MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Years ended December 31, 2013 and 2012
(Stated in $CAD)

The following MD&A of Homeland Uranium Inc. contains information concerning the company's business strategies, capabilities, financial results and an overview of the outlook for the company and the industry as at April 30, 2014. The audited consolidated financial statements for the years ended December 31, 2013 and 2012, together with the accompanying note disclosure, have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should be read in conjunction with these financial statements. All note references in this MD&A are made in reference to these financial statements. All financial balances are stated in Canadian dollars, the company's reporting currency. All public filings of the company are available on SEDAR at www.sedar.com.

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the company could differ materially from those discussed in the forward-looking statements. These risks and uncertainties are highlighted under "Risk Factors" and "Forward- Looking Statements" found further below in this document.

OVERVIEW

Homeland Uranium Inc. (the "company") is engaged in the business of evaluation and exploration of uranium resource properties in Niger, West Africa. The company, incorporated in December, 2006 under the Ontario Business Corporations Act, has registered offices at 401 Bay Street, Suite 2702, Toronto, Ontario, Canada, M5H 2Y4. It is a reporting issuer subject to the rules and regulations of the Ontario Securities Commission, but its shares do not trade on any stock exchange.

The company targets properties that have the potential to host economically significant quantities and concentrations of one or more mineral resource commodities, principally uranium. Financial success is dependent upon the discovery of a mineral deposit that can be developed and mined at a profit. The probability of such success is difficult to quantify and the amount of resulting income, if any, cannot be determined with any certainty. None of the mineral properties held by the company are in production and, as such, the company does not currently have operating income or positive cash flow from operations.

The company has not yet determined whether its properties contain reserves that are economically recoverable and the ability to recover amounts from these properties is dependent upon a number of factors including environmental risks, legal and political risks, the discovery of economically recoverable reserves, confirmation of the company's interest in the underlying properties, the ability of the company to obtain necessary financing to complete the development and future profitable production or proceeds from the disposition of the properties.

Going Concern

The accompanying consolidated financial statements for the years ended December 31, 2013 and 2012 have been prepared using International Financial Reporting Standards applicable to a going concern, as described in note 1(b). The company has incurred repeated significant losses as net loss for the year ended December 31, 2013 was $496,384 (2012 - $553,413) with an accumulated deficit as at December 31, 2013 of $31,432,288 (2012 - $30,935,904). The working capital deficiency as at December 31, 2013 was $351,409 as compared with $287,770 at December 31, 2012.

The company received renewal of its eight uranium concessions from the Minister of Mines and Industrial Development of the Government of Niger on March 4, 2013 for a further three years *(see note 7(b))*. Such approval had been conditional upon certain factors, the most significant of which was the payment of two years of training fees in the amount of USD $160,000. These two years of training fees were paid by the company on March 28, 2013 *(see note 8)*. Failure to pay remaining and ongoing annual training fees, to maintain an ongoing administrative presence in Niger or to meet minimum spending and reporting requirements under the renewal terms could result in termination of any concession agreements. No adjustment to the carrying value of the Niger concessions would be required as the company has chosen to expense all exploration expenditures under IFRS *(see note 2(f))*.

As the company has no operating revenues or other sources of cash flow, its ability to maintain its Canadian head office operations and an administrative office in Niger over the next 12 months will be dependent upon its ability to (1) raise further equity for the company through private placements *(see note 9)* and/or (2) sell its interest in its investments *(see note 5)*.

While management believes that it will be able to secure the necessary financing to continue operations into the future, there are material uncertainties that these and other strategies will be sufficient to permit the company to continue beyond the foreseeable future as such strategies are dependent upon continued support of its shareholder base. Therefore, there is significant doubt as to the propriety of the use of the going concern assumption upon which these consolidated financial statements have been prepared.

Other Considerations

Although the company has taken steps to verify title to the mineral properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the company's title. Management is not aware of any such agreements, transfers or defects, but property title may be subject to unregistered prior agreements, claims or transfers and title may be affected by undetected defects. Assets located outside of North America are subject to the risk of foreign investment, including currency exchange fluctuations and restrictions and local political instability and uncertainty.

