

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2020

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-55626

WESTERN URANIUM & VANADIUM CORP.

(Exact Name of Registrant as Specified in Its Charter)

Ontario, Canada

(State or Other Jurisdiction of
Incorporation or Organization)

330 Bay Street, Suite 1400
Toronto, Ontario, Canada

(Address of Principal Executive Offices)

98-1271843

(I.R.S. Employer
Identification Number)

M5H 2S8

(Zip Code)

(970) 864-2125

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of exchange on which registered |
|---------------------|-------------------|--------------------------------------|
| N/A | | |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As November 16, 2020, 30,083,747 of the registrant's no par value common shares were outstanding.

WESTERN URANIUM & VANADIUM CORP.
FORM 10-Q
TABLE OF CONTENTS

| | |
|--|----|
| <u>PART I – FINANCIAL INFORMATION</u> | 1 |
| Item 1. <u>Financial Statements</u> | 1 |
| <u>Condensed Consolidated Balance Sheets (Unaudited)</u> | 1 |
| <u>Condensed Consolidated Statements of Operations and Other Comprehensive Loss (Unaudited)</u> | 2 |
| <u>Condensed Consolidated Statements of Changes in Shareholders' Equity (Unaudited)</u> | 3 |
| <u>Condensed Consolidated Statements of Cash Flows (Unaudited)</u> | 4 |
| <u>Notes to the Condensed Consolidated Financial Statements (Unaudited)</u> | 5 |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 17 |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 26 |
| Item 4. <u>Controls and Procedures</u> | 26 |
| <u>PART II – OTHER INFORMATION</u> | 27 |
| Item 1. <u>Legal Proceedings</u> | 27 |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 27 |
| Item 4. <u>Mine Safety Disclosures</u> | 27 |
| Item 6. <u>Exhibits</u> | 27 |
| <u>SIGNATURES</u> | 28 |

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Stated in USD)
(Unaudited)

| | September 30, 2020 | December 31, 2019 |
|--|-----------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash | \$ 818,630 | \$ 2,084,782 |
| Restricted cash, current portion | 75,057 | 75,057 |
| Prepaid expenses | 146,642 | 189,818 |
| Marketable securities | 1,727 | 2,759 |
| Other current assets | 49,628 | 25,345 |
| Total current assets | <u>1,091,684</u> | <u>2,377,761</u> |
| Restricted cash, net of current portion | 831,841 | 822,605 |
| Mineral properties and equipment | 11,738,179 | 11,746,150 |
| Kinetic separation intellectual property | 9,488,051 | 9,488,051 |
| Total assets | <u>\$ 23,149,755</u> | <u>\$ 24,434,567</u> |
| Liabilities and Shareholders' Equity | | |
| Liabilities | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 505,509 | \$ 599,337 |
| Reclamation liability, current portion | 75,057 | 75,057 |
| Loan payable | 73,116 | - |
| Deferred revenue, current portion | 64,620 | 24,620 |
| Total current liabilities | <u>718,302</u> | <u>699,014</u> |
| Reclamation liability, net of current portion | 231,596 | 219,171 |
| Deferred tax liability | 2,708,887 | 2,708,887 |
| Deferred contingent consideration | 358,401 | 351,099 |
| Deferred revenue, net of current portion | 129,635 | 23,100 |
| Total liabilities | <u>4,146,821</u> | <u>4,001,271</u> |
| Commitments | | |
| Shareholders' Equity | | |
| Common shares, no par value, unlimited authorized shares, 30,084,053 and 30,084,053 shares issued as of September 30, 2020 and December 31, 2019, respectively and 30,083,747 and 30,083,747 shares outstanding as of September 30, 2020 and December 31, 2019, respectively | 29,886,367 | 29,042,547 |
| Treasury shares, 306 and 306 shares held in treasury as of September 30, 2020 and December 31, 2019, respectively | - | - |
| Accumulated deficit | (10,867,655) | (8,694,569) |
| Accumulated other comprehensive income | (15,778) | 85,318 |
| Total shareholders' equity | <u>19,002,934</u> | <u>20,433,296</u> |
| Total liabilities and shareholders' equity | <u>\$ 23,149,755</u> | <u>\$ 24,434,567</u> |

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

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE LOSS
(Stated in USD)
(Unaudited)

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|---------------------|--|-----------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Revenues | | | | |
| Lease revenue | \$ 11,155 | \$ 11,155 | \$ 33,465 | \$ 33,465 |
| Expenses | | | | |
| Mining expenditures | 53,166 | 270,031 | 345,637 | 398,317 |
| Professional fees | 67,356 | 131,228 | 252,533 | 318,861 |
| General and administrative | 241,300 | 279,849 | 911,080 | 899,228 |
| Consulting fees | 10,846 | 45,181 | 47,668 | 93,861 |
| Total operating expenses | 372,668 | 726,289 | 1,556,918 | 1,710,267 |
| Operating loss | (361,513) | (715,134) | (1,523,453) | (1,676,802) |
| Interest expense, net | 4,920 | 2,267 | 10,621 | 8,073 |
| Warrant modification expense | - | - | 639,012 | - |
| Net loss | (366,433) | (717,401) | (2,173,086) | (1,684,875) |
| Other comprehensive (expense) income | | | | |
| Foreign exchange (loss) gain | 14,705 | 22,623 | (101,096) | 37,222 |
| Comprehensive loss | \$ (351,728) | \$ (694,778) | \$ (2,274,182) | \$ (1,647,653) |
| Net loss per share - basic and diluted | \$ (0.01) | \$ (0.02) | \$ (0.07) | \$ (0.06) |
| Weighted average shares outstanding, basic and diluted | 30,083,747 | 30,083,747 | 30,083,747 | 28,460,499 |

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

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Stated in USD)
(Unaudited)

| | Common Shares | | Treasury Shares | | Accumulated Deficit | Accumulated Other Comprehensive Income | Total |
|--|-------------------|----------------------|-----------------|-------------|------------------------|---|----------------------|
| | Shares | Amount | Shares | Amount | | | |
| Balance as of January 1, 2020 | <u>30,083,747</u> | <u>\$ 29,042,547</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (8,694,569)</u> | <u>\$ 85,318</u> | <u>\$ 20,433,296</u> |
| Stock based compensation - stock options | - | 154,042 | - | - | - | - | 154,042 |
| Foreign exchange gain | - | - | - | - | - | (78,443) | (78,443) |
| Net loss | - | - | - | - | (718,470) | - | (718,470) |
| Balance as of March 31, 2020 | <u>30,083,747</u> | <u>\$ 29,196,589</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (9,413,039)</u> | <u>\$ 6,875</u> | <u>\$ 19,790,425</u> |
| Stock based compensation - stock options | - | 50,766 | - | - | - | - | 50,766 |
| Warrant modification expense | - | 639,012 | - | - | - | - | 639,012 |
| Foreign Exchange gain | - | - | - | - | - | (37,358) | (37,358) |
| Net Loss | - | - | - | - | (1,088,183) | - | (1,088,183) |
| Balance as of June 30, 2020 | <u>30,083,747</u> | <u>\$ 29,886,367</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (10,501,222)</u> | <u>\$ (30,483)</u> | <u>\$ 19,354,662</u> |
| Stock based compensation - stock options | - | - | - | - | - | - | - |
| Foreign Exchange gain | - | - | - | - | - | - | - |
| Net Loss | - | - | - | - | (366,433) | 14,705 | (351,728) |
| Balance as of September 30, 2020 | <u>30,083,747</u> | <u>\$ 29,886,367</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (10,867,655)</u> | <u>\$ (15,778)</u> | <u>\$ 19,002,934</u> |
| Balance as of January 1, 2019 | 25,976,837 | 25,865,367 | 306 | - | (6,584,342) | 41,832 | 19,322,857 |
| Stock based compensation - stock options | - | 180,269 | - | - | - | - | 180,269 |
| Foreign exchange gain | - | - | - | - | - | 15,279 | 15,279 |
| Net loss | - | - | - | - | (518,875) | - | (518,875) |
| Balance as of March 31, 2019 | <u>25,976,837</u> | <u>\$ 26,045,636</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (7,103,217)</u> | <u>\$ 57,111</u> | <u>\$ 18,999,530</u> |
| Private Placement - April 16, 2019 | 3,914,632 | 2,856,356 | - | - | - | - | 2,856,356 |
| Private Placement - June 17, 2019 | 192,278 | 140,555 | - | - | - | - | 140,555 |
| Foreign exchange gain | - | - | - | - | - | (680) | (680) |
| Net loss | - | - | - | - | (448,599) | - | (448,599) |
| Balance as of June 30, 2019 | <u>30,083,747</u> | <u>\$ 29,042,547</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (7,551,816)</u> | <u>\$ 56,431</u> | <u>\$ 21,547,162</u> |

| | | | | | | | | |
|---------------------------|-------------------|----------------------|------------|-------------|-----------------------|------------------|----------------------|-----------|
| | | | | | | | | |
| Foreign exchange gain | - | - | - | - | - | - | 22,623 | 22,623 |
| Net loss | - | - | - | - | - | (717,401) | - | (717,401) |
| Balance as of | | | | | | | | |
| September 30, 2019 | <u>30,083,747</u> | <u>\$ 29,042,547</u> | <u>306</u> | <u>\$ -</u> | <u>\$ (8,269,217)</u> | <u>\$ 79,054</u> | <u>\$ 20,852,384</u> | |

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

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Stated in USD)
(Unaudited)

| | For the Nine Months Ended September 30, | |
|---|--|---------------------|
| | 2020 | 2019 |
| Cash Flows From Operating Activities: | | |
| Net loss | \$ (2,173,086) | \$ (1,684,875) |
| Reconciliation of net loss to cash used in operating activities: | | |
| Depreciation | 7,971 | 3,954 |
| Accretion of and additions to reclamation liability | 12,425 | 11,289 |
| Stock based compensation | 204,808 | 180,269 |
| Warrant modification expense | 639,012 | - |
| Change in marketable securities | 1,032 | (144) |
| Change in operating assets and liabilities: | | |
| Prepaid expenses and other current assets | 18,893 | (77,528) |
| Accounts payable and accrued liabilities | (93,828) | 115,983 |
| Deferred revenue | 146,535 | (33,465) |
| Net cash used in operating activities | <u>(1,236,238)</u> | <u>(1,484,517)</u> |
| Cash Flows From Investing Activities | | |
| Purchase of property and equipment | - | (71,041) |
| Net cash used in investing activities | <u>-</u> | <u>(71,041)</u> |
| Cash Flows From Financing Activities | | |
| Proceeds from loan payable | 73,116 | - |
| Issuances of Common shares, net of offering costs | - | 2,996,911 |
| Net cash provided by financing activities | <u>73,116</u> | <u>2,996,911</u> |
| Effect of foreign exchange rate on cash | <u>(93,794)</u> | <u>35,960</u> |
| Net decrease in cash and restricted cash | (1,256,916) | 1,477,313 |
| Cash and restricted cash - beginning | <u>2,982,444</u> | <u>1,798,895</u> |
| Cash and restricted cash - ending | <u>\$ 1,725,528</u> | <u>\$ 3,276,208</u> |
| Cash | \$ 818,630 | \$ 2,378,911 |
| Restricted cash | 906,898 | 897,297 |
| Total | <u>\$ 1,725,528</u> | <u>\$ 3,276,208</u> |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period for: | | |
| Interest | <u>\$ -</u> | <u>\$ -</u> |
| Income taxes | <u>\$ -</u> | <u>\$ -</u> |

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 1 – BUSINESS

Nature of operations

Western Uranium & Vanadium Corp. (“Western” or the “Company”, formerly Western Uranium Corporation) was incorporated in December 2006 under the Ontario Business Corporations Act. On November 20, 2014, the Company completed a listing process on the Canadian Securities Exchange (“CSE”). As part of that process, the Company acquired 100% of the members’ interests of Pinon Ridge Mining LLC (“PRM”), a Delaware limited liability company. The transaction constituted a reverse takeover (“RTO”) of Western by PRM. Subsequent to obtaining appropriate shareholder approvals, the Company reconstituted its Board of Directors and senior management team. Effective September 16, 2015, Western completed its acquisition of Black Range Minerals Limited (“Black Range”).

The Company’s registered office is located at 330 Bay Street, Suite 1400, Toronto, Ontario, Canada, M5H 2S8 and its common shares are listed on the CSE under the symbol “WUC.” On April 22, 2016, the Company’s common shares began trading on the OTC Pink Open Market, and on May 23, 2016, the Company’s common shares were approved for trading on the OTCQX Best Market. Its principal business activity is the acquisition and development of uranium and vanadium resource properties in the states of Utah and Colorado in the United States of America (“United States”).

On June 28, 2016, the Company’s registration statement became effective and Western became a United States reporting issuer. Thereafter, the Company was approved for Depository Trust Company eligibility through the Depository Trust and Clearing Corporation, which facilitates electronic book-entry delivery, settlement and depository services for shares in the United States.

On June 29, 2018, the shareholders of the Company approved the name change of the Company from “Western Uranium Corporation” to “Western Uranium & Vanadium Corp.” The name change became effective in Ontario, Canada on October 1, 2018; thereafter on October 4, 2018 Western’s shares started trading under the new name on the CSE and OTCQX and the Company announced the name change by news release.

