs earlier than the mandatory adoption deadline of January 1, 2011.

The Corporation has commenced the process to transition from current Canadian GAAP to IFRSs. The transition will be lead by establishing a project team that will be led by finance management or outside consultants, and will include representatives from various areas of the organization as necessary to plan for and achieve a smooth transition to IFRSs. Regular progress reporting to the audit committee of the Board of Directors on the status of the IFRSs implementation project will be instituted.

The implementation project will consists of three primary phases, which in certain cases will be in process concurrently as IFRSs is applied to specific areas from start to finish:

- Scoping and diagnostic phase —This phase involves performing a high-level impact assessment to identify key areas that may be impacted by the transition to IFRSs. As a result of these procedures the potentially affected areas are ranked as high, medium or low priority.

- Impact analysis, evaluation and design phase — In this phase, each area identified from the scoping and diagnostic phase will be addressed in order of descending priority, with project teams or outside consultants established as deemed necessary. This phase involves specification of changes required to existing accounting policies, information systems and business processes, together with an analysis of policy alternatives allowed under IFRSs and development of draft IFRSs financial statement content.

- Implementation and review phase — This phase includes execution of changes to information systems and business processes, completing formal authorization processes to approve recommended accounting policy changes and training programs across the Corporation's staff, as necessary. It will culminate in the collection of financial information necessary to compile IFRSs-compliant financial statements, embedding IFRSs in business processes, elimination of any unnecessary data collection processes and audit committee approval of IFRSs financial statements. Implementation also involves delivery of further training to staff as revised systems begin to take effect.

The Corporation is currently completing the scoping and diagnostic phase. The Corporation's preliminary analysis of IFRSs and comparison with currently applied accounting principles has identified a number of differences. Many of the differences identified are not expected to have a material impact on the reported results and financial position. However, there may be significant changes following from the IFRSs accounting principles and provisions for first time adoption of IFRSs on certain areas. The Corporation has not yet determined the full effects of adopting IFRSs.

Most adjustments required on transition to IFRSs will be made, retrospectively, against opening deficit as of the date of the first comparative balance sheet presented based on standards applicable at that time. Transitional adjustments relating to those standards where comparative figures are not required to be restated will only be made as of the first day of the year of adoption. IFRS 1, "First-Time Adoption of International Financial Reporting Standards", provides entities adopting IFRSs for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRSs. The Corporation is analyzing the various accounting policy choices available and will implement those determined to be most appropriate in the Corporation's circumstances.

Set out below are the key areas where changes in accounting policies are expected that may impact the Corporation's financial statements. The list and comments below should not be regarded as a complete list of changes that will result from transition to IFRSs. It is intended to highlight those areas we believe to be most significant; however, analysis of changes is still in process and not all decisions have been made where choices of accounting policies are available. We note that the regulatory bodies that promulgate Canadian GAAP and IFRSs have significant ongoing projects that could affect the ultimate differences between Canadian GAAP and IFRSs and their impact on the Corporation's financial statements in future years. The future impacts of IFRSs will also depend on the particular circumstances prevailing in those years. The differences described below are those existing based on Canadian GAAP and IFRSs today. At this stage, the Corporation is not able to reliably quantify the impacts expected on its financial statements for these differences.

Impairment of Assets

Canadian GAAP generally uses a two-step approach to impairment testing: firstly comparing asset carrying values with undiscounted future cash flows to determine whether impairment exists; and then measuring any impairment by comparing asset carrying values with fair values. International Accounting Standard ("IAS") 36, "Impairment of Assets", uses a one-step approach for both testing for and measurement of impairment, with asset carrying values compared directly with the higher of fair value less costs to sell and value in use (which uses discounted future cash flows). This may potentially result in more write-downs where carrying values of assets were previously supported under Canadian GAAP on an undiscounted cash flow basis, but could not be supported on a discounted cash flow basis. However, the extent of any new write-downs may be partially offset by the requirement under IAS 36 to reverse any previous impairment losses where circumstances have changed such that the impairments have reduced. Canadian GAAP prohibits reversal of impairment losses.

Share-Based Payments

IFRS 2, “Share-Based Payments”, requires that cash-settled share-based payments to employees be measured (both initially and at each reporting date) based on fair values of the awards. Canadian GAAP on the other hand requires that such payments be measured based on intrinsic values of the awards.

Provisions (Including Asset Retirement Obligations)

IAS 37, “Provisions, Contingent Liabilities and Contingent Assets”, requires a provision to be recognized when: there is a present obligation as a result of a past transaction or event; it is probable that an outflow of resources will be required to settle the obligation; and a reliable estimate can be made of the obligation. “Probable” in this context means more likely than not. Under Canadian GAAP, the criterion for recognition in the financial statements is “likely”, which is a higher threshold than “probable”. Therefore, it is possible that there may be some contingent liabilities which would meet the recognition criteria under IFRSs that were not recognized under Canadian GAAP.