The company faces risks and uncertainties including: (i) the inability to obtain the financing necessary to complete the development of its properties, (ii) realization of proceeds from the sale of its properties, or (iii) the company's licenses, permits or concessions being revoked as a result of title disputes, a failure to comply with agreements or security issues preventing the safe exploration and development of any properties under license. Previously, the company has encountered many delays during the execution of its Niger project due to events and circumstances beyond its control. The government of Niger had acknowledged these delays as "force majeure" and, in June, 2010, had granted the company a 27 month extension (to August, 2012) to its original concessions to compensate for this lost time. Ongoing economic and political uncertainty in the sub-Saharan part of Africa could lead to similar difficulties and delays in the future.

MINERAL PROPERTIES

Niger, West Africa

Following the acquisition of the Niger assets from Homeland Energy in February, 2007, the company set up an administrative office in Niamey, Niger, an exploration warehouse facility in Agadez and an exploration field compound in Arlit. Several experienced Niger geologists and field technicians were hired during the second quarter of 2007 and by the third quarter of 2007, an exploration program had been finalized and field work subsequently commenced. A considerable amount of field equipment, including all-terrain vehicles, computers, tents and related equipment, was purchased and shipped to Niger.

During the year ended December 31, 2010, the company completed a follow up field program over the

Asekra block of four licenses in order to obtain more data and related detailed information about the three large anomalous areas it identified during 2009. This field program comprised hand held scintillometer readings and geochemical sampling along a series of profile lines over Asekra targets 1, 2 and 3, along with first phase geological mapping and sampling. All data generated will be incorporated into the company's digital data base, processed and interpreted.

The Niger offices have been relatively inactive since the beginning of 2012 retaining a skeleton staff to keep administrative and regulatory affairs in order. The company completed a small work program in 2012 Q2 comprised of minor geological mapping to meet government work obligations. Any further drill programs will be dependent on interest displayed by the public markets and on a continued improvement in security concerns in Niger.

Over the course of 2009 and 2010, the company encountered many delays during the execution of its Niger project due to events and circumstances beyond its control. The government of Niger had acknowledged these delays as "force majeure" and had granted the company an extension to its concessions until August 31, 2012 to compensate for the lost time, essentially giving it a further two years to comply with its original spending requirements.

On March 4, 2013, the company obtained approval for renewal of its Niger uranium concessions for a further three years from authorities in Niger. Such approval was conditional upon certain factors, the most significant of which was payment of two years of training fees on March 28, 2013 in the amount of USD $160,000 *(see note 8)*.

FINANCIAL RESULTS

Capitalization

The following sets the capitalization of the company as at December 31, 2013:

Description	Number of securities outstanding
Issued and outstanding	222,472,448
Warrants	85,000,000
Stock options	11,000,000
Total securities outstanding	**318,472,448**

The Board of Directors approved the grant of 11,000,000 options exercisable at $0.005 per option with a term of five years (expiring July 11, 2018). Of these options, 50% vested immediately and the remainder after one year. The fair value of these options issued to officers, directors and consultants has been calculated with the Black-Scholes option pricing model. Using the assumptions of: (1) risk free interest rate of 1.0% (2) expected volatility of 139%, (3) expected life of 3.25 years, and (4) dividend yield of 0.0%, the fair value attributed to each option was $0.004, or $44,000 in aggregate. Share based payments recognized in the current year were $33,000 (2012 - $Nil).

Summary of Quarterly Results

The table below reflects a summary of certain key financial results for each of the eight previous quarters:

Description	December 2013 $	September 2013 $	June 2013 $	March 2013 $	December 2012 $	September 2012 $	June 2012 $	March 2012 $
Cash	14,572	53,433	137,866	177,852	2,679	16,322	27,419	86,093
Investments	139,638	135,603	114,275	158,275	241,905	281,285	348,265	320,331
Exploration expenditures	116,681	22,965	17,959	20,428	187,418	24,015	43,224	30,453
Total expenses	158,940	85,451	119,136	135,241	314,040	95,149	126,941	135,424
Net loss	(178,542)	(63,560)	(119,136)	(135,146)	(277,742)	(95,149)	(45,240)	(135,282)

Results of Operations for the Years Ended December 31, 2013 and 2012

Liquidity and Capital Resources

As at December 31, 2013, the company had a working capital deficiency of $351,409 (2012 – $287,770). The major component of working capital as at December 31, 2013 is the company's marketable securities with a fair market value of $139,638 (2012 - $241,905). Ongoing operations of the company for 2013 were partially funded from the proceeds of sale of FVTPL securities of $25,222 (2012 - $109,883).