NOTE 2 – LIQUIDITY AND GOING CONCERN

The Company has incurred continuing losses from its operations and negative operating cash flows from operations and as of September 30, 2020, the Company had an accumulated deficit of \$10,867,655 and working capital of \$373,382.

Since inception, the Company has met its liquidity requirements principally through the issuance of notes and the sale of its common shares. On May 6, 2020, the Company obtained a Paycheck Protection Program loan (the “PPP Loan”) of \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a deferral period, and has a maturity date of May 6, 2022.

The Company’s ability to continue its operations and to pay its obligations when they become due is contingent upon the Company obtaining additional financing. Management’s plans include seeking to procure additional funds through debt and equity financings, to secure regulatory approval to fully utilize its kinetic separation technology and to initiate the processing of ore to generate operating cash flows.

There are no assurances that the Company will be able to raise capital on terms acceptable to the Company or at all, or that cash flows generated from its operations will be sufficient to meet its current operating costs. If the Company is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned product development, which could harm its financial condition and operating results, or it may not be able to continue to fund its ongoing operations. These conditions raise substantial doubt about the Company’s ability to continue as a going concern to sustain operations for at least one year from the issuance of these condensed consolidated financial statements. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in these statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the SEC on April 14, 2020. Operating results for the nine months ended September 30, 2020 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2020.

The accompanying condensed consolidated financial statements include the accounts of Western and its wholly-owned subsidiaries, Western Uranium Corp. (Utah), PRM, Black Range, Black Range Copper Inc., Ranger Resources Inc., Black Range Minerals Inc., Black Range Minerals Colorado LLC, Black Range Minerals Wyoming LLC, Haggerty Resources LLC, Ranger Alaska LLC, Black Range Minerals Utah LLC, Black Range Minerals Ablation Holdings Inc. and Black Range Development Utah LLC. All inter-company transactions and balances have been eliminated upon consolidation.

The Company has established the existence of mineralized materials for certain uranium projects. The Company has not established proven or probable reserves, as defined by the United States Securities and Exchange Commission (the "SEC") under Industry Guide 7, through the completion of a "final" or "bankable" feasibility study for any of its uranium projects.

Exploration Stage

In accordance with U.S. GAAP, expenditures relating to the acquisition of mineral rights are initially capitalized as incurred while exploration and pre-extraction expenditures are expensed as incurred until such time the Company exits the Exploration Stage by establishing proven or probable reserves. Expenditures relating to exploration activities such as drill programs to search for additional mineralized materials are expensed as incurred. Expenditures relating to pre-extraction activities such as the construction of mine wellfields, ion exchange facilities and disposal wells are expensed as incurred until such time proven or probable reserves are established for that uranium project, after which subsequent expenditures relating to mine development activities for that particular project are capitalized as incurred.

Companies in the Production Stage as defined under Industry Guide 7, having established proven and probable reserves and exited the Exploration Stage, typically capitalize expenditures relating to ongoing development activities, with corresponding depletion calculated over proven and probable reserves using the units-of-production method and allocated to future reporting periods to inventory and, as that inventory is sold, to cost of goods sold. The Company is in the Exploration Stage which has resulted in the Company reporting larger losses than if it had been in the Production Stage due to the expensing, instead of capitalizing, of expenditures relating to ongoing mill and mine development activities. Additionally, there would be no corresponding amortization allocated to future reporting periods of the Company since those costs would have been expensed previously, resulting in both lower inventory costs and cost of goods sold and results of operations with higher gross profits and lower losses than if the Company had been in the Production Stage. Any capitalized costs, such as expenditures relating to the acquisition of mineral rights, are depleted over the estimated extraction life using the straight-line method. As a result, the Company's condensed consolidated financial statements may not be directly comparable to the financial statements of companies in the Production Stage.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and revenues and expenses during the periods reported. By their nature, these estimates are subject to measurement uncertainty and the effects on the condensed consolidated financial statements of changes in such estimates in future periods could be significant. Significant areas requiring management's estimates and assumptions include determining the fair value of transactions involving common shares, assessment of the useful life and evaluation for impairment of Kinetic Separation intellectual property, valuation and impairment assessments on mineral properties and equipment, deferred contingent consideration, and the reclamation liability, valuation of stock-based compensation, and valuation of available-for-sale securities. Other areas requiring estimates include allocations of expenditures, depletion and amortization of mineral rights and properties. Actual results could differ from those estimates.

Foreign Currency Translation

The reporting currency of the Company, including its subsidiaries, is the United States dollar. The financial statements of subsidiaries located outside of the U.S. are measured in their functional currency, which is the local currency. The functional currency of the parent (Western Uranium & Vanadium Corp. (Ontario)) is the Canadian dollar. Monetary assets and liabilities of these subsidiaries are translated at the exchange rates at the balance sheet date. Income and expense items are translated using average monthly exchange rates. Non-monetary assets are translated at their historical exchange rates. Translation adjustments are included in accumulated other comprehensive loss in the condensed consolidated balance sheets.

Revenue Recognition

The Company leases certain of its mineral properties for the exploration and production of oil and gas reserves. The Company accounts for lease revenue in accordance with ASC 842 "Leases". Lease payments received in advance are deferred and recognized on a straight – line basis over the related lease term associated with the prepayment. Royalty payments are recognized as revenues when received.

Fair Values of Financial Instruments

The carrying amounts of cash, restricted cash, accounts payable, accrued liabilities, and loan payable approximate their fair value due to the short-term nature of these instruments. Marketable securities are adjusted to fair value at each balance sheet date based on quoted prices which are considered level 1 inputs. The Company's operations and financing activities are conducted primarily in United States dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates. The Company is exposed to credit risk through its cash and restricted cash, but mitigates this risk by keeping these deposits at major financial institutions.

ASC 820 "Fair Value Measurements and Disclosures" provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

Fair value is defined as an exit price, representing the amount that would be received upon the sale of an asset or payment to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritize the inputs in measuring fair value as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable, either directly or indirectly.

Level 3 Significant unobservable inputs that cannot be corroborated by market data.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Fair Values of Financial Instruments (continued)

The fair value of the Company’s financial instruments are as follows:

| | Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1) | Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2) | Significant Unobservable Inputs (Level 3) |
|--|--|--|--|
| Marketable securities as of September 30, 2020 | \$ 1,727 | \$ - | \$ - |
| Marketable securities as of December 31, 2019 | \$ 2,759 | \$ - | \$ - |

Income Taxes

The Company utilizes an asset and liability approach for financial accounting and reporting for income taxes. The provision for income taxes is based upon income or loss after adjustment for those permanent items that are not considered in the determination of taxable income. Deferred income taxes represent the tax effects of differences between the financial reporting and tax basis of the Company’s assets and liabilities at the enacted tax rates in effect for the years in which the differences are expected to reverse.

The Company evaluates the recoverability of deferred tax assets and establishes a valuation allowance when it is more likely than not that some portion or all the deferred tax assets will not be realized. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management’s opinion, adequate provisions for income taxes have been made. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for “unrecognized tax benefits” is recorded for any tax benefits claimed in the Company’s tax returns that do not meet these recognition and measurement standards. As of September 30, 2020 and December 31, 2019, no liability for unrecognized tax benefits was required to be reported.

The Company’s policy for recording interest and penalties associated with tax audits is to record such items as a component of general and administrative expense. There were no amounts accrued for penalties and interest for the periods ended September 30, 2020 and 2019. The Company does not expect its uncertain tax position to change during the next twelve months. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

The Company has identified its federal Canadian and United States tax returns and its state tax returns in Colorado and Utah as its “major” tax jurisdictions, and such returns for the years 2016 through 2019 remain subject to examination.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Loss per Share

Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options and warrants (using the treasury stock method). The computation of diluted net loss per share for the three and nine months ended September 30, 2020 and 2019 excludes potentially dilutive securities. The computations of net loss per share for each period presented is the same for both basic and fully diluted.

Potentially dilutive securities outlined in the table below have been excluded from the computation of diluted net loss per share because the effect of their inclusion would have been anti-dilutive.

| | For the Nine Months Ended September 30, | |
|---------------------------------------|---|-------------------|
| | 2020 | 2019 |
| Warrants to purchase common shares | 8,533,582 | 8,818,390 |
| Options to purchase common shares | 2,808,000 | 2,356,666 |
| Total potentially dilutive securities | <u>11,341,582</u> | <u>11,175,056</u> |

Warrant Modification Expense

In accordance with ASC 718, a modification of the terms or conditions of an equity award shall be treated as an exchange of the original award for a new award. The incremental cost is measured as the excess of the fair value of the modified award determined in accordance with ASC 718 over the fair value of the original award immediately before its terms are modified, measured based on the share price and other pertinent factors. The resulting difference is recorded as a warrant modification expense. See Note 8 for additional information.

Recent Accounting Standards

Management does not believe that any recently issued, but not yet effective accounting standards, when adopted, will have a material effect on the accompanying condensed consolidated financial statements. The Company has adopted the recent accounting standards that are disclosed below.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 replaces the incurred loss model with an expected loss model, which is referred to as the current expected credit loss (CECL) model. The CECL model is applicable to the measurement of credit losses on financial assets measured at amortized cost, including loan receivables, held-to-maturity debt securities, and reinsurance receivables. It also applies to off-balance sheet credit exposures not accounted for as insurance (such as loan commitments, standby letters of credit, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor. For public business entities that meet the definition of an SEC filer, the standard will be effective for fiscal years beginning after December 15, 2019, including interim periods in those fiscal years. For debt securities with other-than-temporary impairment, the guidance will be applied prospectively. Existing purchased credit impaired (PCI) assets will be grandfathered and classified as purchased credit deteriorated (PCD) assets at the date of adoption. The asset will be grossed up for the allowance for expected credit losses for all PCD assets at the date of adoption and will continue to recognize the non-credit discount in interest income based on the yield of such assets as of the adoption date. Subsequent changes in expected credit losses will be recorded through the allowance. For all other assets within the scope of CECL, a cumulative-effect adjustment will be recognized in retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company has evaluated that ASU 2016-13 does not have a material effect on its condensed consolidated financial statements.

In November 2019, the FASB issued ASU 2019-08, Compensation – Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606), which clarifies that an entity must measure and classify share-based payment awards granted to a customer by applying the guidance in Topic 718. ASU 2019-08 is effective for annual reporting periods beginning after December 15, 2019, including interim reporting periods within those annual reporting periods. The Company has evaluated that ASU 2019-08- does not have a material effect on its condensed consolidated financial statements.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Recent Accounting Standards, continued

In June 2020, the American Institute of Certified Public Accountants in conjunction with FASB developed Technical Question and Answer (“TQA”) 3200.18, “Borrower Accounting for a Forgivable Loan Received Under the Small Business Administration Paycheck Protection Program”, which is intended to provide clarification on how to account for loans received from the Paycheck Protection Program (“PPP”). TQA 3200.18 states that an entity may account for PPP loans under ASC 470, “Debt” or, if the entity is expected to meet PPP eligibility criteria and the PPP loan is expected to be forgiven, the entity may account for the loans under International Accounting Standards (“IAS”) 20, “Accounting for Government Grants and Disclosure of Government Assistance”. The Company will account for PPP loan proceeds under ASC 470 as allowed by TQA 3200.18.

NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY

The Company’s mining properties acquired on August 18, 2014 that the Company retains as of September 30, 2020 include: San Rafael Uranium Project located in Emery County, Utah; The Sunday Mine Complex located in western San Miguel County, Colorado; The Van 4 Mine located in western Montrose County, Colorado; The Sage Mine project located in San Juan County, Utah, and San Miguel County, Colorado. These mining properties include leased land in the states of Colorado and Utah. None of these mining properties were operational at the date of acquisition.

The Company’s mining properties acquired on September 16, 2015 that the Company retains as of September 30, 2020 include Hansen, North Hansen, High Park, and Hansen Picnic Tree located in Fremont and Teller Counties, Colorado. The Company also acquired the Keota project located in Weld County, Colorado and the Ferris Haggerty project located in Carbon County Wyoming. These mining assets include both owned and leased land in the states of Utah, Colorado and Wyoming. All of the mining assets represent properties which have previously been mined to different degrees for uranium.

As the Company has not formally established proven or probable reserves on any of its properties, there is inherent uncertainty as to whether or not any mineralized material can be economically extracted as originally planned and anticipated.

The Company’s mineral properties and equipment and kinetic separation intellectual property are:

| | As of | |
|--|-----------------------|----------------------|
| | September 30, 2020 | December 31, 2019 |
| Mineral properties and equipment | \$ 11,738,179 | \$ 11,746,150 |
| Kinetic separation intellectual property | \$ 9,488,051 | \$ 9,488,051 |

Oil and Gas Lease and Easement

On July 18, 2017, an oil and gas lease became effective with respect to minerals and mineral rights owned by the Company of approximately 160 surface acres of the Company’s property in Colorado. As consideration for entering into the lease, the Company received \$120,000 during the third quarter of 2017. The lease will be in force for an initial term of three years and may be extended by the lessee at 150% of the initial rate. The lessee has also agreed to pay the Company a royalty of 18.75% of the lessee’s revenue attributed to oil and gas produced, saved, and sold attributable to the net mineral interest. The Company is recognizing the initial payment incrementally over the term of the lease.