Other differences between IFRSs and Canadian GAAP exist in relation to the measurement of provisions, such as the methodology for determining the best estimate where there is a range of equally possible outcomes (IFRSs uses the mid-point of the range, whereas Canadian GAAP uses the low-end of the range), and the requirement under IFRS for provisions to be discounted where material.

Income Taxes

IAS 12, “Income Taxes”, currently requires income tax to be charged (or credited) directly to equity (Other Comprehensive Income) if the tax relates to items that are credited (or charged), in the same or a different period, directly to equity. Under Canadian GAAP, only the income tax relating to items credited (or charged) directly to equity in the same period is charged (or credited) directly to equity. This change may result in some income tax effects being recognized directly in equity rather than through net income or loss. This GAAP difference is currently being addressed as part of the International Accounting Standards Board’s project on Income Tax.

Financial Assets and Liabilities and Related Risk Management

The Corporation designated its portfolio of marketable securities as held-for-trading. The Corporation’s portfolio of marketable securities is held with the objective of generating a profit from short term fluctuations in the market prices of the securities. The Corporation’s marketable securities are carried at fair value on the balance sheet, with any changes in the fair value of held-for-trading financial assets recognized in the statement of loss.

The fair value of marketable securities which are investments in equity securities and other investments designated as held-for-trading, is based on the closing price of the securities as of the balance sheet date. The fair values of accounts receivable, deposits, and accounts payable and accrued liabilities approximate their carrying values due to their short-term nature.

The Corporation’s cash and cash equivalents and bank indebtedness are also classified as held-for-trading. The Corporation’s portfolio of marketable securities, cash and cash equivalents and bank indebtedness are carried at fair value on the balance sheet. The Corporation designated its accounts receivable and deposits as loans and other receivables and are recorded at amortized cost on the balance sheet. The Corporation’s accounts payable and accrued liabilities are classified as other financial liabilities and are recorded at amortized cost on the balance sheet.

The Corporation is exposed in varying degrees to a variety of financial risks from its use of financial instruments: credit risk, liquidity risk and market risk. The source of risk exposure and how each is managed is outlined below.

Credit Risk

The Corporation is exposed to credit risk on its cash and cash equivalents, accounts receivable and deposits. At June 30, 2010, the maximum exposure to credit risk, as represented by the carrying amount of the financial assets, was:

Cash	$	5,536
Accounts receivable, excluding GST recoverable		-
Deposits		19,000
	$	24,536

Accounts receivable is comprised of both trade and non-trade accounts. Trade accounts receivable are recognized initially at fair value and subsequently measured at amortized cost less allowance for doubtful accounts. An allowance for doubtful accounts is established when there is a reasonable expectation that the Corporation will not be able to collect all amounts due according to the original terms of the receivables. The Corporation's invoices are due when rendered. The carrying amount of the trade accounts receivable is reduced through the use of the allowance account, and the amount of any increase in the allowance is recognized in the income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the income statement.

Trade accounts receivable relate to amounts due from Cameco Corporation of $NIL (December 31, 2009 - $23,375) for their share of costs pursuant to the Boomerang Property Option agreement described in note 3(b) to the financial statements. Non-trade accounts receivable relate to investment income accrued on the Corporation's portfolio of marketable securities. Deposits consist of assessment work prepayments made with the department of Indian and Northern Affairs Canada.

The Corporation does not hold any collateral as security. As at June 30, 2010, the Corporation did not have any past due or impaired accounts receivable.

Liquidity Risk

Liquidity risk arises from our general funding needs and in the management of the Corporation's assets, liabilities and mineral property expenditure requirements. The Corporation manages its liquidity risk to maintain sufficient liquid financial resources meet its commitments and obligations as they come due in a cost-effective manner. In managing its liquidity risk, the Corporation has access to its cash and equivalents and to the Corporation's portfolio of marketable securities.

All of the Corporation's financial liabilities, being the balance of accounts payable and accrued liabilities, are due within the current year. The Corporation does not have any contractual financial liabilities with payments required beyond the current year, other than the office lease and Queen's University research commitments.

Market Risks

Market risk is the risk that financial instrument fair values will fluctuate due to changes in market prices. The significant market risks to which the Corporation is exposed are foreign currency exchange risk, interest rate risk and price risk (related to equity securities). The objective of market risk management is to manage and control risk exposure within acceptable limits to maximize returns. Although the Corporation believes that there are opportunities to profit from the short-term fluctuations in market prices, the Corporation's investment policy going forward is to reduce its exposure in marketable securities due to the current uncertain economic and market outlook.

Foreign Exchange Risk

The Corporation is exposed to foreign currency exchange risk relating to US dollar denominated equity securities that trade on US exchanges and are held in the Corporation's portfolio of marketable securities. The following table shows the Corporation's exposure to currency exchange risk and the pre-tax effects on income of reasonably possible changes in the relevant foreign currency. This analysis assumes all other variables remain constant.

	Carrying Amount of Asset at June 30, 2010	Foreign Exchange Risk Net income effect of 5% increase in US dollar	5% decrease in US dollar
US Held-for-trading marketable securities denominated in Canadian dollars	$ 1,860,466	$ 79,768	$ (79,768)

Interest Rate Risk

With respect to cash and cash equivalents, the Corporation's primary objective is to ensure the security of principal amounts invested and provide for a high degree of liquidity, while achieving an acceptable return.

