



Management's Discussion & Analysis

Fission Uranium Corp.

**For the Year Ended
June 30, 2015**

Fission Uranium Corp.

Management's Discussion and Analysis

For the year ended June 30, 2015

(Expressed in Canadian dollars, unless otherwise noted)



Introduction

The following Management's Discussion and Analysis ("MD&A"), prepared as of September 3, 2015, should be read in conjunction with the audited consolidated financial statements and accompanying notes of Fission Uranium Corp. (the "Company" or "Fission Uranium") for the year ended June 30, 2015.

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as at June 30, 2015.

Additional information related to the Company, including the most recent Annual Information Form ("AIF"), is available for viewing on SEDAR at www.sedar.com. Further information including news releases and property maps are available on the Company's website at www.fissionuranium.com, or by requesting further information from the Company's head office located at 700 – 1620 Dickson Ave., Kelowna, British Columbia, Canada, V1Y 9Y2.

Forward looking statements

Statements in this report that are not historical based facts are forward looking statements that could involve known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Should one or more of these unknown risks and uncertainties, or those described under the headings "Risk Factors" in the Company's AIF, which can be found on the Company's SEDAR profile at www.sedar.com, and those set forth in this MD&A under the heading "Cautionary notes regarding forward-looking statements" and "Risks and uncertainties" materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

Description of business

Fission Uranium is a junior resource issuer specializing in uranium exploration and development in Saskatchewan's Athabasca Basin in Western Canada. The Company was incorporated on February 13, 2013 under the laws of the Canada Business Corporations Act in connection with a court approved plan of arrangement to reorganize Fission Energy Corp. (the "Fission Energy Arrangement"). Fission Uranium's common shares are listed on the TSX Exchange under the symbol "FCU", the OTCQX marketplace in the U.S. under the symbol "FCUUF" and on the Frankfurt Stock Exchange under the symbol "2FU".

The Company's primary asset is the Patterson Lake South ("PLS") project, which hosts the Triple R deposit – the largest undeveloped uranium deposit in Canada's Athabasca Basin District. The property comprises 17 contiguous claims totaling 31,039 hectares and is located in the south west margin of Saskatchewan's Athabasca Basin, home of the richest producing uranium mines in the world.

Previously the Company shared ownership interest in the Patterson Lake South project ("PLS Property") with Alpha Minerals Inc. ("Alpha") 50/50 through an exploration joint venture agreement ("PLS Joint Venture").

On December 6, 2013 the Company consolidated 100% ownership of the PLS Property by acquiring all of the issued and outstanding shares of Alpha and its 50% interest in the PLS Joint Venture.

On July 27, 2015 the Company entered into a definitive arrangement agreement with Denison Mines Corp. ("Denison") to combine their businesses by way of a court-approved plan of arrangement (the "2015 Denison Arrangement"). Details of the 2015 Denison Arrangement can be found within this MD&A under the heading "Summary of significant corporate accomplishments for the year ended June 30, 2015 and subsequent".

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Corporate goals

Management firmly believes that long-term world-wide uranium demand, driven by an ongoing nuclear reactor construction boom, will require new sources of uranium supply from politically stable jurisdictions. As such, management is optimistic about the long-term prospects for the uranium market and the Company is committed to developing its world-class Triple R deposit at PLS, as well as exploring for additional high-grade deposits on the property.

Continued exploration and development success over the past two years has enabled the Company to fund its operations primarily through share equity financing and increase shareholder value in a difficult uranium sector and challenging capital market environment for mineral exploration companies.

In addition to progressing the Company's exploration and development plans, management will continue to seek strategic opportunities to add further shareholder value and appropriately monetize the PLS Property and Triple R deposit for shareholders.