On February 26, 2018, the Company entered into a further agreement with the same entity as the oil and gas lease to provide them with an easement to an additional part of the Company’s property solely for the purposes of transporting the oil and gas extracted via a pipeline. As consideration for the easement, the Company received \$36,960 during the first quarter of 2018. The Company is recognizing this payment incrementally over the eight year term of the easement.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY, CONTINUED

Oil and Gas Lease and Easement, continued

On June 23, 2020, the same entity as discussed above elected to extend the oil and gas lease easement for three additional years commencing on the date the lease would have previously expired.

During the three months ended September 30, 2020 and 2019 the Company recognized aggregate revenue of \$11,155 and \$11,155 and for the nine months ended September 30, 2020 and 2019, the Company recognized aggregate revenue of \$33,465 and \$33,465, respectively, under these oil and gas lease arrangements.

Reclamation Liabilities

The Company's mines are subject to certain asset retirement obligations, which the Company has recorded as reclamation liabilities. The reclamation liabilities of the United States mines are subject to legal and regulatory requirements, and estimates of the costs of reclamation are reviewed periodically by the applicable regulatory authorities. The reclamation liability represents the Company's best estimate of the present value of future reclamation costs in connection with the mineral properties. The Company determined the gross reclamation liabilities of the mineral properties as of September 30, 2020 and December 31, 2019, to be approximately \$906,898 and \$897,662, respectively. On March 2, 2020, the Colorado Mined Land Reclamation Board ("MLRB") issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has begun the reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property. The Company adjusted the fair value of its reclamation obligation for the Van 4 Mine. The portion of the reclamation liability related to the Van 4 Mine, and its related restricted cash are included in current liabilities, and current assets, respectively, at a value of \$75,057. The Company expects to begin incurring the reclamation liability after 2054 for all mines that are not in reclamation and accordingly, has discounted the gross liabilities over their remaining lives using a discount rate of 5.4% to net discounted aggregated values as of September 30, 2020 and December 31, 2019 of \$306,653 and \$294,228, respectively. The gross reclamation liabilities as of September 30, 2020 and December 31, 2019 are secured by financial warranties in the amount of \$906,898 and \$897,662, respectively.

Reclamation liability activity for the nine months ended September 30, 2020 and 2019 consists of:

| | For the Nine Months Ended September 30, | |
|-------------------|--|-------------------|
| | 2020 | 2019 |
| Beginning balance | \$ 294,228 | \$ 224,645 |
| Accretion | 12,425 | 11,289 |
| Ending Balance | <u>\$ 306,653</u> | <u>\$ 235,934</u> |

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 4 - MINERAL ASSETS EQUIPMENT, AND KINETIC SEPARATION INTELLECTUAL PROPERTY AND OTHER PROPERTY, CONTINUED

Van 4 Mine Permitting Status

A prior owner of the Company's Van 4 Mine had been granted a first Temporary Cessation from reclamation of the mine by the Colorado Mined Land Reclamation Board ("MLRB") which was set to expire June 23, 2017. Prior to its expiration, PRM formally requested an extension through a second Temporary Cessation. PRM subsequently participated in a public process which culminated in a hearing on July 26, 2017. Prior to the hearing, three non-profit organizations who pursue environmental and conservation objectives filed a brief objecting to the extension. The MLRB board members voted to grant a second five-year Temporary Cessation for the Van 4 Mine. Thereafter, the three objecting parties filed a lawsuit on September 18, 2017. The MLRB was named as the defendant and PRM was named as a party to the case due to the Colorado law requirement that any lawsuit filed after a hearing must include all of the parties in the proceeding. The plaintiff organizations are seeking for the court to set aside the board order granting a second five-year Temporary Cessation period to PRM for the Van 4 Mine. The Colorado state Attorney General was defending this action in the Denver Colorado District Court. On May 8, 2018, the Denver Colorado District Court ruled in favor, whereby the additional five-year temporary cessation period was granted. The Plaintiffs appealed this ruling to the Colorado Court of Appeals and on July 25, 2019 the ruling was reversed, whereby the additional five-year temporary cessation period should not have been granted. Thereafter, the MLRB and the Colorado Attorney General advised Western that it will not make an additional appeal of the ruling. Further, the time period for an appeal has passed. The Judge has subsequently issued an instruction for the MLRB to issue an order revoking the permit and putting the Van 4 Mine into reclamation. On January 22, 2020, the MLRB held a hearing and afterward on March 2, 2020, the MLRB issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has commenced reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property.

Sunday Mine Complex Permitting Status

On February 4, 2020, the Colorado DRMS sent a Notice of Hearing to Declare Termination of Mining Operations related to the status of the mining permits issued by the state of Colorado for the Sunday Mine Complex. At issue is the application of an unchallenged Colorado Court of Appeals Opinion for a separate mine (Van 4) with very different facts that are retroactively modifying DRMS rules and regulations. The Company maintains that it was timely in meeting existing rules and regulations. The hearing was scheduled to be held during several monthly MLRB Board meetings, but this matter has been delayed several times. The permit hearing was held during the MLRB Board monthly meeting on July 22, 2020. At issue was the status of the five existing permits which comprise the Sunday Mine Complex. Due to COVID restrictions, the hearing took place utilizing a virtual-only format. The Company prevailed in a 3 to 1 decision which acknowledged that the work completed at the Sunday Mines under DRMS oversight was timely and sufficient for Western to maintain these permits. In a subsequent July 30, 2020 letter, the DRMS notified the Company that the status of the five permits (Sunday, West Sunday, St. Jude, Carnation, and Topaz) had been changed to Active status effective June 10, 2019, the original date on which the change of the status was approved. On August 23, 2020, the Company initiated a request for temporary cessation status for the Sunday Mine Complex as the mines had not be restarted within a 180-day window due to the direct and indirect impacts of the COVID-19 pandemic. Accordingly, a permit hearing was scheduled for October 21, 2020 to determine temporary cessation status. In a unanimous vote, the MLRB approved temporary cessation status for each of the five Sunday Mine Complex permits (Sunday, West Sunday, St. Jude, Carnation, and Topaz). On October 9, 2020, the MLRB issued a board order which finalized the findings of the July 22, 2020 permit hearing. On November 12, 2020, a coalition of environmental groups filed a lawsuit against the MLRB seeking a partial appeal of the July 22, 2020 decision by requesting termination of the Topaz Mine permit. Management anticipates joining with the MLRB in defense of their July 22, 2020 decision.

NOTE 5 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of:

| | As of | |
|--|-----------------------|----------------------|
| | September 30, 2020 | December 31, 2019 |
| Trade accounts payable | \$ 333,627 | \$ 404,015 |
| Accrued liabilities | 171,882 | 195,322 |
| Total accounts payable and accrued liabilities | <u>\$ 505,509</u> | <u>\$ 599,337</u> |

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 6 – LOAN PAYABLE

Paycheck Protection Program Loan

On May 6, 2020, the Company obtained the PPP Loan of \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a seven months deferral period, and has a maturity date of May 6, 2022. The entirety of the loan principal is eligible for forgiveness to the extent that the proceeds are utilized toward permissible expenditures within the initial period. The final PPP Program updates and forgiveness applications have been finalized, thus the Company will apply for forgiveness on the PPP Loan during the fourth quarter.

NOTE 7 - COMMITMENTS

Supply Contract

In December 2015, the Company signed a uranium concentrates supply agreement with a major U.S. utility company for delivery commencing in 2018 and continuing for a five year period through 2022. As the Company does not possess saleable uranium, a partial assignment agreement was put in place whereby the assignee accepted the Company's right to the Year 1 delivery of 125,000 pounds of natural uranium concentrates. The Year 1 delivery was made during 2018 and the assignee was paid the full consideration under the agreement. The Company did not recognize any gain or loss on this transaction. In Year 2, a partial assignment agreement was put in place whereby the assignee accepted the Company's right to the Year 2 delivery of 125,000 pounds of natural uranium concentrates. The Year 2 delivery was made during 2019 and the assignee was paid the full consideration under the agreement. The Company did not recognize any gain or loss on this transaction. The Company and the U.S. utility customer mutually agreed to cancel the Year 3 delivery, rather than pursue a partial assignment; there will be no delivery during 2020.

Legal proceedings

On June 13, 2019, Black Range was sued over the original Weld County Colorado deed language. The lawsuit was filed in the Weld County District Court. This deed was negotiated prior to the Company acquiring Black Range in September 2015 by prior management and a bank representing the estate of the property owner. The plaintiff, the estate's beneficiaries, assert that it was the intent that they would receive a production override royalty for oil and gas production from the property, however this language was not included in the deed. Western's attorney has filed a response with the court contesting this allegation. This only involves royalties on oil and gas production on this undeveloped property, thus there is no current economic impact. Court procedure mandates that the parties participate in a mediation process before bringing the matter before the court. During the scheduling of the mediation process, the parties agreed to a settlement. Western executed the Settlement Agreement on December 31, 2019 and the four plaintiffs executed in counterparts on various days in January 2020. The plaintiff was given a non-participating royalty interest of 1/8th for all hydrocarbon and non-hydrocarbon substances that are produced and sold from the Weld County property. As the settlement only impacts future economics, the Company will not recognize any gain or loss from this transaction.

NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS

Authorized Capital

The holders of the Company's common shares are entitled to one vote per share. Holders of common shares are entitled to receive rateably such dividends, if any, as may be declared by the Board of Directors out of legally available funds. Upon the liquidation, dissolution, or winding up of the Company, holders of common shares are entitled to share rateably in all assets of the Company that are legally available for distribution. As of September 30, 2020 and December 31, 2019, an unlimited number of common shares were authorized for issuance.

Incentive Stock Option Plan

The Company maintains an Incentive Stock Option Plan (the "Plan") that permits the granting of stock options as incentive compensation. Shareholders of the Company approved the Plan on June 30, 2008 and amendments to the Plan on June 20, 2013, and the Board of Directors approved additional changes to the Plan on September 12, 2015.

The purpose of the Plan is to attract, retain and motivate directors, management, staff and consultants by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and benefit from its growth.

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS, CONTINUED

Incentive Stock Option Plan, continued

The Plan provides that the aggregate number of common shares for which stock options may be granted will not exceed 10% of the issued and outstanding common shares at the time stock options are granted. As of September 30, 2020, a total of 30,083,747 common shares were outstanding, and at that date the maximum number of stock options eligible for issue under the Plan was 3,008,375.

On January 6, 2020, the Company granted options under the Plan for the purchase of an aggregate of 600,000 common shares to five individuals consisting of directors, officers, and consultants of the Company. The options have a five year term, an exercise price of CAD \$1.03 (US \$0.76 as of June 30, 2020) and vest equally in thirds commencing initially on the date of grant and thereafter on January 31, 2020, and September 30, 2020.

Stock Options

| | Number of Shares | Weighted Average Exercise Price (USD) | Weighted Average Contractual Life (years) | Weighted Average Grant Date Fair Value (USD) | Intrinsic Value (USD) |
|----------------------------------|---------------------|--|--|---|--------------------------|
| Outstanding - January 1, 2020 | 2,208,000 | \$ 1.56 | 3.01 | \$ 0.41 | |
| Granted | 600,000 | \$ 0.76 | 4.52 | \$ 0.76 | |
| Expired, forfeited, or cancelled | - | | | | |
| Outstanding – September 30, 2020 | <u>2,808,000</u> | <u>\$ 1.36</u> | <u>2.69</u> | <u>\$ 0.37</u> | <u>-</u> |
| Exercisable – September 30, 2020 | <u>2,808,000</u> | <u>\$ 1.36</u> | <u>2.69</u> | <u>\$ 0.37</u> | <u>-</u> |

The Company's stock based compensation expense related to stock options for the three months ended September 30, 2020 and 2019 was \$0 and \$0 and for the nine months ended September 30, 2020 and 2019 was \$204,808 and \$180,269, respectively. As of September 30, 2020, the Company had \$0 in unamortized stock option expense.

The Company utilized the Black-Scholes option pricing model to determine the fair value of these stock options, using the assumptions as outlined below.

| | January 6, 2020 |
|--|--------------------|
| Stock Price | CAD \$ 1.03 |
| Exercise Price | CAD \$ 1.03 |
| Number of Options Granted | 600,000 |
| Dividend Yield | 0% |
| Expected Volatility | 90.5% |
| Weighted Average Risk-Free Interest Rate | 1.61% |
| Expected life (in years) | 2.6 |

Warrants

| | Number of Shares | Weighted Average Exercise Price (USD) | Weighted Average Contractual Life (years) | Intrinsic Value (USD) |
|----------------------------------|---------------------|--|--|--------------------------|
| Outstanding - January 1, 2020 | 8,602,913 | \$ 1.51 | | |
| Issued | - | - | | |
| Expired | (69,331) | 0.86 | | |
| Outstanding – September 30, 2020 | <u>8,533,582</u> | <u>\$ 1.48</u> | <u>1.07</u> | <u>\$ -</u> |
| Exercisable – September 30, 2020 | <u>8,533,582</u> | <u>\$ 1.48</u> | <u>1.07</u> | <u>\$ -</u> |

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 8 - SHARE CAPITAL AND OTHER EQUITY INSTRUMENTS, CONTINUED

Warrant Extension

On April 20, 2020, the Company announced the extension by nine months of the common share purchase warrants (the “Warrants”) issued to investors in non-brokered private placements that closed on May 4, June 30, and August 9, 2018 (the “2018 Private Placements”) and the amendment of the trigger price in the acceleration clause of each Warrant. A total of 2,671,116 Warrants were amended. The warrant modification expense amounted to \$639,012.