The Corporation did not hold any investments in interest bearing securities at June 30, 2010.

Price Risk

The Corporation is also exposed to equity securities price risk because of its exchange-traded held-for-trading marketable securities. These investments are held with the objective of generating a profit from short term fluctuations in the market prices of the securities.

The following table shows the Corporation's exposure to price risk and the after-tax effects on net income of reasonably possible changes in the relevant securities prices. This analysis assumes all other variables remain constant.

	Carrying Amount of Asset at June 30, 2010	Price Risk Net income effect of 10% decrease in prices	10% increase in prices
Held-for-trading marketable securities	$ 3,303,325	$ (283,260)	$ 283,260

The sensitivity analyses included in the tables above should be used with caution as the changes are hypothetical and are not predictive of future performance. The above sensitivities are calculated with reference to period-end balances and will change due to fluctuations in the balances throughout the year. In addition, for the purpose of the sensitivity analyses, the effect of a variation in a particular assumption on the fair value of the financial instrument was calculated independently of any change in another assumption. Actual changes in one factor may contribute to changes in another factor, which may magnify or counteract the effect on the fair value of the financial instrument.

Fair Values

The fair value of marketable securities which are investments in equity securities and other investments designated as held-for-trading, is based on the closing price of the securities as of the balance sheet date. The fair values of accounts receivable, deposits, and accounts payable and accrued liabilities approximate their carrying values due to their short-term nature.

Financial assets are recognized initially at fair value, normally being the transaction price plus, other than for held-for-trading assets, directly attributable transaction costs.

Regular way purchases and sales of financial assets are recognized on the settlement date, the date on which the Corporation receives or delivers the asset.

Risks and Uncertainties - Environmental, Regulatory, Capital Markets, Investment Activities and Others

The Corporation operates as a mineral explorer in the mining industry that is Canada wide in scope. Mineral exploration involves considerable financial and technical risk. Substantial time and expenditures are usually required to make a discovery and to establish economic ore reserves. It is impossible to ensure that the current exploration properties and programs planned by the Corporation will result in an economic mineral discovery and development. Accordingly, success in achieving the objectives of the Corporation is affected by many circumstances over which the Corporation has no control. There is inherent risk in the exploration for mineral resources that is unavoidable. Also, there are risks associated with political instability, the impact of commodity prices on the valuation of mineral properties and share prices and general changes in economic conditions and the ability of the Corporation to obtain LUPs on its mineral properties.

The Corporation's mineral exploration activities have to be financed either through joint ventures or in the capital markets through the sale of its Common Shares. The ability of the Corporation to raise exploration funds in the capital markets is highly dependent on the value the market places on the Corporation's mineral properties and the strength of the metal markets. The value the market places on the Corporation's mineral exploration properties is directly related to the grade and thickness of the contain mineralization being reported and the potential to develop these mineral values into an economic deposit.

The Corporation has adopted a policy of investing in marketable securities with a view to generating returns to assist in funding the Corporation's operating expenses. There is no guarantee that such investments will generate positive returns. There is a risk that the Corporation may, from time to time, incur losses on these investments, which could compromise the Corporation's funding plans.

The Corporation holds a portfolio of marketable securities that are affected, positively and negatively, by fluctuating market conditions. Although the Corporation believes there are opportunities to gain from trading short-term fluctuations in market prices, the Corporation's investment policy going forward is to reduce its exposure in marketable securities due to the current uncertain economic and market outlook. The current market conditions could adversely affect the Corporation's ability to raise capital if the need arose.