Specific growth plans include:

- Expand the overall footprint of the Triple R deposit, discover and/or define new mineralization;
- Expand the footprint of known mineralized zones in close proximity to the Triple R deposit and potentially add those zones to an updated mineral resource estimate for the Triple R deposit; and

Summary of significant exploration and development accomplishments for the year ended June 30, 2015 and subsequent:

- On September 3, 2015, Fission announced the summary results of its Preliminary Economic Assessment ("PEA"), conducted for the Triple R deposit by the highly respected geological and engineering consulting group, RPA Inc. ("RPA") of Toronto. This important study presents figures outlining the potential economics of taking the Triple R deposit into production. The highlights of the PEA can be found under the heading "PLS Preliminary Economic Assessment highlights" on page 3.
- On January 9, 2015, the Company announced the results for its maiden resource estimate for the mineralized R00E and R780E zones at PLS. The results of the maiden resource estimate can be found under the heading "PLS NI 43-101 technical report & resource estimate" on page 9.
- Significantly expanded the footprint and known mineralization of the R00E and R780E zone prior to commissioning and publication of the Triple R deposit's maiden resource estimate.
- Significantly expanded the footprint and known mineralization of the R780E zone, post maiden resource estimate, and furthermore, discovered and significantly expanded high-grade mineralization at the land-based R600W zone, located approximately 555m west of, and along strike of the Triple R deposit. This R600W zone, now 135m in strike length as of September 1, 2015, is continuing to expand rapidly during the current summer 2015 drill program and is considered one of the most significant exploration and development accomplishments of the post-resource estimate drilling. The overall strike length of mineralization at PLS is now 2.31km.
- Drilled broad, mineralization on the R1620E zone – the easternmost zone of the mineralized strike length, including the discovery of narrow high-grade mineralization in this zone, significantly upgrading its potential.

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PLS Preliminary Economic Assessment highlights

- Base case pre-tax net present value ("NPV") of \$1.81 billion, post-tax NPV of \$1.02 billion (10% discount rate);
- Mine life of 14 years producing an estimated 100.8 million lbs of yellowcake at a metallurgical recovery of 95% with 77.5 million lbs of U₃O₈ recovered in the first 6 years of production;
- Average annual production of 7.2 million lbs U₃O₈ over the life of mine;
- Base case pre-tax net cash flow over the proposed mine life of \$4.12 billion, post-tax net cash flow of \$2.53 billion;
- Base case pre-tax internal rate of return ("IRR") of 46.7%, post-tax IRR of 34.2%;
- Pay back estimated at 1.4 years (pre-tax), pay back at 1.7 year (post-tax);
- Estimated initial capital costs of \$1.1 billion; and
- Average operating costs ("OPEX") of US\$14.02/lb U₃O₈ over the life of mine;

(Base case using US\$65/lb U₃O₈ and an exchange rate of US\$0.85:C\$1.00).

The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied that would enable them to be categorized as mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There is no certainty that the PEA will be realized.

The PEA study considers the PLS project as a stand-alone mine and mill operation, which includes development and extraction of the R00E and R780E zones (Triple R deposit). Due to the early stage of drill definition, the PEA does not include the recently discovered R600W zone.

The study envisions a combination of open-pit and underground mining, with a dyke system (dyke and slurry wall) for water control. High-grade mineralization (above 4% U₃O₈) is captured within the open pit, eliminating the need for expensive, specialized underground mining methods. This hybrid open pit and underground mining results in an OPEX cost of US\$14.02/lb U₃O₈ over the life of the mine, making Triple R potentially one of the lowest cost uranium producers in the world.

These results may be further enhanced with the addition of the R600W zone discovered 495m along strike to the west of the R00E zone. Although not included in the PEA production schedule, definition drilling continues to expand the known mineralization since the discovery of high-grade mineralization within the R600W zone during the winter 2015 drill program.