The Company performed a Black-Scholes valuation on the warrants both pre-modification and post-modification, using the assumptions below.

| | May 2018 – Prior to Modification | | May 2018 – Post Modification | | July 2018 – Prior to Modification | | July 2018 – Post Modification | | August 2018 – Prior to Modification | | August 2018 – Post Modification | |
|--|-------------------------------------|---------|---------------------------------|---------|--------------------------------------|-----------|----------------------------------|-----------|---|---------|------------------------------------|---------|
| Stock Price | CAD \$ | 0.80 | CAD \$ | 0.80 | CAD \$ | 0.80 | CAD \$ | 0.80 | CAD \$ | 0.80 | CAD \$ | 0.80 |
| Exercise Price | CAD \$ | 1.15 | CAD \$ | 1.15 | CAD \$ | 1.15 | CAD \$ | 1.15 | CAD \$ | 1.15 | CAD \$ | 1.15 |
| Number of Warrants Modified | | 454,811 | | 454,811 | | 1,262,763 | | 1,262,763 | | 953,544 | | 953,544 |
| Dividend Yield | | 0% | | 0% | | 0% | | 0% | | 0% | | 0% |
| Expected Volatility | | 106.8% | | 106.8% | | 106.8% | | 106.8% | | 106.8% | | 106.8% |
| Weighted Average Risk- Free Interest Rate | | 0.15% | | 0.15% | | 0.15% | | 0.15% | | 0.15% | | 0.15% |
| Expected life (in years) | | 0.04 | | 0.79 | | 0.27 | | 1.02 | | 0.30 | | 1.05 |

Each Warrant initially entitled the holder to purchase one common share in the capital of the Company at a price of \$1.15 CAD at any time prior to May 4, July 30, and August 9, 2020, respectively. Each of these dates has been extended by nine months from their respective expiration dates such that the Warrants will now expire on February 4, April 30, and May 9, 2021, respectively. Additionally, each Warrant originally contained an acceleration clause that allowed the Company to accelerate the expiration date of the Warrant if the closing price of the Company’s common shares was equal to or greater than \$2.50 CAD for a period of five consecutive trading days. The Company amended this clause by lowering the trigger price from \$2.50 CAD to \$1.83 CAD.

NOTE 9 - MINING EXPENDITURES

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--------------|---|-------------------|--|-------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Permits | \$ 33,166 | \$ 59,749 | \$ 89,322 | \$ 169,071 |
| Maintenance | - | - | - | 229,246 |
| Mining Costs | 18,841 | 210,282 | 252,354 | - |
| Royalties | 1,159 | - | 3,961 | - |
| | <u>\$ 53,166</u> | <u>\$ 270,031</u> | <u>\$ 345,637</u> | <u>\$ 398,317</u> |

WESTERN URANIUM & VANADIUM CORP. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Stated in USD)
(Unaudited)

NOTE 10 - RELATED PARTY TRANSACTIONS AND BALANCES

The Company has transacted with related parties pursuant to service arrangements in the ordinary course of business, as follows:

Prior to the acquisition of Black Range, Mr. George Glasier, the Company's CEO, who is also a director ("Seller"), transferred his interest in a former joint venture with Ablation Technologies, LLC to Black Range. In connection with the transfer, Black Range issued 25 million shares of Black Range common stock to Seller and committed to pay AUD \$500,000 (USD \$358,401 as of September 30, 2020) to Seller within 60 days of the first commercial application of the kinetic separation technology. Western assumed this contingent payment obligation in connection with the acquisition of Black Range. At the date of the acquisition of Black Range, this contingent obligation was determined to be probable. Since the deferred contingent consideration obligation is probable and the amount is estimable, the Company recorded the deferred contingent consideration as an assumed liability in the amount of \$358,401 and \$351,099 as of September 30, 2020 and December 31, 2019, respectively.

NOTE 11 – FINANCIAL INSTRUMENTS

Foreign Currency Risk

Foreign currency risk is the risk that changes in the rates of exchange on foreign currencies will impact the financial position or cash flows of the Company. The Company's reporting currency is the United States Dollar. The functional currency for Western Uranium & Vanadium Corp. standalone entity is the Canadian dollar. The Company is exposed to foreign currency risks in relation to certain activity that is to be settled in Canadian funds. Management monitors its foreign currency exposure regularly to minimize the risk of an adverse impact on its cash flows.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss in the event that certain counterparties are unable to fulfil their obligations to the Company. The Company limits its exposure to credit loss on its cash and restricted cash by placing its cash with high credit quality financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company's condensed consolidated cash flows from operations will not be sufficient for the Company to continue operating and discharge its liabilities. The Company is exposed to liquidity risk as its continued operation is dependent upon its ability to obtain financing, either in the form of debt or equity, or achieving profitable operations in order to satisfy its liabilities as they come due. As of September 30, 2020, the Company had a working capital of \$373,382 and cash on hand of \$818,630.

Market Risk

Market risk is the risk that fluctuations in the market prices of minerals will impact the Company's future cash flows. The Company is exposed to market risk on the price of uranium and vanadium, which will determine its ability to build and achieve profitable operations, the amount of exploration and development work that the Company will be able to perform, and the number of financing opportunities that will be available. Management believes that it would be premature at this point to enter into any hedging or forward contracts to mitigate its exposure to specific market price risks.

NOTE 12 – COVID-19

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States. As the COVID-19 coronavirus continues to spread in the United States, the Company may experience disruptions that could severely impact the Company. The global outbreak of the COVID-19 coronavirus continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact the Company's business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States to contain and treat the disease. To date, COVID-19 has primarily caused Western delays in reporting, regulatory, and operations. Most notably, the Company initiated a request for temporary cessation status for the Sunday Mine Complex as the mines had not been restarted within the 180-day window due to the direct and indirect impacts of the COVID-19 pandemic. The Company is monitoring COVID-19's potential impact on the Company's operations.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

The information disclosed in this quarterly report, and the information incorporated by reference herein, include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include, but are not limited to, statements regarding our or our management’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained or incorporated by reference in this quarterly report are based on our current expectations and beliefs concerning future developments and their potential effects on us and speak only as of the date of each such statement. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in this Item 2 of Part I of this quarterly report and in Item 1A of Part I of the Company’s annual report on Form 10-K for the year ended December 31, 2019. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

The following discussion should be read in conjunction with our condensed consolidated interim financial statements and footnotes thereto contained in this quarterly report.

Overview

General

Western Uranium & Vanadium Corp. (“Western” or the “Company”, formerly Western Uranium Corporation) was incorporated in December 2006 under the Ontario Business Corporations Act. On November 20, 2014, the Company completed a listing process on the Canadian Securities Exchange (“CSE”). As part of that process, the Company acquired 100% of the members’ interests of Pinon Ridge Mining LLC (“PRM”), a Delaware limited liability company. The transaction constituted a reverse takeover (“RTO”) of Western by PRM. Subsequent to obtaining appropriate shareholder approvals, the Company reconstituted its Board of Directors and senior management team. Effective September 16, 2015, Western completed its acquisition of Black Range Minerals Limited (“Black Range”).

On August 18, 2014, the Company closed on the purchase of certain mining properties in Colorado and Utah from Energy Fuels Holding Corp. Assets purchased included both owned and leased lands in Utah and Colorado and all represent properties that have been previously mined for uranium to varying degrees in the past. The acquisition included the purchase of the Sunday Mine Complex. The Sunday Mine Complex is located in western San Miguel County, Colorado. The complex consists of the following five individual mines: the Sunday mine, the Carnation mine, the Saint Jude mine, the West Sunday mine and the Topaz mine. The operation of each of these mines requires a separate permit and all such permits have been obtained by Western and are currently valid. In addition, each of the mines has good access to a paved highway, electric power to existing declines, office/storage/shop and change buildings, and extensive underground haulage development with several vent shafts complete with exhaust fans. These properties were formerly secured by a first priority interest collateralizing a \$500,000 promissory note which was paid in full on August 31, 2018 and thus the properties are now held free and clear of encumbrances. The Sunday Mine Complex is the Company’s core resource property and was assigned active status effective June 2019.

On September 16, 2015, Western completed its acquisition of Black Range, an Australian company that was listed on the Australian Securities Exchange until the acquisition was completed. The acquisition terms were pursuant to a definitive Merger Implementation Agreement entered into between Western and Black Range. Pursuant to the agreement, Western acquired all of the issued shares of Black Range by way of Scheme of Arrangement (“the Scheme”) under the Australian Corporation Act 2001 (Cth) (the “Black Range Transaction”), with Black Range shareholders being issued common shares of Western on a 1 for 750 basis. On August 25, 2015, the Scheme was approved by the shareholders of Black Range and on September 4, 2015, Black Range received approval by the Federal Court of Australia. In addition, Western issued to certain employees, directors and consultants options to purchase Western common shares. Such stock options were intended to replace Black Range stock options outstanding prior to the Black Range Transaction on the same 1 for 750 basis.

The Company has registered offices at 330 Bay Street, Suite 1400, Toronto, Ontario, Canada, M5H 2S8 and its common shares are listed on the CSE under the symbol “WUC” and are traded on the OTCQX Best Market under the symbol “WSTRF”. Its principal business activity is the acquisition and development of uranium and vanadium resource properties in the states of Utah and Colorado in the United States of America (“United States”).

Recent Developments

Kinetic Separation Licensing

During 2016, the Company submitted documentation to the Colorado Department of Public Health and Environment (“CDPHE”) for a determination ruling regarding the type of license which may be required for the application of Kinetic Separation at the Sunday Mine Complex within the state of Colorado. During May and June of 2016, CDPHE held four public meetings in several cities in Colorado as part of the process. On July 22, 2016 CDPHE closed the comment period. In connection with this matter, the CDPHE consulted with the United States Nuclear Regulatory Commission (“NRC”). In response, the CDPHE received an advisory opinion dated October 16, 2016, which did not contain support for the NRC’s opinion and with which the Company’s regulatory counsel does not agree. NRC’s advisory opinion recommended that Kinetic Separation should be regulated as a milling operation but did recognize that there may be exemptions to certain milling regulatory requirements because of the benign nature of the non-uranium bearing sands produced after Kinetic Separation is completed on uranium-bearing ores. On December 1, 2016, the CDPHE issued a determination that the proposed Kinetic Separation operations at the Sunday Mine must be regulated by the CDPHE through a milling license. The 2018 increase in the blended uranium/vanadium price has brought the Company closer to production. Beginning in 2017, the Company’s regulatory counsel has prepared significant documentation in preparation for a prospective submission. On September 13, 2019, the Company’s regulatory counsel submitted a white paper to the NRC entitled Recommendations on the Proper Legal and Policy Interpretation for Using Kinetic Separation Processes at Uranium Mine Sites. On July 24, 2020, the NRC staff responded with a letter in support of the original conclusion; Western’s regulatory counsel is evaluating alternatives.

Sunday Mine Complex Vanadium Project Supplementary Requirements

On June 18, 2019, The Colorado Division of Reclamation, Mining and Safety (CDRMS) issued a letter indicating limited supplementary requirements prior to the removal of material (ore) from the Sunday Mine Complex underground workings and further offsite handling. In a follow-up meeting on Monday, August 5, 2019, the Company agreed to construct an ore pad on the surface before stockpiling or storing ore outside the mine and acquire certification that the storm drainage system was constructed in accordance with the existing plan prior to the removal of ore from the SMC. On August 15, 2019, the Company sent a response letter to CDRMS providing the requested additional information regarding the reopening of the Sunday Mine Complex mines. On September 18, 2019, the CDRMS issued a letter indicating that activities at the Sunday Mines do not meet the definition of a “Mining Operation” and thus at this time, the Division does not consider the permits in active status. In the letter, CDRMS reiterated that prior to the removal of ore material from the mines and upgrading to an active status, the CDRMS surface requirements needed to be completed, inspected and accepted by CDRMS. The CDRMS further noted requirements that would apply to Western’s proposed off-site kinetic separation test facility. On April 9, 2020, CDRMS issued a letter acknowledging that the Construction Completion Reports and As-Built Certifications for the ore storage pads have been reviewed and accepted. It was further noted that prior to ore being removed and placed on the ore pad an inspection would still need to be completed, but due to COVID-19 the CDRMS staff were subject to a no-travel policy under the Governor’s Stay-at-Home Order. Hence, CDRMS offered an alternative remote procedure requiring extensive photo documentation and a signed affidavit from both the manufacturer and installation crew certifying that the ore pad liner was installed in accordance with the approved Environmental Protection Plan. Additional requirements included the submission of a comprehensive hydrogeology report and completion of the Sunday Mine Complex MLRB permit hearing process. With this approval, Western has now completed every project, study, and submission stipulated as required under the existing Environmental Protection Plan by CDMRS, and all submissions have been made. The hydrogeology report is currently being reviewed by CDMRS and approval is needed to conduct mining activities below the static groundwater level or to affect ground or surface waters. The Company is working toward the completion of an updated Plan of Operations, which is required for resumption of mining activities at the Topaz Mine.