The cash position of the company as at December 31, 2013 was $14,572 (2012 - $2,679). Accounts receivable and prepaid expenses at December 31, 2013 totalled $30,536 (2012 - $24,136), comprised mostly of prepaid insurance and expected HST refunds.

The company has no indebtedness other than ordinary trade payables and accrued liabilities at December 31, 2013 that total $536,155 (2012 - $577,031) *(see note 8)*. Included in accounts payable and accrued liabilities as at December 31, 2013 are Niger training fees of USD $240,000 (2012 – USD $320,000). The decrease reflects payment of USD $160,000 in March, 2013 plus accrual of current year fees of USD $80,000.

In February, 2012, the company closed a non-brokered private placement financing of 55,000,000 common shares at $0.005 per common share for gross proceeds of $275,000. Of the total proceeds, $214,150 was received in cash, and the balance of $60,850 was used to retire existing accounts payable. The proceeds were used during the year for general working capital purposes, maintenance of the company's administrative structure and ongoing obligations in Niger.

In February, 2013, the company closed a non-brokered private placement of 85,000,000 units at $0.005 per unit for gross proceeds of $425,000. Each unit consisted of the following: (a) 1 common share (subject to a four-month hold period in accordance with requisite securities laws) (b) 1 common share purchase warrant entitling the holder thereof to buy one common share at a price of $0.01 per share, expiring in 24 months. The fair value attributed to the warrants was $103,000 with the remaining proceeds of $322,000 attributed to the common shares. The funds were used to pay the Niger training fees as described above, with the balance to be used for general working capital purposes during 2013.

Budgeted Cash Requirements for Next Twelve Months (see also "Going Concern" heading above)

The company has budgeted cash needs of approximately $200,000 for the next twelve months, consisting of the administrative, regulatory and operating expenditures of the Canadian company and administrative and property commitments in Niger. This does not include (1) exploration commitments under the terms of the concession renewals (see "Commitments" section below), (2) training fee liabilities for the current or prior periods, or (3) any further investment commitments, merger or acquisition plans that the company may undertake during the coming twelve months. The company is considering further options to raise extra funds in this coming period to satisfy its long term cash needs. Failure to obtain additional funds will be problematic for the company as discussed under the heading "Going Concern". It may finance such requirements through equity financing, debt financing, joint venture arrangements with other mining companies and/or the sale of interests in its mining properties. There can be no assurances that such capital will be available to the company. Similar to the private placements done in February, 2012 and February, 2013, it is therefore likely that the company will have to turn to current and/or new shareholders for further additional investment to carry out the company's plans through the next twelve months.

The company has limited resources of funds to engage in additional exploration and development, which may be necessary to exploit its properties and make additional acquisition payments in order to maintain its property interests. The company may not be able to obtain, on satisfactory terms, the financing necessary to finance its substantial obligations in respect of the company's mineral property interests. As such, the company is actively investigating all options available to it to increase shareholder value and to most effectively fund future operations.

General Expenses

During the year ended December 31, 2013, the company incurred total expenses, exclusive of unrealized losses on FVTPL securities, of $419,898 (2012 - $539,227). The major expenses within these totals for the years ended December 31, 2013 and 2012 respectively, are:

Exploration expenditures	$178,213 (2012 – $285,110)
Management administrative services *(see note 16(a))*	$120,000 (2012 - $120,000)

Current exploration expenditures, all incurred in Niger, include office and administrative costs.

The company recorded a depreciation provision during the year ended December 31, 2013 on its fixed assets of $Nil (2012 - $29,631). There is no such expense in fiscal 2013 as all fixed assets were either fully depreciated or disposed of by December 31, 2012.

The market prices of the company's investments have overall since December 31, 2012. The company recognized an unrealized loss on FVTPL securities for the year ended December 31, 2013 of $78,870 (2012 - $132,451) *(see note 5)*.