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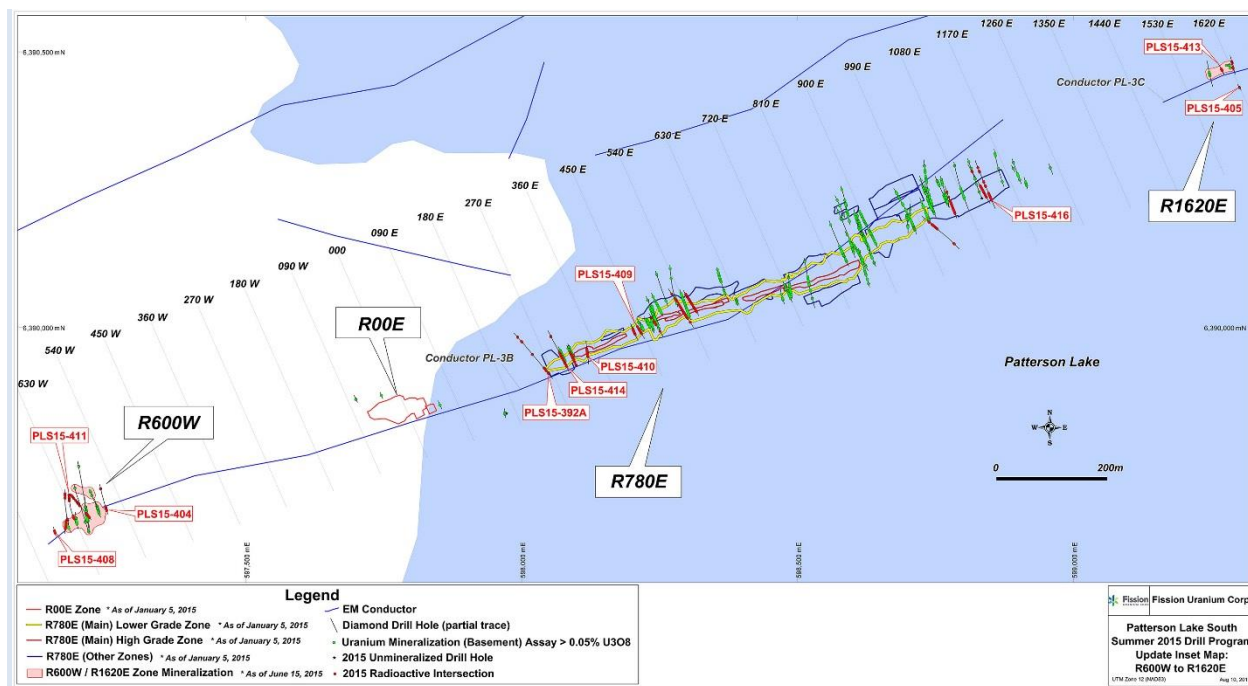
Summer 2015 drill program highlights

A 60-hole, 20,300m drill program commenced in early July, 2015. The summer program is budgeted for approximately \$10.6 million. The main objectives of the summer program are to expand on the mineralized inventory of the R780E zone and also to continue to delineate and expand on the recently discovered high-grade mineralization on the R600W zone. In addition, the Company will explore other high-priority areas of the property with the goal to discover additional zones of high-grade uranium mineralization. The breakdown in drill holes is as follows:

- R780E Resource Growth drilling – 15 holes
- R600W Delineation drilling – 20 holes
- R1620E Delineation drilling – 5 holes
- Regional Exploration drilling – 20 holes

In addition to the drilling, other exploration activities will include ground gravity geophysics surveys and a radon gas survey to help prioritize areas for regional exploration drilling. A total of 19 grids will include a 16.63 line-km ground gravity geophysics survey and supportive 6,148 land-based sample stations as part of the radon survey.

Map 1 - PLS Summer 2015 Drill Program Update Inset Map: R600W to R1620E (Aug 11, 2015)



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**Winter 2015 drill program highlights**

The winter 2015 program achieved significant growth in the mineralized footprint of the R780E zone, including significant expansion of the R780E Main high-grade domain. In addition high-grade uranium mineralization over exceptional widths was discovered at the R600W zone. Regional exploration drilling conducted throughout the property identified new areas for follow-up exploration. At the conclusion of the highly successful winter 2015 drill program, the Triple R deposit remains open along strike, at width, and vertically and continues to demonstrate significant potential for further expansion of the existing high-grade resource.