Sunday Mine Complex Permitting Status

On February 4, 2020, the Colorado DRMS sent a Notice of Hearing to Declare Termination of Mining Operations related to the status of the mining permits issued by the state of Colorado for the Sunday Mine Complex. At issue is the application of an unchallenged Colorado Court of Appeals Opinion for a separate mine (Van 4) with very different facts that are retroactively modifying DRMS rules and regulations. The Company maintains that it was timely in meeting existing rules and regulations. The hearing was scheduled to be held during several monthly MLRB Board meetings, but this matter has been delayed several times. The permit hearing was held during the MLRB Board monthly meeting on July 22, 2020. At issue was the status of the five existing permits which comprise the Sunday Mine Complex. Due to COVID restrictions, the hearing took place utilizing a virtual-only format. The Company prevailed in a 3 to 1 decision which acknowledged that the work completed at the Sunday Mines under DRMS oversight was timely and sufficient for Western to maintain these permits. In a subsequent July 30, 2020 letter, the DRMS notified the Company that the status of the five permits (Sunday, West Sunday, St. Jude, Carnation, and Topaz) had been changed to Active status effective June 10, 2019, the original date on which the change of the status was approved. On August 23, 2020, the Company initiated a request for temporary cessation status for the Sunday Mine Complex as the mines had not be restarted within a 180-day window due to the direct and indirect impacts of the COVID-19 pandemic. Accordingly, a permit hearing was scheduled for October 21, 2020 to determine temporary cessation status. In a unanimous vote, the MLRB approved temporary cessation status for each of the five Sunday Mine Complex permits (Sunday, West Sunday, St. Jude, Carnation, and Topaz). On October 9, 2020, the MLRB issued a board order which finalized the findings of the July 22, 2020 permit hearing. On November 12, 2020, a coalition of environmental groups filed a lawsuit against the MLRB seeking a partial appeal of the July 22, 2020 decision by requesting termination of the Topaz Mine permit. Management anticipates joining with the MLRB in defense of their July 22, 2020 decision.

Van 4 Mine Permitting Status

A prior owner of the Van 4 Mine had been granted a first Temporary Cessation from reclamation of the mine by the Colorado Mined Land Reclamation Board (“MLRB”) which was set to expire June 23, 2017. Prior to its expiration, PRM formally requested an extension through a second Temporary Cessation. PRM subsequently participated in a public process which culminated in a hearing on July 26, 2017. Prior to the hearing, three non-profit organizations who pursue environmental and conservation objectives filed a brief objecting to the extension. The MLRB board members voted to grant a second five-year Temporary Cessation for the Van 4 Mine. Thereafter, the three objecting parties filed a lawsuit on September 18, 2017. The MLRB was named as the defendant and PRM was named as a party to the case due to the Colorado law requirement that any lawsuit filed after a hearing must include all of the parties in the proceeding. The plaintiff organizations are seeking for the court to set aside the board order granting a second five-year Temporary Cessation period to PRM for the Van 4 Mine. The Colorado state Attorney General was defending this action in the Denver Colorado District Court. On May 8, 2018, the Denver Colorado District Court ruled in favor, whereby the additional five-year temporary cessation period was granted. The Plaintiffs appealed this ruling to the Colorado Court of Appeals and on July 25, 2019 the ruling was reversed, ruling that the additional five-year temporary cessation period should not have been granted.

The MLRB and the Colorado Attorney General advised Western that it will not make an additional appeal of the ruling. Further, the time period for an appeal has passed. The Judge has subsequently issued an instruction for the MLRB to issue an order revoking the permit and putting the Van 4 Mine into reclamation. On January 22, 2020, the MLRB held a hearing and on March 2, 2020, the MLRB issued an order vacating the Van 4 Temporary Cessation, revoking the permit and ordered commencement of final reclamation, which must be completed within five (5) years. The Company commenced reclamation of the Van 4 Mine but progress has been delayed both by COVID-19 restrictions and countywide fire and open flame restrictions. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property.

Weld County Colorado Litigation

On June 13, 2019, Black Range was sued over the original Weld County Colorado deed language. The lawsuit was filed in the Weld County District Court. This deed was negotiated prior to the Company acquiring Black Range in September 2015 by prior management and a bank representing the estate of the property owner. The plaintiff, the estate’s beneficiaries, assert that it was the intent that they would receive a production override royalty for oil and gas production from the property, however this language was not included in the deed. Western’s attorney has filed a response with the court contesting this allegation. This only involves royalties on oil and gas production on this undeveloped property, thus there is no current economic impact. Court procedure mandates that the parties participate in a mediation process before bringing the matter before the court. During the scheduling of the meditation process, the parties agreed to a settlement. Western executed the Settlement Agreement on December 31, 2019 and the four plaintiffs executed in counterparts on various days in January 2020. The plaintiff was given a non-participating royalty interest of 1/8th for all hydrocarbon and non-hydrocarbon substances that are produced and sold from the Weld County property. As the settlement only impacts future economics, the Company will not recognize any gain or loss from this transaction.

Warrant Extension for Warrants issued in 2018 Private Placement

On April 20, 2020, the Company announced the extension by nine months of the common share purchase warrants (the “Warrants”) issued to investors in non-brokered private placements that closed on May 4, June 20, and August 9, 2018 (the “2018 Private Placements”) and the amendment of the trigger price in the acceleration clause of each Warrant. A total of 2,671,116 Warrants are being amended.

In accordance with ASC 178-20-35-3, the Company must record a warrant modification expense to account for the effects of these amendments to the original terms. See Note 8 for more information.

Each Warrant currently entitles the holder to purchase one common share in the capital of the Company at a price of \$1.15 CAD at any time prior to May 4, June 30, and August 9, 2020, respectively. Each of these dates has been extended by nine months such that the Warrants will expire on February 4, April 30, and May 9, 2021, respectively. Additionally, each Warrant originally contained an acceleration clause that allowed the Company to accelerate the expiration date of the warrant if the closing price of the Company’s common shares was equal to or greater than \$2.50 CAD for a period of five consecutive trading dates. The Company is amending this clause by lowering the trigger price from \$2.50 CAD to \$1.83 CAD. The Company performed a Black-Scholes analysis to determine the fair value of the Warrants using the pre-modification terms and the post-modification terms on the date of modification. Based on the Company’s analysis performed, the Company recorded a warrant modification expense of \$639,012 on April 20, 2020.

Uranium Section 232 Investigation/Nuclear Fuel Working Group Process

In the United States, an investigation under Section 232 of the Trade Expansion Act of 1962 (U.S) was undertaken by the U.S Department of Commerce (“DoC”) in 2018 to assess the impact to national security of the importation of the vast majority of uranium utilized by the ~100 operative civilian nuclear reactors within the United States. In response to the Section 232 report, the White House disseminated a Presidential Memoranda in July 2019. At that time, President Trump formed the Nuclear Fuel Working Group (“NFWG”) to find solutions for reviving and expanding domestic nuclear fuel production and reinvigorating recommendations. As a first step in addressing this issue, President Trump’s Fiscal Year 2021 budget included a \$150 million line item each year for the next decade to establish a Uranium Reserve.

Thereafter, U.S. Energy Secretary Dan Brouillette stated that the Department of Energy (“DoE”) was preparing to release the NFWG report in early March 2020. This announcement was made prior to the coronavirus contagion which has delayed the report release. In parallel, Congress has requested that the DoE prepare a report on Key Challenges in Reconstituting Uranium Mining and Conversion Capabilities in the United States. The extended deadline for industry to supply responses to the Request For Information launched by DoE was March 30, 2020. Western continued to participate in the process and made an RFI submission.

On April 23, 2020, the DoE released the NFWG report entitled “Restoring America’s Competitive Nuclear Energy Advantage – A strategy to assure U.S. national security”. The report outlines a strategy for the reestablishment of critical capabilities and direct support to the front end of the U.S. domestic nuclear fuel cycle. The Summary of Measures included the following which could benefit U.S. uranium miners: direct purchases of uranium by establishing a Uranium Reserve, ending DoE’s program which barter uranium and re-evaluates DoE’s Excess Uranium Inventory Management Policy, creating a level playing field for all energy sources in power markets, streamlining regulatory reform and land access for uranium dumping in the U.S. market. The NFWG finding and recommendations presented by the DoE are a positive outcome for U.S. uranium miners; however, the ultimate outcome and timing remains uncertain as this is a continuing process requiring approvals and budget appropriation from Congress and implementation by U.S. government agencies. Presently, Western is one of the very few uranium companies holding previously producing, permitted, and developed mines in the United States and thus well positioned to benefit in the short-term from a favorable determination.

Implementation of the NFWG recommendations remains an ongoing process. During July 2020, the U.S. House Committee on Appropriations has decided not to provide \$150 million uranium reserve funding for fiscal 2021. Instead the DoE was given 180 days to develop and submit the uranium reserve plan. Subsequently, Senator Barrasso introduced a bill into the U.S. Senate entitled the “The American Nuclear Infrastructure Act of 2020 and Representatives Latta and Cheney introduced a bill to the U.S. House entitled the Nuclear Prosperity and Security Act. These bills implement the key provisions of the NFWG report’s recommendations; both include the creation of a national uranium reserve. In parallel, the preparation of a Congressional report by the DoE on Key Challenges in Reconstituting Uranium Mining and Conversion Capabilities in the United States remains ongoing and is anticipated to be imminently completed for the U.S. House. In November 2020, Post-U.S. election, the Senate Committee on Appropriations released its funding measures and allocations recommending the creation and funding of the American Uranium Reserve. In October 2020, the DoC extended the Russian Suspension Agreement for an additional 20 years until 2040. Existing categories of quotas on imports of Russian uranium into the U.S. were reduced by a graduated scale and additional provisions were modified to eliminate loopholes. An extension of this agreement was among the NFWG’s recommendations. In further implementation of the report’s recommendations, the DoE made multiple investment awards to companies advancing new nuclear technologies. TerraPower and X-energy received awards to build demonstration models of their advanced reactor designs and NuScale received support to deploy the first U.S. small modular reactor (“SMR”) plan comprise of 12 modules at the Idaho National Laboratory. The International Development Finance Corp. signed a letter of intent to finance NuScale’s development of 42 SMR modules in South Africa. In an acknowledgement of the future growth potential of new nuclear technologies, the U.S. government has increased its industry support to a level not seen in decades, this is being done to level the playing field versus state-sponsored foreign entities.

Vanadium Section 232 Investigation

In the United States, a petition for an investigation under Section 232 of the Trade Expansion Act of 1962 (U.S) was requested by two domestic companies in November 2019. On June 2, 2020, the U.S. Secretary of Commerce, Wilbur Ross, initiated an investigation into whether the present quantities or circumstances of vanadium imports into the United States threaten to impair the national security. The initiation of this investigation created a 270 day window, which lasts until February 2021, to compile and deliver a report to the President of the United States. As a remedy, the petitioners requested a 40% tariff on vanadium imports from all sources and the establishment of a stockpiling program. Separate tariff rate quotas were requested for refined vanadium products. Western has submitted survey data and continues to support this investigation and remedies that level the playing field for U.S. domestic producers versus foreign state-sponsored competitors.



Paycheck Protection Program Loan

On May 6, 2020, the Company obtained a Paycheck Protection Program loan (the “PPP Loan”) of \$73,116. The loan has a fixed interest rate of 1%, requires the Company to make seventeen (17) monthly payments, after a deferral period, and has a maturity date of May 6, 2022. The entirety of the loan principal is eligible for forgiveness to the extent that the proceeds are utilized toward permissible expenditures within the initial period. The final PPP Program updates have been made and the process for forgiveness applications have been finalized, so the Company will apply for forgiveness of the PPP Loan during the fourth quarter.

COVID-19 Coronavirus

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China. Since then, the COVID-19 coronavirus has spread to multiple countries, including the United States and Canada. As the COVID-19 coronavirus continues to spread in the United States and Canada, we may experience disruptions that could severely impact our business. The global outbreak of the COVID-19 coronavirus continues to evolve rapidly. The extent to which the COVID-19 coronavirus may impact our business will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing in the United States, Canada and other countries, business closures or business disruptions and the effectiveness of actions taken in the United States, Canada and other countries to contain and treat the disease.