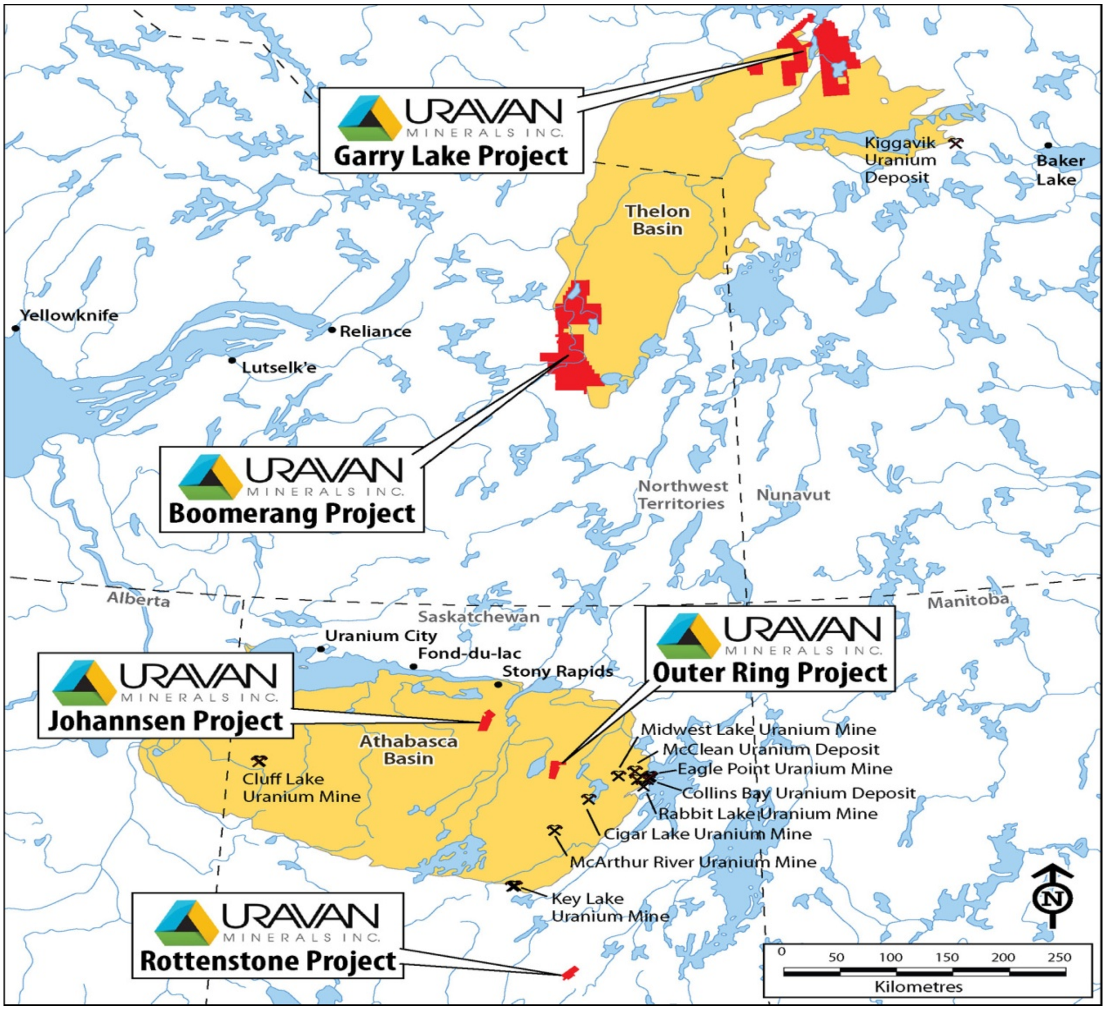
Management and Corporate Matters

The Corporation is dependent on a small number of key personnel. The loss of any of these people could have an adverse affect on the Corporation.

Nature of Operations

The Corporation is an R&D uranium exploration company. The Corporation is funding a collaborative research grant with the Queen's Facility for Isotope Research (QFIR) at Queen's University, Ontario. Under the direction of Dr. Kurt Kyser, the QFIR research team is working collaboratively with the Corporation's technical group to develop new exploration technologies using applied research. QFIR and the Corporation are working together to develop innovative ways to better image buried uranium deposits in underexplored sandstone basin environments. By sampling and analyzing surface media (plants and soils) the QFIR-Uravan research group is developing new geochemical and biogeochemical analytical protocols and methods that can better identify and vector exploration drilling toward undercover bedrock sources of uranium mineralization at greater depths

The Corporation's principal assets are its Outer Ring and Johannsen uranium projects, Athabasca Basin, the Boomerang and Garry Lake uranium projects, Thelon Basin and the Rottenstone Nickel-Copper-Platinum Group Element (Ni-Cu-PGE) project, Saskatchewan. It is the Corporation's goal to expand its land position in the Athabasca Basin, particularly in areas with known bench-mark uranium mineralization. The Corporation's mineral exploration and property acquisition strategy is directed toward the geological reconnaissance and interpretation of historical data for the evaluation of new areas. All the Corporation's mineral properties are considered in the exploration stage of development. The Corporation's objective is to create shareholder value through selective uranium property acquisitions in Canada and specific areas globally.



Property Summary and Exploration Update

From 2007 to 2010 exploration activity on both the Boomerang and Garry Lake uranium projects in the Thelon Basin have been delayed and considered challenging going forward due to land access restrictions as a result of Aboriginal community and NGO public concerns regarding potential adverse cultural and socioeconomic impacts from uranium exploration and development in the Thelon River Basin region. Given the challenging land access issues in these jurisdictions, the Boomerang and Garry Lake projects are on hold pending approval of Land Use Permits (LUP). In 2009 and 2010, the Corporation's strategy has been the evaluation and acquisition of new land positions in other jurisdictions, specifically the Athabasca Basin. In 2010 the Corporation has focused its exploration activities on its recently acquired Outer Ring and Johannsen uranium projects in the Athabasca Basin with the objective to establish drill targets to be tested in early 2011. Also, as a result of recent interpretive-modeling of the Rottenstone database (geological, geochemical and geophysical), new drill targets have been developed with diamond drilling being planned for early 2011.