Fission Uranium completed a total of 88 drill holes in 28,296m. The program was divided into Resource Growth and Exploration Holes.

Resource Growth (64 holes / 21,346m)**R780E zone (51 holes / 17,277m)**

- Expanded footprint outside of the mineralized shell boundaries constructed and used by RPA for the resource estimate. 32 of 33 holes drilled were mineralized.
- Tested around and within the R780E Main zone with 18 holes. Holes designed to expand size and/or grade in areas that Fission felt the resource estimate had underestimated. Overall this has been successful, with the expansion of high-grade where the model did not previously have it.
- Excellent assay results were received and included hole PLS15-299 which returned 1.91% U_3O_8 over 33.5m including a significantly higher grade 14.09% U_3O_8 over 3.5m.

R00E zone (5 holes / 1,593m)

- Narrow, but weak mineralization was encountered in the 225m gap between the R00E and the R780E zones, which will require further drilling to determine if mineralization is present between the two zones.

R600W zone (7 holes / 2,146m)

- Land based drilling encountered major high-grade mineralization on trend 555m to the west of Triple R deposit.
- Includes one of the top five strongest mineralized holes at PLS - Hole PLS15-352 which returned 28.32% U_3O_8 over 12.0m within a larger interval of 11.09% U_3O_8 over 31.5m.
- Assay results from hole PLS15-343 demonstrated exceptionally strong mineralization totalling 3.36% U_3O_8 over 44.0m, including 14.74% U_3O_8 over 3.5m.
- Zone has expanded to 60m strike length and is high-grade. Previously was 30m strike length and all lower grade mineralization.

R1620E zone (1 hole / 330m)

- Extended mineralization to 45m west from line 1620E to 1575E. The results have given Fission potential to expand the zone of mineralization along strike of the R1620E zone.

Winter 2015 drill program highlights (continued)

Exploration Holes (24 holes / 6,950m)

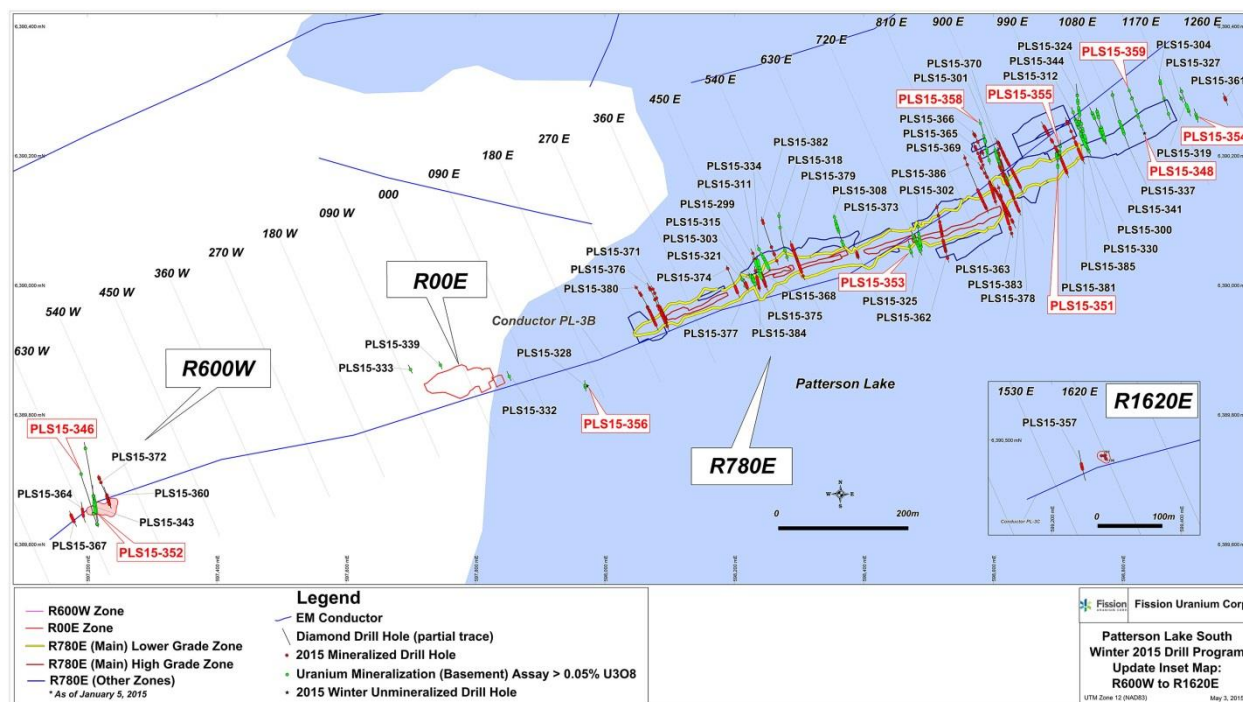
Forest Lake Corridor (20 holes / 5,637m)