Results of Operations

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|------------------|--|--------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Revenue | | | | |
| Lease revenue | \$ 11,155 | \$ 11,155 | \$ 33,465 | \$ 33,465 |
| Expenses | | | | |
| Mining expenditures | 53,166 | 270,031 | 345,637 | 398,317 |
| Professional fees | 67,356 | 131,228 | 252,533 | 318,861 |
| General and administrative | 241,300 | 279,849 | 911,080 | 899,228 |
| Consulting fees | 10,846 | 45,181 | 47,668 | 93,861 |
| Total operating expenses | 372,668 | 726,289 | 1,556,918 | 1,710,267 |
| Operating loss | (361,513) | (715,134) | (1,523,453) | (1,676,802) |
| Interest expense, net | 4,920 | 2,267 | 10,621 | 8,073 |
| Warrant modification expense | - | - | 639,012 | - |
| Net loss | (366,433) | (717,401) | (2,173,086) | (1,684,875) |
| Other Comprehensive income (expense) | | | | |
| Foreign exchange gain (loss) | 14,705 | 22,623 | (101,096) | 37,222 |
| Comprehensive Loss | (351,728) | (694,778) | (2,274,182) | (1,647,653) |
| Net loss per share - basic and diluted | \$ (0.01) | \$ (0.02) | \$ (0.07) | \$ (0.06) |

Three Months Ended September 30, 2020 as Compared to the Three Months Ended September 30, 2019

Summary:

Our condensed consolidated net loss for the three months ended September 30, 2020 and 2019 was \$366,433 and \$717,401 or \$(0.01) and \$(0.02) per share, respectively. The principal components of these quarter over quarter changes are discussed below.

Our comprehensive loss for the three months ended September 30, 2020 and 2019 was \$351,728 and \$694,778, respectively.

Revenue

Our revenue for the three months ended September 30, 2020 and 2019 was \$11,155 and \$11,155, respectively. This revenue resulted from lease revenue pursuant to a July 18, 2017 oil and gas lease agreement, which was extended for an additional three years in 2020, February 2, 2018 pipeline easement, and July 1, 2018 right-of-way agreement. This revenue is derived from a non-core property acquired in the Black Range Minerals acquisition. The counterparties are from the oil and gas industry.

Mining Expenditures

Mining expenditures for the three months ended September 30, 2020 were \$53,166 as compared to \$270,031 for the three months ended September 30, 2019. The decrease in mining expenditures of \$216,865, or 80.3% was principally attributable to disproportionately larger mining expenditures related to the Sunday Mine Complex project last year during the third quarter.

Professional Fees

Professional fees for the three months ended September 30, 2020 were \$67,356 as compared to \$131,228 for the three months ended September 30, 2019. The decrease in professional fees of \$63,872, or 48.7% was due to a \$43,390 decrease in legal and regulatory expenditures and \$18,194 reduction in other professional services utilization.

General and Administrative

General and administrative expenses for the three months ended September 30, 2020 were \$241,300 as compared to \$279,849 for the three months ended September 30, 2019. The decrease in general and administrative expense of \$38,549, or 13.8% is due to a \$19,325 decrease in utilities and a \$12,107 decrease in payroll as additional costs from the Sunday Mine Complex project last year were not replicated during the third quarter.

Consulting Fees

Consulting fees for the three months ended September 30, 2020 were \$10,846 as compared to \$45,181 for the three months ended September 30, 2019. The decrease in consulting fees of \$34,335, or 76.0% was principally due to the Company's reduced utilization of consultants during the current period.

Interest Expense, net

Interest expense, net, for the three months ended September 30, 2020 was \$4,920 as compared to \$2,267 for the three months ended September 30, 2019. The increase of interest expense, net, of \$2,653 was comparable between the year-over-year periods.

Foreign Exchange

Foreign exchange gain (loss) for the three months ended September 30, 2020 was \$14,705 as compared to \$22,623 for the three months ended September 30, 2019. The decrease of the foreign exchange loss of \$7,918 is primarily due to holding cash balances in Canadian Dollars and the translation loss from using United States Dollars as the reporting currency.

Nine Months Ended September 30, 2020 as Compared to the Nine Months Ended September 30, 2019

Summary:

Our condensed consolidated net loss for the nine months ended September 30, 2020 and 2019 was \$2,173,086 and \$1,684,875 or \$(0.07) and \$(0.06) per share, respectively. The principal components of these quarter over quarter changes are discussed below.

Our comprehensive loss for the nine months ended September 30, 2020 and 2019 was \$2,274,182 and \$1,647,653, respectively.

Revenue

Our revenue for the nine months ended September 30, 2020 and 2019 was \$33,465 and \$33,465, respectively. This revenue resulted from lease revenue pursuant to a July 18, 2017 oil and gas lease agreement, which was extended for an additional three years in 2020, February 2, 2018 pipeline easement, and July 1, 2018 right-of-way agreement. This revenue is derived from a non-core property acquired in the Black Range Minerals acquisition. The counterparties are from the oil and gas industry.

Mining Expenditures

Mining expenditures for the nine months ended September 30, 2020 were \$345,637 as compared to \$398,317 for the nine months ended September 30, 2019. The decrease in mining expenditures of \$52,680, or 13.2% was principally attributable to larger Sunday Mine Complex project expenditures during 2019 versus lower 2020 expenditures toward the project.

Professional Fees

Professional fees for the nine months ended September 30, 2020 were \$252,533 as compared to \$318,861 for the nine months ended September 30, 2019. The decrease in professional fees of \$66,328, or 20.8%, was principally attributable to a \$43,613 decrease in legal and regulatory expenditures and \$12,739 reduction in other professional services utilization.

General and Administrative

General and administrative expenses for the nine months ended September 30, 2020 were \$911,080 as compared to \$899,228 for the nine months ended September 30, 2019. The increase in general and administrative expense of \$11,852, or 1.3% is due to the timing of the stock based compensation expense. These increases were partially offset by reduced travel due to COVID-19 restrictions and reduced utility costs incurred during the Sunday Mine Complex project last year, which were not replicated during the current period.

Consulting Fees

Consulting fees for the nine months ended September 30, 2020 were \$47,668 as compared to \$93,861 for the nine months ended September 30, 2019. The decrease in consulting fees of \$46,193, or 49.2% was principally due to the Company's reduced utilization of consultants during the current period.

Interest Expense, net

Interest expense, net, for the nine months ended September 30, 2020 was \$10,621 as compared to \$8,073 for the nine months ended September 30, 2019. The increase of interest expense, net, of \$2,548 was comparable between the year-over-year periods.

Foreign Exchange

Foreign exchange (loss) gain for the nine months ended September 30, 2020 was \$(101,096) as compared to \$37,222 for the nine months ended September 30, 2019. The decrease of the foreign exchange (loss) gain of \$138,318 is primarily due to the translation loss from using United States Dollars as the reporting currency and foreign exchange exposure from holding Canadian Dollar cash balances.

Liquidity and Capital Resources

The Company's cash balance as of September 30, 2020 was \$818,630. The Company's cash position is highly dependent on its ability to raise capital through the issuance of debt and equity and its management of expenditures for mining development and for fulfillment of its public company reporting responsibilities. Management believes that in order to finance the development of the mining properties and Kinetic Separation, the Company will be required to raise additional capital by way of debt and/or equity. The Company could potentially require additional capital in 2020 if the scope of the Sunday Mine Complex expands. This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on current exploration program results and/or external opportunities.

Net cash used in operating activities

Net cash used in operating activities was \$1,236,238 for the nine months ended September 30, 2020, as compared with \$1,484,517 for the nine months ended September 30, 2019. Of the \$1,236,238 in net cash used in operating activities, \$2,173,086 is derived from our net loss before non-cash adjustments. During the nine months ended September 30, 2020, \$7,971 represented an increase in depreciation, \$12,425 represented an increase in accretion of reclamation liability, \$204,808 represented an increase in stock based compensation, \$639,012 represented an increase in warrant modification expense, \$18,893 represented an increase in prepaid expenses and other current assets, \$93,828 represented a decrease in accounts payable and accrued expenses, and \$146,535 represented an increase in deferred revenue.

Net cash used in investing activities

Net cash used in investing activities was \$0 for the nine months ended September 30, 2020, as compared with \$71,041 for the nine months ended September 30, 2019. This capital expenditure in 2019 represents the initiation of expenditures needed to re-open the Sunday Mine Complex.

Net cash provided by financing activities

Net cash provided by financing activities for the nine months ended September 30, 2020 and 2019 were \$73,116 and \$2,996,911, respectively. The Company applied for and received \$73,116 in the form of a PPP Loan on May 6, 2020 from the Small Business Association, as discussed above.

Reclamation Liability

The Company's mines are subject to certain asset retirement obligations, which the Company has recorded as reclamation liabilities. The reclamation liabilities of the United States mines are subject to legal and regulatory requirements, and estimates of the costs of reclamation are reviewed periodically by the applicable regulatory authorities. The reclamation liability represents the Company's best estimate of the present value of future reclamation costs in connection with the mineral properties. The Company determined the gross reclamation liabilities of the mineral properties as of September 30, 2020 and December 31, 2019, to be approximately \$906,898 and \$897,662, respectively. On March 2, 2020, the Colorado Mined Land Reclamation Board ("MLRB") issued an order vacating the Van 4 Temporary Cessation, terminating mining operations and ordering commencement of final reclamation. The Company has begun the reclamation of the Van 4 Mine. The reclamation cost is fully covered by the reclamation bonds posted upon acquisition of the property. The Company adjusted the fair value of its reclamation obligation for the Van 4 Mine. The portion of the reclamation liability related to the Van 4 Mine, and its related restricted cash are included in current liabilities and current assets, respectively, at a value of \$75,057. The Company expects to begin incurring the reclamation liability after 2054 for all mines that are not in reclamation and accordingly, has discounted the gross liabilities over their remaining lives using a discount rate of 5.4% to net discounted aggregated values as of September 30, 2020 and December 31, 2019 of \$306,653 and \$294,228, respectively. The gross reclamation liabilities as of September 30, 2020 and December 31, 2019 are secured by financial warrantees in the amount of \$906,898 and \$897,662, respectively.

Related Party Transactions

The Company has transacted with related parties pursuant to service arrangements in the ordinary course of business, as follows:

Prior to the acquisition of Black Range, Mr. George Glasier, the Company's CEO, who is also a director ("Seller"), transferred his interest in a former joint venture with Ablation Technologies, LLC to Black Range. In connection with the transfer, Black Range issued 25 million shares of Black Range common stock to Seller and committed to pay AUD \$500,000 (USD \$358,401 as of September 30, 2020) to Seller within 60 days of the first commercial application of the Kinetic Separation. Western assumed this contingent payment obligation in connection with the acquisition of Black Range. At the date of the acquisition of Black Range, this contingent obligation was determined to be probable. Since the deferred contingent consideration obligation is probable and the amount estimable, the Company recorded the deferred contingent consideration as an assumed liability in the amount of \$358,401 and \$351,099 as of September 30, 2020 and December 31, 2019, respectively.

Going Concern

The Company has incurred continuing losses from its operations and as of September 30, 2020, the Company had an accumulated deficit of \$10,867,655 and working capital of \$373,382.

Since inception, the Company has met its liquidity requirements principally through the issuance of notes and the sale of its common shares.

The Company's ability to continue its operations and to pay its obligations when they become due is contingent upon the Company obtaining additional financing. Management's plans include seeking to procure additional funds through debt and equity financings, to secure regulatory approval to fully utilize its Kinetic Separation and to initiate the processing of ore to generate operating cash flows.

There are no assurances that the Company will be able to raise capital on terms acceptable to the Company or at all, or that cash flows generated from its operations will be sufficient to meet its current operating costs and required debt service. If the Company is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned product development, which could harm its financial condition and operating results, or it may not be able to continue to fund its ongoing operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern to sustain operations for at least one year from the issuance of the accompanying financial statements. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Off Balance Sheet Arrangements

As of September 30, 2020, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

Critical Accounting Estimates and Policies

The preparation of these condensed consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements and reported amounts of expenses during the reporting period.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, include, but are not limited to, the following: fair value of transactions involving common shares, assessment of the useful life and evaluation for impairment of intangible assets, valuation and impairment assessments on mineral properties, deferred contingent consideration, the reclamation liability, valuation of stock-based compensation, valuation of available-for-sale securities and valuation of long-term debt, HST and asset retirement obligations. Other areas requiring estimates include allocations of expenditures, depletion and amortization of mineral rights and properties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on their evaluation of our disclosure controls and procedures, our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were not effective as of September 30, 2020, to ensure that information required to be disclosed by the Company in the reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (b) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow for timely decisions regarding required disclosure.

Description of Material Weakness

Management has concluded that the Company’s disclosure controls and procedures were not effective as of September 30, 2020, due to the lack of segregation of duties and the failure to report disclosures on a timely basis.

Remediation of Material Weakness

Management has developed a plan and related timeline for the Company to design a set of control procedures and the related required documentation thereof in order to address this material weakness. However, its implementation was delayed as a decline in commodity prices caused the Company to pursue aggressive cost cutting and de-staffing which has increasingly concentrated duties on the remaining staff. Until the Company has the proper staff in place, it likely will not be able to remediate its material weaknesses.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 under the Exchange Act that occurred during the current fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

In the opinion of management, we are not involved in any claims, legal actions or regulatory proceedings as of September 30, 2020, the ultimate disposition of which would have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company did not make any unregistered sales of equity securities during the quarter ended September 30, 2020.

Item 4. Mine Safety Disclosures

For Western, safety is a core value, and we strive for superior performance. Our health and safety management system, which includes detailed standards and procedures for safe production, addresses topics such as employee training, risk management, workplace inspection, emergency response, accident investigation, and program auditing. In addition to strong leadership and involvement from all levels of the organization, these programs and procedures for the cornerstone of safety at Western, ensuring that employees are provided a safe and healthy environment and are intended to reduce workplace accidents, incidents and losses, comply with all mining-related regulations and provide support for both regulators and the industry to improve mine safety.