2013 Q4 activity only

The company's financial activity during the fourth quarter of 2013 was very limited given the company's continued negative working capital position. Short-term operations continued to be financed from sales of the company's investments. Other than on-going overhead costs in both Canada and Niger, the major expenses recorded in the quarter were (1) an additional USD $80,000 of exploration activities from accrual of current year Niger training fees, and (2) previously unrecognized share based payments of $19,250.

Commitments

As discussed above under the heading "Going Concern", the company received renewal of its eight uranium concessions from the Minister of Mines and Industrial Development of the Government of Niger on March 4, 2013 for a further three years *(see note 7(b))*. Such approval had been conditional upon certain factors, the most significant of which was the payment of four years of training fees in the amount of approximately USD $320,000. Two of the four years of training fees were paid by the company on March 28, 2013 *(see note 8)*. In addition, under the terms of the original agreement and continued during the renewal period, the company is committed to payment of annual training fees of USD $10,000 per concession (totalling USD $80,000 per year) for its eight concessions *(see note 15(a)*.

Under the terms of those concession renewals, the company is committed to total minimum exploration expenditures of USD $4,916,350 over the three year extension, currently budgeted in approximately equal annual amounts.

Transactions with Related Parties

Starting in January, 2012, the company engaged Grove Capital Group Ltd., a company controlled by two of the directors, one of whom is also an officer, for management and administrative services, including compensation of the CFO, corporate secretary, office rent and regular administrative functions. Total fees charged by Grove for the year ended December 31, 2013 were $120,000 (2012 - $120,000). As at December 31, 2013, accounts payable and accrued liabilities includes $11,581 (2012 - $38,470) in respect of such fees and cost recoveries *(see note 16(a))*.

Off-Balance Sheet Arrangements

The company does not have any off-balance sheet arrangements.

Financial Instruments

The company's significant accounting policies regarding its financial instruments are set out in note 2(d) of the consolidated financial statements. The company's financial instruments consist of cash, accounts receivable, restricted cash, investments and accounts payable and accrued liabilities. Management is of the opinion that the company is not exposed to significant interest rate, currency or credit risks arising from any of these financial instruments.

Critical Accounting Estimates

The company's critical accounting estimates for the years ended December 31, 2013 and 2012 are presented in note 2(n) of the audited consolidated financial statements. The preparation of financial statements in accordance with IFRS requires management to make certain estimates and assumptions. Such estimates may have a significant impact on the financial statements. The company regularly reviews these estimates; however, actual amounts could differ from the estimates used and may accordingly affect the results of operations.

These estimates include:

Environmental rehabilitation provision - Provisions for rehabilitation require judgement as to the time frame and amounts required to successfully complete such rehabilitations given factors such as weather conditions, the success of replanting efforts and limitations on access to the relative area of exploration.

Niger liabilities - As illustrated by the period of "force majeure" described in note 1(b), there is an uncertainty that often arises when conducting business in Niger. These uncertainties require significant judgements to ensure that liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations, are measured based on management's best estimate of the expenditure required to settle the obligation at the reporting date.

The functional currency for the company and subsidiaries is the currency of the primary economic environment in which each operates: Canadian dollar, US dollar and West African CFA. Determination of functional currency may require certain judgements to determine the primary economic environment. The company reconsiders the functional currency used when there is a change in events and conditions which determined the primary economic environment.

RISK FACTORS (see also "Going Concern" heading above)

An investment in the company's securities is considered extremely speculative. Prospective investors should consider the specific risks that are associated with the business of the company. None of the company's mineral properties in Niger are in production and none of its mineral properties contain a known body of commercial ore. In order to develop its properties, the company may require additional financing which may not be possible to obtain.

The business of mining is generally subject to a number of risks and hazards, insurance for which is generally not available. The company has or is seeking to acquire interests in some volatile regions of the world which have experienced or continue to experience periods of political and/or economic instability including war, terrorism and public disorder. The company's activities may be subject to extensive foreign laws and regulations and the company may become subject to significant liabilities for environmental damage resulting from its exploration activities or for any subsequent development. In addition, changes in mining or investment policies and regulations which cannot be accurately predicted may adversely affect the company's business. There is no guarantee that the company will obtain all required permits to develop its property interests.