- Drilling encountered geology prospective for hosting uranium mineralization and somewhat localized anomalous radioactivity, proving significant potential.
- Two holes showed weak but anomalous radioactivity over narrow widths on the PLG-54A conductor.

Patterson Lake Corridor (4 holes / 1,313m)

- Drilling encountered geology prospective for hosting uranium mineralization.
- The two most encouraging holes (PLS15-323 and PLS15-329) are on EM conductors further to the NE of Triple R deposit trend.

Map 2 – PLS Winter 2015 Drill Program Update Inset Map: R600W to R1620E (May 3, 2015)



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Summary of significant corporate accomplishments for the year ended June 30, 2015 and subsequent:

On July 27, 2015 the Company entered into the 2015 Denison Arrangement with Denison to combine their businesses. The 2015 Denison Arrangement will create a leading Canadian focused diversified uranium company – with two world class uranium exploration and development projects: the Company's 100% owned Patterson Lake South project, and Denison's 60% owned Wheeler River project, as well as the management teams of two highly respected companies. In addition, the merged company will benefit from cash flow generation through part-ownership of the McClean Lake mill and Uranium Participation Corp. ("UPC") management fees.

Under the terms of the 2015 Denison Arrangement, Fission Uranium common shareholders will receive 1.26 common shares of Denison and a cash payment of \$0.0001 for each common share of Fission Uranium held (the "Exchange Ratio"). Any outstanding Fission Uranium stock options will be exchanged for stock options of Denison adjusted in accordance with the Exchange Ratio. The Fission Uranium warrants will be adjusted in accordance with their terms such that the number of Denison shares received upon exercise and their respective exercise prices reflect the Exchange Ratio. In addition, the 2015 Denison Arrangement, expected to be completed on or about October 19, 2015, is subject to regulatory and Denison and Fission Uranium shareholder approval. Denison shareholders will also be asked to approve a 2-for-1 share consolidation that will take place shortly after the closing of the 2015 Denison Arrangement and a name change to "Denison Energy Corp.". Each company has agreed to pay the other party a termination fee of \$14 million in certain circumstances.

On April 29 2015, Fission Uranium completed a flow-through common share private placement with a syndicate of underwriters for the sale of 13,340,000 flow-through common shares of the Company, including the underwriters' over-allotment, at a price of \$1.50 per flow-through common share, for total gross proceeds of \$20,010,000.

On February 23, 2015 Fission Uranium acquired 22,000,000 common shares of Fission 3.0 Corp. ("Fission 3.0") by way of private placement at a price of \$0.14 per common share, which represents approximately 12.36% ownership of Fission 3.0's issued and outstanding share capital.

On October 8, 2014 Fission Uranium received final approval for its shares to begin trading on the TSX.

On September 23, 2014, Fission Uranium completed a flow-through common share private placement for the sale of 9,602,500 flow-through common shares of the Company, including the underwriters' over-allotment, at a price of \$1.50 per flow-through common share, for total gross proceeds of \$14,403,750.