The operation of our U.S. based mine is subject to regulation by the Federal Mine Safety and Health Administration (“MSHA”) under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). MSHA inspects our mine on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act. Following passage of The Mine Improvement and New Emergency Response Act of 2006, MSHA significantly increased the number of citations and orders charged against mining operations. The dollar penalties assessed for citations issued has also increased in recent years.

Western is required to report certain mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K, and that required information is included in Exhibit 95 and is incorporated by reference in the Company’s annual report on form 10-K filed on April 14, 2020.

Item 6. Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 3.1 * | Certificate of Incorporation, as amended |
| 3.2 * | Amended and Restated Bylaws |
| 10.1 | Employment Agreement, dated November 12, 2020, by and between Robert Klein and Western Uranium and Vanadium Corp. |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

* Previously filed as an exhibit to the Company’s Form 10 registration statement filed on April 29, 2016 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WESTERN URANIUM & VANADIUM CORP.

Date: November 16, 2020

By: /s/ George Glasier

George Glasier
Chief Executive Officer
(Principal executive officer)

Date: November 16, 2020

By: /s/ Robert Klein

Robert Klein
Chief Financial Officer
(Principal financial and accounting officer)

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the “Agreement”) is executed this 12th day of November 2020, and effective as of the 1st day of October 2020 (the “Effective Date”), by and between Black Range Minerals LLC, a Colorado limited liability company as the employer (“Black Range”), Western Uranium & Vanadium Corp., an Ontario, Canada corporation (“WUVC” and together with Black Range, separately and collectively herein referred to as the “Company”) and Robert R. Klein (“Klein” or “Executive”).

WHEREFORE, Black Range is a wholly-owned subsidiary of WUVC;

WHEREFORE, the Company desires to engage the services of Klein as Chief Financial Officer of each of WUVC and the Company to perform the duties set forth on **Exhibit A – “Scope of Services,”** attached hereto and incorporated into this Agreement (the “Services”); and

WHEREFORE, Klein is willing to accept this engagement and perform his duties for the Company under the terms and conditions set forth in this Agreement.

NOW THEREFORE, in consideration of the above recitals and the mutual promises, covenants, undertakings, and other consideration recited herein, the Parties agree as follows:

1. Duties and Services.

a. Duties. Klein shall report directly to George E. Glasier, Chief Executive Officer of WUVC (the “CEO”) and Klein shall devote substantially all of his business time and attention to the business and affairs of the Company and its subsidiaries. Notwithstanding the foregoing, Klein (i) may engage in charitable, civic, fraternal and community affairs, educational and professional and/or trade industry association activities, (ii) manage his personal passive investments, (iii) with prior written notice to the Board of Directors of WUVC (the “Board”), serve on the boards of directors of non-profit organizations and (iv) with the prior written approval of the Board, serve on the boards of directors of for-profit companies; provided that such activities, do not interfere, either individually or in the aggregate, in any material respect, with the performance of Executive’s duties under this Agreement or create a potential business or fiduciary conflict. As notice is provided, Klein has continued economic interests owed as set forth on **Exhibit B – “Economic Interests,”** attached hereto and incorporated into this Agreement and by execution of this Agreement, the Board approves his continued efforts toward realizing such Economic Interests.

b. Services. Klein shall perform the Services as detailed in **Exhibit A.** Klein shall exercise independent judgment regarding the manner in which Klein performs the Services while exercising reasonable best efforts to comply satisfactorily with the terms of this Agreement. Klein agrees to comply with all ordinances, laws, orders, rules, and regulations related and/or applicable to the Services.

2. Compensation.

a. Base Salary. During the Employment Term, Executive's base salary shall be One Hundred Fifty Thousand Dollars (US\$150,000.00) per year (the "Base Salary"), which Base Salary will be reviewed not less frequently than annually on or about the fifteenth (15th) day of December in each year during the Employment Term. The Base Salary shall be payable in regular monthly installments on the last day of each month, or otherwise in accordance with the Company's general payroll practices. All payments made to or on behalf of Executive under the terms of this Agreement, including all payments of Base Salary and any Bonuses, shall be (i) made by Black Range, as the employing entity, and (ii) subject to all withholding required or permitted by law (such as income and payroll taxes) and such additional withholding as may be agreed upon by the Executive.

b. Bonus. During the Employment Term, Executive will be eligible to receive a bonus following the end of each calendar year (the "Bonus") or such earlier date as the Board may in its discretion determine, in an amount determined and approved by the Board (or Compensation Committee should the Board delegate such determination) in its sole discretion. Executive must be employed at the end of the calendar year for which such Bonus is considered. In the event of a strategic transaction such as a strategic merger and/or strategic consolidation, acquisition, joint venture and/or partnering, divestiture or disposition, or restructuring a bonus will be considered upon the closing of the transaction.

c. Stock Options Plan. During the Employment Term, Executive will be eligible to receive Stock Options grants under the Company's Incentive Stock Option Plan when granted each calendar year ("Stock Options") in an amount determined and approved by the Board (or Compensation Committee should the Board delegate such determination) in its sole discretion. Executive must be employed on the date that Stock Options are granted in order to participate. Stock Options have previously been awarded Executive.

d. Expenses. The Company will reimburse Executive for all reasonable travel and other business expenses incurred by Executive during the Employment Term in connection with the performance of Executive's duties and obligations under this Agreement.

e. Other Benefits. During the Employment Term, Executive will be entitled to participate in any employee benefit plan that the Company or its Affiliates has adopted or may adopt, maintain or contribute to for the benefit of its similarly-situated, U.S.-based executive employees generally, subject to the terms and conditions of the applicable plan and satisfying the applicable eligibility requirements. Nothing in this Agreement will preclude the Company from amending or terminating any of the plans or programs applicable to similarly situated executives of the Company as long as such amendment or termination is applicable to similarly situated executives of the Company, as the case may be. In addition to holidays that are provided in general to executive employees of the Company, Executive shall be entitled to four (4) weeks of paid vacation each calendar year (accruing on a pro rata daily basis throughout the calendar year), none of which may be carried over to the following calendar year.

3. Term and Termination.

a. Term. The term of this Agreement shall commence on the Effective Date and continue until September 30, 2021 (the “Initial Term”), unless earlier terminated pursuant to the provisions of this Section 3. On the expiration of the Initial Term, and on each annual anniversary thereafter, this Agreement will automatically renew for a one (1) year period (each, a “Successive Term”), unless either party provides written notice to the other party at least ninety (90) days prior to the expiration of the Initial Term or the Successive Term, as applicable, of its intention not to renew the Agreement (a “Non-Renewal”). Notwithstanding the foregoing, the Company and Executive agree that Executive is an “at-will” employee and that Executive’s employment hereunder may be terminated at any time in accordance with, and subject to, the provisions of this Section 3. The period of time between the Effective Date and the termination of Executive’s employment hereunder shall be referred to herein as the “Employment Term.”

b. Termination.

(i) General. In addition to a termination of the Employment Term due to a Non-Renewal pursuant to Section 3(a), Executive’s employment may be terminated as follows: (a) the Company may terminate Executive’s employment with Cause (in accordance with the time limits and other conditions as set forth in the Cause definition herein) at any time, (b) Executive may terminate Executive’s employment by providing the Company with ninety (90) days’ prior written notice, (c) the Company may terminate Executive’s employment without Cause by providing the Executive with ninety (90) days’ prior written notice, or (d) Executive’s employment shall automatically terminate upon Executive’s death or upon Executive’s Disability. Executive’s last day of employment shall be referred to herein as the “Termination Date.”

(ii) Accrued Benefits. If the Employment Term or Executive’s employment is terminated for any reason, the Company’s obligation to make payments or provide any other benefits under this Agreement shall cease as of the Termination Date, except as provided in this Section 3 or by law. Upon any termination of Executive’s employment, Executive shall be entitled to receive (a) all earned or accrued but unpaid Base Salary through the Termination Date, (b) reimbursement of expenses incurred by Executive prior to the Termination Date, and (c) all amounts or benefits to which Executive is entitled under any applicable compensation plan, employee benefit plan or other arrangement of the Company in which Executive was a participant during Executive’s employment with the Company, in accordance with the terms of such plan or arrangement.

4. Confidential Information.

a. For purposes of this Agreement, “Confidential Information” means (i) any and all trade secrets, as defined by any applicable state, federal or international law, concerning the business and affairs of the Company, including, without limitation, operational and product specifications, plans of operation, resource, exploration, development and processing data, information and plans, water, air, or other environmental and community assessment plans and studies, reclamation studies, estimates and data, know-how, training, formulae, compositions, processes, designs, sketches, photographs, maps, topological, hydrological, geological, metallurgical, and geographic studies and data, graphs, drawings, samples, inventions, past, current, and planned exploration, research and development, including programs and budgets, current and anticipated customers and customer requirements, including the terms and conditions of customer relationships, price lists, market studies, business plans, current and anticipated suppliers and the terms and conditions of supplier relationships, computer software and programs, database technologies, systems, structures, architectures, processes, improvements, devices, discoveries, concepts, methods, and other information, however documented, of the Company that is a trade secret within the meaning of applicable law; (ii) any and all information concerning the business and affairs of the Company (which includes historical financial statements, financial projections and budgets, historical and projected sales, capital spending budgets and plans, the names and backgrounds of key personnel, contractors, agents, customers, drivers, suppliers and potential suppliers, personnel training and techniques and materials, and purchasing methods and techniques, however documented); and (iii) any and all notes, analyses, compilations, studies, summaries, and other material prepared by or for the Company containing or based, in whole or in part, upon any information included in the foregoing.

b. The term Confidential Information does not include any information which (i) is published by the Company or otherwise is or becomes generally available and known to the public (other than as a result of a disclosure directly or indirectly by Klein or any person or entity acting for, through or on behalf of Klein, (ii) is or becomes available to Klein on a non-confidential basis from a source other than the Company or its advisors, provided that such source is not and was not bound by a confidentiality agreement with, or other obligation of secrecy to, the Company, or (iii) has already been independently acquired or developed by Klein without violating any confidentiality agreement with, or other obligation of secrecy to, the Company.

c. With regard to any Confidential Information, Klein agrees to: (i) hold such information in absolute confidence and absolutely secret; (ii) use such information solely for the purpose of performing his duties under this Agreement and solely for the benefit of the Company; (iii) not use any such information for any other purpose not directly and expressly authorized by this Agreement; (iv) not to use any such information for his own account or benefit or for the use, account or benefit of others besides the Company and (v) refrain from disclosing, and take all reasonable steps to prevent the disclosure of, such information to any person or entity not authorized to receive it.

d. The parties hereto irrevocably stipulate and agree that: (i) the protections afforded to Confidential Information hereunder are necessary, fundamental, and required for the protection of the Company's business; and (ii) a breach of any of the provisions of this Agreement and any disclosure of any of the Confidential Information in violation of the terms hereof will result in irreparable harm and damage to the Company which harm and damage cannot be completely and adequately determined nor compensated by any monetary award. Accordingly, it is expressly agreed that, in addition to all other remedies which may be available at law for any breach hereof, the Company shall be entitled to the immediate issuance of a temporary restraining order, temporary or permanent injunction, or other equitable relief prohibiting any threatened or actual violation of this Agreement or requiring the remediation thereof or specifically enforcing the provisions hereof. Klein hereby consents to the issuance of any such order ex parte. Such equitable remedies shall not be the exclusive remedy for any breach of this Agreement but shall be in addition to all other remedies available at law or equity.

e. Nothing contained herein shall prevent a party from disclosing Confidential Information pursuant to a subpoena or order of any court or governmental agency or from disclosing Confidential Information to any governmental agency if required to do so by law; provided however that, before disclosing information under any such circumstances, Klein agrees to provide the Company a copy of such subpoena, order or other requirement for disclosure at least three days prior to disclosing any Confidential Information in order to provide the Company an opportunity to contest any requirement for such disclosure.

f. In the event of any legal action taken to enforce the confidentiality provisions of this Agreement, the prevailing party shall be entitled to recover all costs and expenses associated with such action or litigation, including but not limited to, attorney fees, witness fees, expert witness fees, travel and other expenses, copying, telephone and all other charges and expenses.

g. Klein also acknowledges that he has provided and will continue to provide services to the Company in a senior, executive personnel capacity and that he has and will continue to acquire Confidential Information that he did not previously possess.

h. Klein acknowledges that upon termination of his employment with the Company, the Company may deem it advisable to, and shall be entitled to, serve notice on Klein's new employer that Klein has been exposed to certain Confidential Information and that he has continuing obligations under the terms of this Agreement not to disclose such information. Notwithstanding the foregoing, it is understood that, at all such times, Klein is free to use information that is generally known in the trade or industry, which is not gained as result of a breach of this Section 4, and Klein's own, skill, knowledge, know-how and experience to whatever extent and in whichever way he wishes. The provisions of this Section 4 shall survive the termination or expiration of the Employment Term and Klein's employment, irrespective of the reason therefor.

i. In any event, Klein will be permitted to disclose any Confidential Information to any third party who has executed a nondisclosure agreement. Such disclosure may be necessary for Klein to pursue merger or acquisition as required in Exhibit A.