Athabasca and Thelon Basin Applied Research Projects

Athabasca and Thelon Basins

The Athabasca and Thelon Basins are ancient (Paleoproterozoic) sandstone basins located in northern Saskatchewan and the Northwest/Nunavut Territories, respectively. The Athabasca Basin hosts high-grade unconformity-type uranium deposits that account for about 35 percent of the worlds natural uranium reserves. These unconformity-type uranium deposits occur in sandstones at the basement-sandstone unconformity contact (sandstone-hosted mineralization) and within the underlying structurally disrupted crystalline basement (basement-hosted mineralization). The ore grades are high, typically 5 to 20% U_3O_8.

The Athabasca and to a larger extent, the Thelon Basin, are vastly underexplored geological domains, albeit toward deeper terrain. Since the late 1970's most of the exploration and development work in the Athabasca Basin has occurred along the margins of the basin with little exploration history in the basin interior. The lack of new discoveries in the Athabasca and Thelon Basins during the 2004 to 2008 uranium exploration period suggests future exploration capital needs to be directed to underexplored areas. To accomplish this task more innovative remote sensing exploration methods will need to be deployed to provide better resolution of meaningful drill targets.

Geosphere – Biosphere Interface Technology

Due to the high cost of drilling in frontier exploration areas, such as the Boomerang and Garry Lake projects in the Thelon Basin and the Outer Ring and Johannsen projects in Athabasca Basin, better drill-hole vectoring of undercover uranium bedrock sources is essential. Given the more subtle signatures expressed by deeper buried geophysical anomalies, better remote sensing methods are required to narrow the exploration window in these favorable geological terrains. The Corporation is developing innovative exploration techniques using geochemistry and biogeochemistry commensurate with deep-penetrating geophysical techniques to prioritize and improve drill-hole vectoring methods. The pioneering of innovative geochemical and biogeochemical surface sampling and analytical methods could potentially narrow the exploration window of prospective conductive and off-conductor corridors thereby providing rapid assessment of potential terrain and reducing the number of drill-holes to discovery. One of the Corporations key strategies in developing innovative geochemical techniques is to advance the detection of uranium mineralization at greater depths versus targeting blind geophysical conductors.

Cigar Lake Uranium Deposit Orientation Survey

To help identify the surface expressions of deeply buried unconformity-type uranium deposits, in 2009 the Corporation and the QFIR entered into a collaborative research study with AREVA Resources Canada Inc. (AREVA). The proposal involved conducting a multifaceted surface sampling geochemical survey (geochemical orientation survey) over part of the Cigar Lake uranium deposit (Cigar West Survey). The Cigar Lake deposit is on the Waterbury/Cigar uranium property (a joint venture partnership between Cameco Corporation, AREVA, Idemitsu Kosan Co. Ltd., and Tokyo Electric Power Co. [TEPCO]) located in the Athabasca Basin, Saskatchewan. The Cigar Lake uranium deposits has reported resource of 226.3 million pounds U_3O_8 grading 20.7%.

The Cigar West Survey consisted of a multifaceted surface and drill core sampling program designed to develop new geochemical and biogeochemical analytical protocols and sampling techniques that can better identify and vector exploration drilling toward bedrock sources of uranium mineralization The field phase of the Cigar West Survey was completed in July 2009 and was carried out and funded by the Corporation. QFIR, under the direction of Dr. Kurt Kyser, is working collaboratively with the Corporation to provide high-resolution analytical work, guidance in the collation, compilation and interpretation of specific element arrays and isotope systems that are considered positive uranium markers of buried uranium mineralization.

The compilation and interpretation of the analytical results from the Cigar West Survey determined that the highest concentration of classic Athabasca unconformity-related uranium pathfinder elements and distinctive isotopes occur over the surface projection of the known high-grade Cigar West uranium deposit. This research has clearly identified distinctive elements and isotopic compositions that have been mobilized from that deposit to the surface media (plants and soils) through about 450 meters of sandstone. The results of this survey will provide new technologies for rapidly evaluating the explorability of underexplored areas within the Athabasca Basin and other frontier regions.

The recent geochemical surveys conducted on the Outer Ring and Johannsen properties will be the focus of a new collaborative research study between QFIR and the Corporation. This new research study will capitalize on the recently developed innovative geochemical protocols from the Cigar West Survey plus develop new protocols for more reliable and definitive indicators of uranium mineralization at greater depth to help identify undercover deposits on the Outer Ring and Johannsen projects.

Athabasca Core Review (ACR)

In conjunction with of the Cigar Lake Survey, the Corporation recently completed an Athabasca Basin basin-wide core review program (Athabasca Core Review). The Athabasca Core Review was undertaken to better determine the prospectively and explorability of corridors within the Athabasca Basin that are currently underexplored. The program consisted of reviewing 45 selected Athabasca Basin core holes from the archived core collection available at the Saskatchewan Subsurface Lab in Regina, SK. This program included lithological logging, infrared spectral clay analysis, alteration profile analysis, routine core sampling for multi-element ICP/MS analysis and other isotope analytical programs. The ACR will provide a comprehensive litho-geochemical and clay-alteration 3-D profile over the Athabasca Basin that will, among other things, help in the selection of favorable underexplored corridors for land acquisition purposes.