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PLS Property

Details of the Company's PLS Project as of June 30, 2015 are shown below:

Property	Location	Ownership	Claims	Hectares	Stage	Carrying value (\$CDN)
Patterson Lake South	Athabasca Basin, SK	100%	17	31,039	Drilling	243,461,489

Scientific and technical information regarding exploration activities was reviewed and approved by Ross McElroy, P. Geol. President and COO, a "Qualified Person" as defined by NI 43-101.

PLS mineralized trend & Triple R deposit summary

Uranium mineralization at PLS has been traced by core drilling over 2.31km of east-west strike length in four separate mineralized "zones". From west to east, these zones are; R600W, R00E, R780E and R1620E.

The discovery hole of what is now referred to as the Triple R deposit was announced on November 5, 2012 with drill hole PLS12-022, from what is considered part of the R00E zone. Through successful exploration programs completed to date, it has evolved into a large, near surface, basement hosted, structurally controlled high-grade uranium deposit.

The Triple R deposit consists of the R00E zone on the western side and the much larger R780E zone further on strike to the east. Within the deposit, the R00E and R780E zones have an overall strike length of approximately 1.2km with the R00E measuring approximately 125m in strike length and the R780E zone measuring approximately 900m in strike length. A 225m gap separates the R00E zone to the west and the R780E zone to the east, though sporadic, narrow, weakly mineralized intervals from drill holes completed within this gap suggest the potential for further significant mineralization in this area. The R780E zone is located beneath Patterson Lake which is approximately six metres deep in the area of the deposit. The entire Triple R deposit is covered by approximately 50m of overburden.

Mineralization remains open along strike both to the western and eastern extents. Mineralization is both located within and associated with a metasedimentary lithologic corridor, associated with the PL-3B basement Electro-Magnetic ("EM") Conductor. Recently, very positive drill results returning wide and strongly mineralized intersections approximately 555m west of the Triple R deposit, have significantly upgraded the R600W zone to a very prospective area for further growth of the PLS resource.

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PLS NI 43-101 technical report & resource estimate

Below are the details of the maiden resource estimate for the PLS Property. The resource – subsequently named the Triple R deposit – is the largest undeveloped uranium deposit in the Athabasca Basin and the third largest in the Basin overall. The NI 43-101 technical report entitled "Technical Report on the Patterson Lake South (PLS) Property, Northern Saskatchewan, Canada" prepared by David A. Ross, M.Sc., P.Geo. of RPA, was SEDAR-filed on February 23, 2015.

The NI 43-101 compliant Triple R deposit mineral resource estimate is based on all geochemical assay data available as of January 5, 2015, which includes all drilling on the property up to and including drill hole PLS14-298.

The Triple R deposit resource estimate was prepared using a cut-off grade of 0.1% U_3O_8 and is estimated to contain:

- 79,610,000 lbs U_3O_8 indicated mineral resource based on 2,291,000 tonnes at an average grade of 1.58% U_3O_8 , including: High-grade zone of 44,297,000 lbs U_3O_8 based on 110,000 tonnes at a grade of 18.21% U_3O_8 ; and
- 25,884,000 lbs U_3O_8 inferred mineral resource based on 901,000 tonnes at an average grade of 1.30% U_3O_8 , including: High-grade zone of 13,860,000 lbs U_3O_8 based on 24,000 tonnes at a grade of 26.35% U_3O_8 .

The uranium deposit is contained entirely in basement lithology. Mineralization is open in all directions and at depth.

Gold mineralization is associated with the uranium mineralization in the Triple R deposit and is reported as part of the mineral resource:

- 38,000 ounces Au indicated mineral resource based on 2,291,000 tonnes of mineralization at an average grade of 0.51 g/t Au; and
- 16,000 ounces Au inferred mineral resource based on 901,000 tonnes of mineralization at an average grade of 0.56 g/t Au.