5. Non-Disparagement.

a. Executive agrees not to make negative comments or otherwise disparage the Company or its officers, directors, employees, shareholders, agents or products, including, without limitation, by engaging in any disparaging communication with any Customer or prospective Customer of the Company, other than in the good faith performance of Executive's duties to the Company while Executive is employed by the Company and thereafter. The foregoing shall not be violated by (i) responding publicly to incorrect, disparaging or derogatory public statements to the extent reasonably necessary to correct or refute such public statement or (ii) truthful statements in response to legal process, required governmental testimony or filings, or administrative or arbitral proceedings (including, without limitation, depositions in connection with such proceedings) with apparent or actual jurisdiction to order such person to disclose or make accessible such information.

b. The Company agrees to instruct its officers and directors to not make any negative, derogatory or disparaging remarks about Executive, and to enforce such instructions if it becomes aware of any violation thereof.

6. Enforcement. The parties hereto acknowledge and agree that Executive's services are unique and Executive has access to Confidential Information and Work Product, that the provisions of Sections 4 and 5 are necessary, reasonable and appropriate for the protection of the legitimate business interests of the Company and its Affiliates, that irreparable injury will result to the Company and its Affiliates if Executive breaches any of the provisions of Sections 4 and/or 5 and that money damages would not be an adequate remedy for any breach by Executive of this Agreement and that the Company will not have any adequate remedy at law for any such breach. Therefore, in the event of a breach or threatened breach of this Agreement, the Company or any of its successors or assigns, in addition to other rights and remedies existing in their favor, shall be entitled to specific performance and/or immediate injunctive or other equitable relief from any court of competent jurisdiction in order to enforce or prevent any violations of the provisions hereof (without the necessity of showing actual money damages, or posting a bond or other security). Nothing contained herein shall be construed as prohibiting the Company or any of its successors or assigns from pursuing any other remedies available to it for such breach or threatened breach, including the recovery of damages.

7. Tolling. In the event of any violation of the provisions of Sections 4, 5 and/or 6 hereof, Executive acknowledges and agrees that the post-termination restrictions contained in Sections 4, 5 and/or 6 hereof shall be extended by a period of time equal to the period of such violation, it being the intention of the parties hereto that the running of the applicable post-termination restriction period shall be tolled during any period of such violation.

8. Definitions.

"*Affiliate*" means, with respect to any Person, any Person controlling, controlled by or under common control with such Person. For avoidance of doubt, WUVC is an Affiliate of Black Range, and *vice versa*.

"*Applicable Area*" means the geographic area encompassing Colorado, Utah, New Mexico, Arizona and Wyoming.

"*Cause*" means (a) Executive's commission of an act of fraud or embezzlement against the Company or any of its Affiliates or a breach of Executive's fiduciary duty to the Company; (b) any conviction of, or plea of guilty or nolo contendere by, Executive with respect to a felony (other than a traffic violation); or (c) Executive's material breach of the terms of this Agreement or any other agreement between Executive and the Company or of a material written policy or code of conduct of the Company, or any of its Affiliates; provided, however, that Cause shall not be deemed to exist under clause (d), unless Executive has first been given reasonably detailed written notice of the grounds for such Cause and Executive has not contested such grounds and in the event Executive contests such grounds, the final determination of such issue by a court.

"*Company Business*" means the acquisition and development of uranium and vanadium resource properties.

"*Customer*" means any Person who: (a) purchased products or services from any Related Company prior to or during the Employment Term or, after the Employment Term, within twelve (12) months prior to the Termination Date; or (b) was called upon or solicited by a Related Company or any of their predecessors prior to or during the Employment Term or, after the Employment Term, within six (6) months prior to the Termination Date, so long as Executive had direct or indirect contact with such Person as an employee of any Related Company or learned or became aware of such Person during the Employment Term.

“*Disability*” means that Executive has a mental or physical disability or other incapacity that renders Executive unable regularly to perform the essential functions of his job duties for ninety (90) or more days in any consecutive twelve (12) month period.

“*Person*” means an individual, a partnership, a limited liability company, a corporation, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

9. Litigation. This Agreement has been negotiated within the State of Colorado and the rights and obligations of the Parties to this Agreement shall be construed and enforced in accordance with, and governed by, the laws of the State of Colorado without regard to any jurisdiction’s principles of conflict of laws. Any legal suit, action or proceeding arising out of or relating to this Agreement shall be instituted in the State court in Mesa County, Colorado, and each party irrevocably submits to the exclusive jurisdiction of such courts in any such suit, action or proceeding. The parties irrevocably and unconditionally waive any objection to the laying of venue of any suit, action or proceeding in such courts and irrevocably waive and agree not to plead or claim in any such court that any such suit, action or proceeding brought in any such court has been brought in an inconvenient forum. Each party acknowledges and agrees that any controversy which may arise under this Agreement is likely to involve complicated and difficult issues and, therefore, each such party irrevocably and unconditionally waives any right it may have to a trial by jury in respect of any legal action arising out of or relating to this Agreement.

10. No Strict Construction. The language used in this Agreement shall be deemed to be the language chosen by the parties hereto to express their mutual intent, and no rule of strict construction shall be applied against any party.

11. Effect of Partial Invalidity. Whenever possible, each provision of this Agreement shall be interpreted in a manner so as to be effective and valid under applicable law, but if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision or any other jurisdiction, but this Agreement shall be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

12. Counterparts. This Agreement may be executed in two or more counterparts, each of which will be deemed an original and all of which taken together shall constitute one and the same agreement.

13. Modification of Agreement; Waiver. This Agreement may be amended, waived, changed, modified, extended, or rescinded only by a writing signed by WUVC, Black Range and Executive. The failure of any party to this Agreement to insist upon performance of any of the terms and conditions of this Agreement, or the waiver of any breach of any of the terms and conditions of this Agreement, shall not be construed as thereafter waiving any such terms and conditions, but the same shall continue and remain in full force and effect as if no such forbearance or waiver occurred.

14. Complete Agreement. This Agreement and the exhibits hereto contain the complete agreement and understanding of the parties and shall, as of the Effective Date, supersede all other prior understandings, agreements or representations by or between the parties, written or oral, which may have related to the subject matter hereof in any way.

15. Governing Law. All issues and questions concerning the construction, validity, enforcement and interpretation of this Agreement and the exhibits and schedules hereto shall be governed by and construed by the parties, courts and arbitrators in accordance with the laws of the State of Colorado, without regard to conflicts-of-laws principles that would require the application of any other law.

16. Notices. Any notice required pursuant to this Agreement shall be in writing and shall be deemed delivered (a) on the day of delivery if delivered in person, (b) three (3) business days after mailing by registered or certified mail, return receipt requested; (c) on the date sent by facsimile, email or other form of electronic delivery provided however that a copy is also sent by first class mail; or (d) one (1) business day after deposit with an overnight delivery courier service; and in each case fully prepaid and properly posted and addressed as follows:

To the Company:

Black Range Minerals LLC and Western Uranium & Vanadium Corp.
Attn: Chief Executive Officer
P.O. Box 825
Nucla, Colorado, 81424-0825

gglasier@western-uranium.com

To Klein:

Mr. Robert R. Klein
7 Brentwood Court
Warren, NJ 07059

robkein01@yahoo.com

or such other address or to the attention of such other Person as the recipient party shall have specified by prior written notice to the sending party.

17. Expenses. The Company and Executive will each pay their own costs and expenses incurred in connection with the negotiation and execution of this Agreement and the agreements contemplated hereby, unless otherwise agreed in writing between the Company and Executive.

18. Successors and Assigns; Third Party Beneficiary. Except as otherwise provided herein, this Agreement shall bind and inure to the benefit of and be enforceable by Executive, WUVC, Black Range, and their respective successors and assigns, including any entity with which WUVC or Black Range may merge or consolidate or to which all or substantially all of its equity may be sold or its assets may be transferred; provided, that the rights and obligations of Executive under this Agreement shall not be assignable. As used in this Agreement, "Company" include any successor to all or substantially all of the business and/or assets of WUVC or Black Range, which assumes and agrees to perform the duties and obligations of the Company under this Agreement by operation of law or otherwise.

19. Business Days. If any time period for giving notice or taking action hereunder expires on a day which is a Saturday, Sunday or legal holiday in the State of Colorado, the time period shall be automatically extended to the business day immediately following such Saturday, Sunday or legal holiday in the State of Colorado.

20. Indemnification and Directors and Officers Insurance. In Executive's capacity as a director, officer, or employee of the Company or serving or having served any other entity as a director, officer, or employee at the Company's request, Executive shall be indemnified and held harmless by the Company to the fullest extent allowed by law, the Company's Certificate of Incorporation and Bylaws, from and against any and all losses, claims, damages, liabilities, expenses (including legal fees and expenses), judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, in which Executive may be involved, or threatened to be involved, as a party or otherwise by reason of Executive's status, which relate to or arise out of the Company and such other entities, their assets, business or affairs, if in each of the foregoing cases, (a) Executive acted in good faith and in a manner Executive believed to be in the best interests of the Company, and, with respect to any criminal proceeding, had no reasonable cause to believe Executive's conduct was unlawful, and (b) Executive's conduct did not constitute gross negligence or willful or wanton misconduct. The Company shall advance all reasonable expenses incurred by Executive in connection with the investigation, defense, settlement or appeal of any civil or criminal action or proceeding referenced in this Section, including but not necessarily limited to, reasonable fees of legal counsel, expert witnesses or other litigation related expenses. Company agrees to maintain adequate directors and officers insurance coverage.

The parties hereto have executed this Employment Agreement as of the first day and year written above.

BLACK RANGE MINERALS, LLC

By /s/ George E. Glasier
George E. Glasier, President/Chief Executive Officer
Date: November 12, 2020

WESTERN URANIUM & VANADIUM CORP.

By /s/ George E. Glasier
George E. Glasier, President/Chief Executive Officer
Date: November 12, 2020

By /s/ Robert R. Klein
Robert R. Klein, Executive Employee
Date: November 12, 2020

EXHIBIT A
to that certain Employment Agreement
between
Black Range Minerals LLC,
Western Uranium & Vanadium Corp.
and
Robert R. Klein
effective as of 1st day October 2020

Klein will provide the following Services to the Company:

Function and Accountabilities: as Chief Financial Officer of each of WUVC and Black Range, Klein will, under the broad operating guidelines set by the Board, assume full responsibility for the management of each of WUVC and Black Range including:

1. As requested by the CEO, contributing to the development and achievement of strategic objectives for the Company.
2. As requested by the CEO, playing a role in the Company's investor relations activities.
3. As requested by the CEO, assisting the CEO with the identification, negotiating and execution of M&A and/or similar transactions.
4. As requested by the CEO, playing a key role in executing public and private market capital raising initiatives.
5. Playing an integral role along with the CEO in developing and maintaining relationships with investment banking firms.
6. Assisting CEO in financial decision making through preparation of requisite financial analysis.
7. Advising CEO, from a financial risk management perspective.
8. Overseeing the preparation of financial statements and MD&A and providing certification as required by applicable securities laws.
9. Overseeing the accounting function and maintenance of books and records in accordance with governing regulations.
10. Reorganizing business finances, accounts, and systems to improve efficiency.
11. Implementing and improving internal controls to comply with both regulations and best practice.
12. Overseeing the multi-national tax preparation and filing process.
13. Overseeing the financial planning, budgeting and forecasting processes for the organization.
14. Overseeing relationships with the multi-national group of vendors and creditors and cost management.
15. Managing financial relationships of the company with banks and potential lenders.
16. Managing public securities relationships with public stock exchanges and the transfer agent.
17. Facilitating and assisting the Independent Chairman, Corporate Secretary, and outside counsel on regulatory compliance matters.
18. Assisting the Independent Chairman on projects and initiatives on an as time permits basis.

EXHIBIT B

to that certain Employment Agreement
between
Black Range Minerals LLC,
Western Uranium & Vanadium Corp.
and
Robert R. Klein
effective as of 1st day of October 2020

As of the Effective Date of this Agreement, Klein has residual Economic Interests, which he wishes to maintain, owed by plaintiffs which are partially dependent upon resolution of the following lawsuit:

Cross River Initiatives LLC, Cross River Advisors LLC, and Bedford Bridge Fund LLC (plaintiff) versus Log Storm Security Inc. Dale Cline, and Inglesino, Webster, Wyciskala & Taylor, LLC (defendants)

**CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, George Glasier, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Western Uranium & Vanadium Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2020

By: /s/ George Glasier
Name: George Glasier
Title: Chief Executive Officer and
President (Principal Executive Officer)

**CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Robert Klein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Western Uranium & Vanadium Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2020

By: /s/ Robert Klein
Name: Robert Klein
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Western Uranium & Vanadium Corp. (the "Company") for the quarter ended September 30, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 16, 2020

By: /s/ George Glasier
Name: George Glasier
Title: Chief Executive Officer and President
(Principal Executive Officer)

Date: November 16, 2020

By: /s/ Robert Klein
Name: Robert Klein
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)