Although the interpretation and evaluation of the Cigar West Survey and Athabasca Core Review, described above, are on-going, preliminary results suggest specific sampling techniques and analytical protocols are providing surface anomalies that appear to image bedrock sources of uranium mineralization at depths >450 meters. In the summer 2010, some of these new technologies will be applied to the Corporations' recently acquired Outer Ring and Johannsen properties in the Athabasca Basin.

Athabasca Basin Land Acquisition Strategy

In late 2009 and recently in July 2010 the Corporation acquired a land position in the Athabasca Basin with its Outer Ring and Johannsen uranium projects. These acquisitions are a significant first step in obtaining a major position in this uranium endowed district. It is the Corporation's goal to hold substantial a land position in the Athabasca Basin in 2010. The terrain being evaluated is the underexplored and further basin ward structural corridors where historical data is scarce or lacking. Currently, a regional basin-wide compilation has been completed, corridors of interest identified and areas for specific land acquisition selected based on the recently completed Athabasca Core Review.

Outer Ring and Johannsen Uranium Projects (Athabasca Property)

The Corporation owns 100% of the Outer Ring and Johannsen Lake uranium properties located in the Athabasca Basin, northern Saskatchewan. The Outer Ring property was staked in December 2009 and consists of four (4) mineral dispositions totaling 16,651 hectares (41,145 acres), located along the corridor of the Cable Bay shear zone in the Pasfield Lake area, Athabasca Basin. The Johannsen Lake property was staked in August 2010 and consists of four (4) mineral dispositions totaling approximately 18,438 hectares (45,560 acres), located along the Black Lake shear zone, Athabasca Basin. Both properties were acquired based on a holistic basin approach for evaluating underexplored terrain having a high potential for hosting unconformity-type uranium deposits in the Athabasca Basin.

Commensurate with the staking of the Outer Ring and Johannsen properties, multifaceted surface geochemical surveys commenced. The sampling programs are designed to evaluate the most probable location of buried uranium mineralization based on the identification of key multi-element signatures and isotope systems by analyzing soils and vegetation collected on overlapping 500 meter off-set grids covering the properties. The surface geochemical programs will capitalize on the innovative techniques developed from a collaborative geochemical orientation study by QFIR (Queen's Facility for Isotope Research) and the Corporation on the Cigar West uranium deposit (Cigar West Survey)

The analytical results from the Outer Ring geochemical program are scheduled to be completed by early September 2010. It is anticipated that additional sampling over specific areas of interest will be required to complete the evaluation. The compilation and interpretation of the geochemical database will be completed in late 2010. Conditional on positive results from the geochemical survey, a diamond drill program will commence in early 2011 to test specific key surface anomalies suggestive of uranium mineralization at depth. A similar data evaluation schedule is anticipated for the Johannsen property which, if completed and conditional on positive results, will provide a second property in the Athabasca Basin for drilling in 2011.

Boomerang Lake Uranium Project

The Corporation owns 49% of the Boomerang uranium property and has a joint venture agreement with Cameco Corporation (Cameco) who owns 51%. The property consists of 5 contiguous mining leases and 341 mining claims covering 353,809 hectares located in the southwest (SW) portion of the Thelon Basin, Northwest Territories (NT).

The Boomerang property straddles the western margin of the SW Thelon Basin and extends eastward covering Paleoproterozoic basin and basement geological domains. The Thelon Basin consists of unmetamorphosed conglomerates and sandstone of the Paleoproterozoic Thelon Formation. The younger Thelon sandstone is unconformable with the underlying metamorphosed basement rocks. The Thelon Basin is considered analogous to the Athabasca Basin in Saskatchewan. The Thelon Basin is underexplored when compared to the Athabasca Basin.

Uranium exploration in the SW Thelon Basin has taken place off and on from 1969 to the present. Previous significant exploration by other operators on lands now covered by the Boomerang uranium property was conducted between 1976 and 1984, and in 1990 and 1992. Significant results were obtained with the intersection of 0.5 meter grading 0.50% U3O8, 22.4 g/t Au, and 12.3 g/t Ag at the faulted unconformity contact, at the base of the Thelon sandstone, coincident with a graphite hosting basement and geophysical conductive corridor, representing the target horizon for future drilling. These operators completed a total of 51 reconnaissance drill holes for a total of 6337 meters drilled on what is now called the F-Trend (EM conductive corridor)

The Corporation conducted regional reconnaissance diamond drilling in each of 1998, 2006 and 2007 on the F- and G-EM (electromagnetic) conductive trends amounting to 21 diamond drill holes totaling 4764 meters drilled. This drilling identified mineralization immediately beneath the unconformity amounting to 1.0 meter (83.5-84.5 meters) grading 595 ppm U, 10.17 g/t Au, 5.7 g/t Ag, 358 ppb Pt and 497 ppb Pd. Within the former interval, there is a subunit, 84.0-85.0 meters grading >1.0% As, 0.36% Ni, 0.61% Co and 419.5 ppm Cu.