The company encounters competition from other companies, some of which have greater financial resources and technical facilities than the company. This applies to Niger and any other countries where the company is pursuing to acquire properties. Market fluctuations in the price of uranium and other energy related minerals is also another major risk factor as it may render ore reserves to be uneconomic.

The company has certain spending commitments on its properties and it is possible that these commitments may not be met in a timely manner for operational, security or other reasons. In normal circumstances, the company could negotiate an extension for its contract obligations, but there is no guarantee that it will succeed in obtaining such an extension or relief. In such cases, the company would risk losing its contractual rights on these properties. The company can manage these risks to some degree through the relinquishment of exploration rights over portions of the lands in question.

The company is a relatively young organization. Its success will largely depend on the efforts and abilities of certain senior officers and key employees. Certain of the directors and officers of the company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists a possibility for such directors and officers to be in a position of conflict. See "Conflicts of Interests" below.

Significant Events Continuing to Affect the Nuclear Industry in 2013

The long-term implications of the nuclear plant problems in Japan still remain uncertain and the company continues to have limited visibility into the effects that these events could have on its business. For the purposes of risk assessment, it is prudent to assume that the net effect on the potential to raise additional funds and further the company's plans is potentially very negative. However, it is the view of management that the fundamental future of nuclear power is not in doubt and that there will be a continued, and likely increasing, demand for uranium over the long term.

Lack of Operational Liquidity

The expenses of the company will be funded from cash on hand from the remaining proceeds of the previous offerings, now effectively represented by the investment position. Once such cash has been expended, Homeland Uranium will be required to seek additional financing. There is no guarantee that any debt or additional equity or equity related offering of securities will be available on terms acceptable to the company or that it will be able to locate or sell U_3O_8 in a timely or profitable manner.

Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The operations of Homeland Uranium are subject to all the hazards and risks normally encountered in the exploration, development and production of precious and base metals and other minerals, including, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability. The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience and knowledge. While the discovery of uranium and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but the combination of these factors may result in the company not receiving an adequate return on invested capital. There is no certainty that the expenditures made by the company towards the search and evaluation of uranium and other minerals will result in discoveries of commercial quantities of ore or other minerals.

Nuclear Accident

An accident at a nuclear reactor anywhere in the world, as recently occurred in Japan, could affect the continued acceptance by the public and regulatory authorities of nuclear energy and the future prospects for nuclear generators, which could have a material adverse effect on the Company.

Uranium Price Volatility

The company's activities will be almost exclusively exploration and possibly the development of uranium mining properties in Niger and the U.S. Therefore, the principal factors affecting the price of the common shares are factors which affect the price of uranium ("U_3O_8"), and are thus beyond the company's control. Such factors include, among others, (1) the demand for nuclear power, (2) natural catastrophes such as recently occurred in Japan, (3) political and economic conditions in uranium producing and consuming countries such as Canada, the United States and former Soviet republics, (3) reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails, (4) sales of excess civilian and military inventory (including from dismantling of nuclear weapons), and (5) industry participants' production levels and costs of production in countries like Russia, Canada, United States and Africa.

The market prices of U_3O_8 are affected by rates of reclaiming and recycling of uranium and rates of production of uranium from mining, and may be affected by a variety of unpredictable international economic, monetary and political considerations, including increased efficiency of nuclear power plants and increased availability of alternative nuclear fuel, such as mixed oxide fuel generated in part from weapons grade plutonium.

Macroeconomic considerations include expectations of future rates of inflation, the strength of, and confidence in, the U.S. dollar, the currency in which the price of U_3O_8 is generally quoted, and other currencies, interest rates and global or regional economic events.

In addition to changes in production costs, shifts in political and economic conditions affecting uranium-producing countries may have a direct impact on their sales of uranium.

The price of uranium is also tied directly to the worldwide electrical utility industry. Deregulation of the utility industry, particularly in the U.S. and Europe, is expected to affect the market for nuclear and other fuels for years to come, and may result in the premature shutdown of nuclear reactors. Experience to date with deregulation indicates that utilities are improving the performance of their reactors, achieving record capacity factors. There can be no assurance that this trend will continue.

Foreign Exchange Rates

With the cessation of exploration activities in the US in 2010, the company is now only exploring uranium properties in Niger. However, the company maintains its accounting records, reports its financial position and results, pays certain operating expenses and the common shares trade, in Canadian currency. Therefore, because exchange rate fluctuations are beyond the company's control, there can be no assurance that such fluctuations will not have an adverse effect on the company's operations or on the trading value of the common shares.

Security Threats Due to Armed Conflict

The security situation in the Arlit-Agadez region of northeastern Niger may worsen due to current political instability in Libya and Mali and ongoing rebel activity by a Tuareg movement called the Mouvement des Nigeriens pour la Justice ("MNJ"). The MNJ have staged several attacks against government military installations in the region. If this conflict escalates and poses a risk to the health and safety of the company's personnel operating in the area, then the company may be forced to curtail or cease field exploration operations in the area, which may result in a material adverse effect on the company's business plan and operations.

Competition

The mining and mineral exploration industry and in particular, the international uranium industry, is competitive in all of its phases. Homeland Uranium faces strong competition from other mining and exploration companies in connection with the acquisition of properties producing, or capable of producing, uranium and uranium oxide. Many of these companies have greater financial resources, operational experience and technical capabilities than the company. Because of this competition, the company may be unable to maintain or acquire attractive mining or exploration properties on terms it considers acceptable or at all. Consequently, the revenues, operations and financial condition of the company could be adversely affected.

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydroelectricity. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydro-electricity, as well as the possibility of developing other low cost sources for energy, may result in lower demand for uranium. Furthermore, growth of the uranium and nuclear power industry will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks, which could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry.

Insurance and Uninsured Risks

The business of the company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the properties of the company or the properties of others, delays in mining, monetary losses and possible legal liability.

Homeland Uranium currently maintains no insurance other than director and officer liability insurance in Canada and vehicle insurance in Niger. The company may, however, acquire insurance in the future to protect against certain risks in such amounts as it considers being reasonable. While we may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. Even after acquiring insurance, such insurance will not cover all the potential risks associated with a mining and/or exploration company's operations. The company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards because of exploration and production is not generally available to the company or to other companies in the mining and exploration industry on acceptable terms. The company might also become subject to liability for pollution or other hazards which it may not be insured against or which the company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Resignation by Key Personnel

The success of the company is highly dependent on the services of certain management personnel. The loss of the services of such personnel if not replaced, could have a material adverse effect on the business operations. The company does not currently have key-person insurance on these individuals.

Conflicts of Interest

Directors and officers of the company may provide investment, administrative and other services to other entities and parties. The directors and officers of the company have undertaken to devote such reasonable time as is required to fulfill their responsibilities properly in respect to the business and affairs of the company, as they arise from time to time.

Lack of Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the company.

Regulatory Change

The company could be affected by changes in regulatory requirements, customs, duties or other taxes. Such changes could, depending on their nature, benefit or adversely affect the company.

Risks Related to Title to Properties

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral concessions may be disputed. Although the company believes that it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of the properties will not be challenged or impaired. Third parties may have known or unknown valid claims underlying portions of the company's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the company may be unable to operate its properties as permitted or may be unable to enforce its rights with respect to its properties. Homeland Uranium may seek to increase the concentration of its mining activities in areas where it already operates mines, or has exploration licenses that it expects will result in operating mines. If the company seeks to amend its current licenses to include additional resources in the area, there can be no assurance that it will be able to obtain the necessary authorizations and regulatory approvals.

No Mineral Resources or Mineral Reserves

No mineral resources or mineral reserves have been attributed to the Niger property and the company holds no other property interests as of the date of this MD&A.

The exploration of the area encompassed within the company's properties must be considered to be in an early stage. There is no assurance that any mineralization will be discovered in economic quantities, if at all. The long-term viability of the company depends upon its ability to find or acquire, develop and commercially produce base metals and other minerals.

Environmental Risks

All of Homeland Uranium's planned operations are subject to environmental regulations, some of which are also subject to environmental licensing. This can make the company's business expensive to operate or prevent certain operations altogether. The company is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur because of its mineral exploration, development and production. Such liabilities include not only the obligation to remediate environmental damages and indemnify affected third parties, but also the imposition of administrative and criminal sanctions against the company and its employees and executive officers.