From 2004 through 2008, The Corporation conducted a series of comprehensive exploration programs on the Boomerang property. These programs included the compilation of historical geochemical data collected in the 1980's; a property wide deep penetrating EM-magnetometer airborne survey and several follow up fixed loop and moving loop ground EM surveys on the F- and G-conductors. In 2007and 2008 The Corporation completed two multi-faceted surface sampling programs covering an aggregate 2600 square kilometers on the southern and northern Boomerang property.

The Boomerang property is considered an advanced stage exploration project. Exploration operations have identified two 50 kilometer long highly conductive corridors, the G- and F-Trends, that are considered drill ready and underexplored. Drilling to date has been reconnaissance in nature, targeting favorable coincident geophysical – geochemical profiles. Follow up ground geophysics and geochemical surveys are planned in preparation for a diamond drilling anticipated to commence in 2011.

The Boomerang project does not have an approved Land Use Permit (LUP) that would allow access to the property for conducting further exploration. The Corporations previous LUP application filed in 2007 was denied subsequent to the completion of an environmental assessment (EA). The LUP application was denied based on potential adverse Aboriginal cultural impacts that future exploration and development could have on the upper Thelon River Basin.

Currently, the Corporation and Cameco are working in a collaborative manner with the leadership of the Akaitcho First Nations (AKFN) and the local AKFN communities to resolve public concern issues involving uranium exploration in the Thelon Basin. With the help of Indian and Northern Affairs Canada (INAC), the Corporation hopes future Boomerang LUP applications and exploration activities will be supported by the local communities. Direct community engagement is ongoing. It is unknown when a new Boomerang LUP will be approved; however, Cameco and Uravan now anticipate future exploration activity on the Boomerang project will not occur before 2011.

Garry Lake Uranium Property

The Corporation owns 100% of the Garry Lake uranium property, which complements its prospective Boomerang Lake uranium land holdings in the southwestern Thelon Basin. The property consists of 355 mining claims covering 829,171 acres located in the Garry Lake area, northeastern Thelon Basin. The property is located approximately 245 kilometers northwest of Baker Lake, Nunavut (NU) and 170 kilometers northwest of the Kiggavik-Andrews Lake uranium deposit; presently being developed by AREVA Resources Canada (Figure 1)

Garry Lake property is located along the northeastern (NE) margin of the Thelon Basin and extends southward into the basin covering Paleoproterozoic basin and basement geological domains. The northern Thelon Basin consists of unmetamorphosed conglomerates and sandstone of the Paleoproterozoic Thelon Formation. Exploration is focused on the discovery of large, high grade, unconformity related uranium deposits in the Thelon sandstone basin environment that represents a setting that is analogous to the prolific mineralized Athabasca sandstone basin environment in Saskatchewan.

Uranium exploration in the NE Thelon Basin has taken place sporadically from 1969 to the present. In the early 1980's the most significant results from initial exploration on the Garry Lake uranium property by another operator was the up-ice terminus of a high-grade uraniferous boulder train. The surface uranium mineralization consisted of 19 uraniferous boulders that define a 3 kilometer long dispersal train. The 19 uraniferous boulders yielded assays ranging from 0.87% U_3O_8 to 27.12% U_3O_8 with an average of 7.19% U_3O_8. In 1982, seven (7) reconnaissance diamond drill holes totaling 895 meters were completed in a broad area around the uraniferous boulder train discovery (Figure 2). No significant mineralization was intersected and no exploration has been conducted in the area of this known mineralization since 1982.

In 1997 and 1998, Cameco Corporation (Cameco), under an option agreement with Uravan, conducted a broad reconnaissance exploration program consisting of ground geophysical surveys (gravity, magnetic, HLEM and fixed loop TDEM surveys) and diamond drilling on what was then called the Sand Lake project. During this exploration phase Cameco complete seven (7) diamond drill holes totaling 1210 meters completed over a broad area on the property (Figure 2). No significant mineralization was intersected.

In 2007, Uravan completed two property scale airborne geophysical surveys (high resolution TEM & Magnetic survey and radiometric survey) and compiled a GIS historical geochemical (uranium in lake sediments and waters) database on the Garry Lake property. These regional geophysical surveys identified a number of strong conductive trends that are coincident with favorable radiometric anomalies and surface geochemical signatures (Figure 2). Follow up ground geophysics and geochemical surveys are required in preparation for a diamond drilling.

On January 25, 2008 the Corporation submitted a Land Use Permit (LUP) application to the Nunavut Impact Review Board ("NIRB") outlining its Garry Lake project proposal. On June 27, 2008, the NIRB submitted a "Screening Decision Report" to the Minister of Indian and Northern Affairs Canada (INAC). The NIRB Screening Decision Report recommended an environmental impact statement (the "EIS") be completed on the Garry Lake project proposal as a precondition for determining approval of the Garry Lake LUP application. The EIS is in accordance with Part 5 of Article 12 of the *Nunavut Land Claim Agreement* ("NLCA"). On February 20, 2009, the NIRB issued the *Final Guidelines for the Preparation of an Environmental Impact Statement For Uravan Mineral Inc.'s Garry Lake Project (NIRB file No. 08EN037)*(the "Guidelines")

To understand the cost and time required to complete the EIS in the manner outlined in the Guidelines, the Corporation requested SRK Consulting (Canada) Inc. (SRK) to provide a detailed review and cost estimate.