To the extent the company is subject to environmental liabilities, the payment of such liabilities or the costs that may be incurred to remedy environmental pollution would reduce funds otherwise available to the company and could have a material adverse effect on Homeland Uranium. If the company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the company. Homeland Uranium has not purchased (and does not intend to purchase) insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) because it is not generally available at a reasonable price.

All of the company’s planned exploration and possible development and production activities are, or will be, subject to regulation under one or more of the various local, state and federal environmental laws and regulations. Many of the regulations require the company to obtain authorizations for its activities. The company must update and review its authorizations from time to time and are subject to environmental impact analyses and public review processes prior to approval of new activities. It is possible that future changes in applicable laws, regulations and authorizations or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the company’s business, causing those activities to be economically re-evaluated at that time. Those risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond the company’s financial capability or that of its subsidiaries. Where posting of a bond in accordance with regulatory determinations is a condition to the right to operate under any material operating authorizations, increases in bonding requirements could prevent the company from operating even if it and its subsidiaries were otherwise in full compliance with all substantive environmental laws.

Need For, and Availability of, Future Additional Equity Capital

Homeland Uranium’s business strategy may require additional substantial capital investment. To the extent that cash generated internally and cash available under any credit facility that may be entered into are not sufficient to fund capital requirements, the company will require additional debt and/or equity financing. However, this type of financing may not be available or, if available, may not be available on satisfactory terms. If the company fails to generate or obtain sufficient additional capital in the future, it could be forced to reduce or delay capital expenditures, sell assets or restructure or refinance indebtedness, if any.

The company may need to obtain additional resources in the future in order to execute the company’s growth strategy, including the possible acquisition of new businesses and assets. The company may not be able to obtain debt financing on terms attractive to it, or at all. If the company cannot obtain adequate funds to satisfy its capital requirements internally or through other methods of financing, the company may need to increase its capital through an additional equity offering. Sales by the company of a substantial number of common shares after the completion of the offering could negatively affect the market price of the common shares and dilute existing shareholdings.

Foreign Operations

The majority of the operations of Homeland Uranium are currently conducted outside of Canada in Niger and as such, the operations of the company are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to, currency exchange rates, high rates of inflation; labor unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies, restrictions on foreign exchange, and changing political conditions, currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining, exploration or investment policies or shifts in political attitude in Niger may adversely affect the operations or profitability of the company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the company.

Government Regulation

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

Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the company.

Market Price of Common Shares

The common shares of the company do not currently trade on any exchange or market. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the common shares is also likely to be significantly affected by short-term changes in precious metals and uranium oxide or other mineral prices, or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the company's performance that may have an effect on the price of its common shares include the following: (1) the extent of analytical coverage available to investors concerning the company's business may be limited if investment banks with research capabilities do not follow the company's securities, (2) lessening in trading volume and general market interest in the company's securities may affect an investor's ability to trade significant numbers of common shares, (3) the size of the company's public float may limit the ability of some institutions to invest in the company's securities, and (4) a substantial decline in the price of the common shares that persists for a significant period of time could cause the company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the company's long-term value. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

No Dividends

No dividends on the common shares have been paid by the company to date. The company currently plans to retain all future earnings and other cash resources, if any, for the future operation and development of its business. Payment of any future dividends, if any, will be at the discretion of the company's board of directors after taking into account many factors, including the company's operating results, financial condition, and current and anticipated cash needs.

FORWARD LOOKING STATEMENTS

This discussion contains "forward looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the company, its subsidiaries and its projects, timing and likelihood of obtaining government approval for exploration and other operations, the future price of uranium, exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital and availability of future financing, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of legislative and regulatory matters. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Accordingly, readers should not place undue reliance on forward looking statements. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others, lack of a statutory framework for uranium mining in the country of Niger, lack of access to historic drill core, delays in obtaining governmental and regulatory approvals, uncertainty of acquiring necessary drilling permits, general business, economic, competitive, political, social and security uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of uranium; possible variations of geological parameters; failure of equipment to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability, insurrection, terrorism or war; delays in obtaining financing or in the completion of exploration, development or construction activities, as well as those factors discussed in the heading entitled "Risk Factors" in this prospectus. Although the company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.