SRK's review and cost estimate determined that, among other things, the requirements as defined in the final Guidelines are unrealistically onerous and significantly surpass the level of assessment required of a project of the type and size being proposed. SRK also estimated the cost to complete the EIS as defined by the Guidelines to be a minimum of $5,000,000 and would require a minimum of three years to complete.

The Corporation believes, based on the SRK review of the Guidelines, to complete an EIS on the Garry Lake project robust enough to provide meaningful conclusions would be prohibitive given the scope of the exploration program proposed in the Garry Lake LUP application. Although uncertain, it is Uravan's hope that by working with the NIRB and INAC, the requirement for an EIS Review can be replaced with the inclusion of sufficient caribou calving protection guidelines in the LUP application to mitigate concern.

Rottenstone Ni-Cu-PGM Project

The Rottenstone property is located approximately 130 kilometers NNE of the town of La Ronge, northern Saskatchewan consisting of 7 contiguous mineral dispositions covering 26,217 acres. The Corporation owns 100% of the mineral interest covered by the mineral dispositions as described below. Claude Resources Inc. ("Claude") retains a 2% net smelter return (NSR) on one mineral claim, S-106565, and a 0.5% NSR on the adjoining mineral claims within a 3 kilometers distance from S-106565. The Corporation has the option to purchase one-half (1% NSR) of the 2% NSR by paying Claude $1,000,000. Based on an Amendment to the Option to Purchase Agreement dated October 5, 2007, by November 30, 2013, the Corporation must complete a 'bankable feasibility study' on S-106565 or return the mineral disposition to Claude.

The Rottenstone deposit was first discovered in 1928 as a surface exposure along the shoreline of Rottenstone Lake. The deposit was mined in the mid 1960s, producing 40,000 tons of high grade nickel-copper-platinum group elements plus gold (Ni-Cu-PGE +Au) ore; grading 3.28% Ni, 1.83% Cu and 9.63 g/t (Pt-Pd-Au). The Ni-Cu-PGE mineralization occurs as net-textured to semi-massive sulphide (40-60% sulphides) hosted in an ultramafic sill. The high Ni-Cu-PGE grades associated with Rottenstone are a function of the high proportion of contained sulphides. The host ultramafic sill is believed to be part of a significantly larger, sulphide-rich ultramafic intrusive body of similar grades occurring at depth and proximal to the known surface deposit. The exploration model is an ultramafic intrusive sill-like body comprised of net textured, semi-massive to massive Ni-Cu-PGE bearing sulphides occurring within structurally deformed supracrustal meta-sedimentary rocks.

Uravan has conducted exploration programs on the Rottenstone property intermittently from 1998 – 2008. Exploration includes, airborne geophysical VLF-EM/MAG and VTEM surveys, a property-wide tree-top biogeochemical survey, reconnaissance B-horizon soil geochemistry surveys, ground geophysical TEM, MAG, MaxMin, Gravity and IP surveys, and reconnaissance diamond drilling. Forty-six (46) diamond drill holes amounting to 9,323 meters have been drilled and sampled. Drilling to date has been reconnaissance in nature, targeting favorable coincident geophysical – geochemical profiles.

Based on the combined Rottenstone geophysical surveys (VTEM, EM, IP and gravity), the Corporation recently completed a re-examination of this data using more current interpretive/modeling geophysical techniques. As a result, recent interpretive-modeling of the Rottenstone database (geological, geochemical and geophysical), has establish new Ni-Cu drill targets proximal to the previously minded Rottenstone deposit. These drill targets were established using Resistivity Depth Imaging[1] (RDI). RDI is a graphic representation of inverted EM (electromagnetic) decay data into conductivity/resistivity depth profiles. These profiles are then displayed in 2-dimensional (2D) cross-sections. Other geological, geochemical and structural information can then be displayed in cross-section with the RDI profiles.

The coincident display or stacking of other geological data on the RDI 2D profiles has greatly enhanced the Corporations ability to vector drilling toward new potential mineralized ultramafic bodies. Several proposed drill holes specifically target sub vertical conductive geophysical responses (EM conductors). These steeply dipping conductors are generally supported by other favorable geological, structural or geochemical features, and other geophysical anomalies (i.e. IP and gravity). It is anticipated that these new targets will be drill tested in early 2011.

Forward Looking Statements

The six months ended June 30, 2010 Financial Statements and foregoing MD&A may contain forward looking statements including those describing the Corporation's future plans and including the expectations of management that a stated result or condition will occur. Any statement addressing future events or conditions necessarily involves inherent risk and uncertainty. Actual results can differ materially from those anticipated by management at the time of writing due to many factors, the majority of which are beyond the control of the Corporation and its management. The Corporation does not undertake any obligation to publicly update forward looking information except as required by applicable securities law.

URAVAN MINERALS INC.
Signed *"Larry Lahusen"*
CEO and Director