Triple R deposit mineral resources as of January 5, 2015

Category	Zone	Sub-Zone	Tonnes	% U ₃ O ₈	g/t Au	Pounds U ₃ O ₈	Ounces Au
Indicated	R00E	Zone	126,000	1.15	0.15	3,180,000	1,000
	R780E (Main)	High Grade	110,000	18.21	2.77	44,297,000	10,000
		Lower Grade	1,898,000	0.69	0.39	28,763,000	24,000
		Subtotal Main	2,008,000	1.65	0.52	73,061,000	34,000
	R780E (Other Zones)		157,000	0.97	0.67	3,369,000	3,000
Total Indicated			2,291,000	1.58	0.51	79,610,000	38,000
Inferred	R00E	Zone	8,000	3.57	0.59	669,000	-
	R780E (Main)	High Grade	24,000	26.35	3.77	13,860,000	3,000
		Lower Grade	23,000	1.26	0.89	648,000	1,000
		Subtotal Main	47,000	13.93	2.35	14,508,000	4,000
	R780E (Other Zones)		585,000	0.68	0.56	8,797,000	11,000
	Low Grade Halo		260,000	0.22	0.22	1,910,000	2,000
Total Inferred			901,000	1.30	0.56	25,884,000	16,000

Notes:

- CIM definitions were followed for Mineral Resources.
- Mineral Resources are reported within a preliminary optimized open pit shell at a cut-off grade of 0.1% U_3O_8 . The cut-off grade is based on price of US \$50/lb U_3O_8 .
- Numbers may not add due to rounding.

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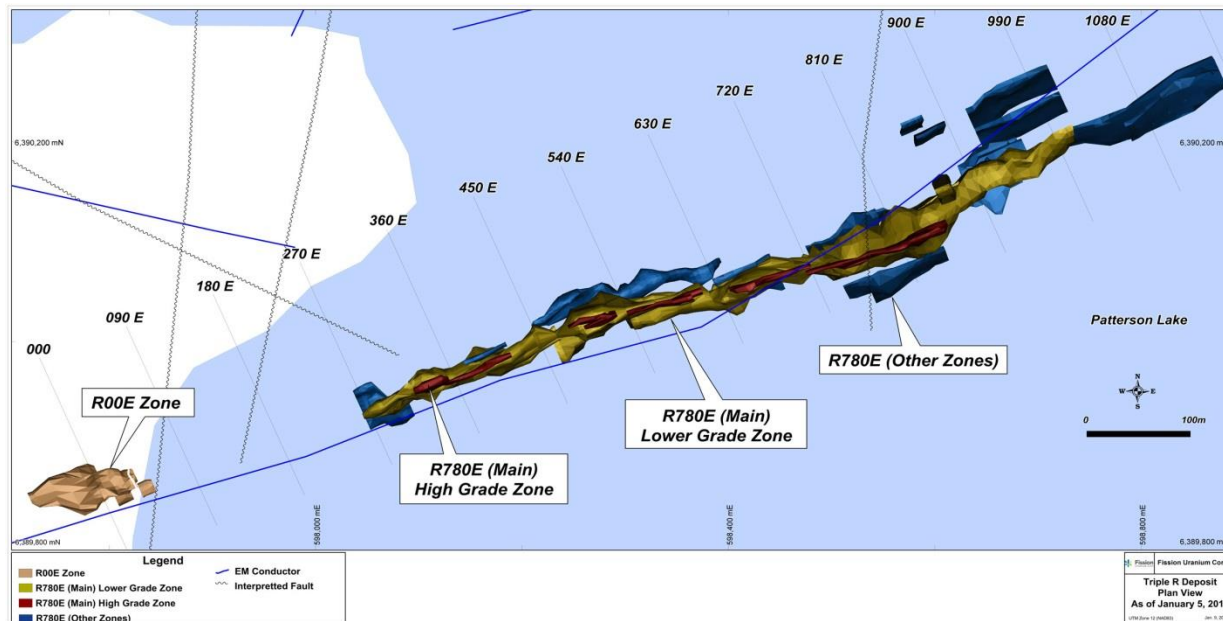
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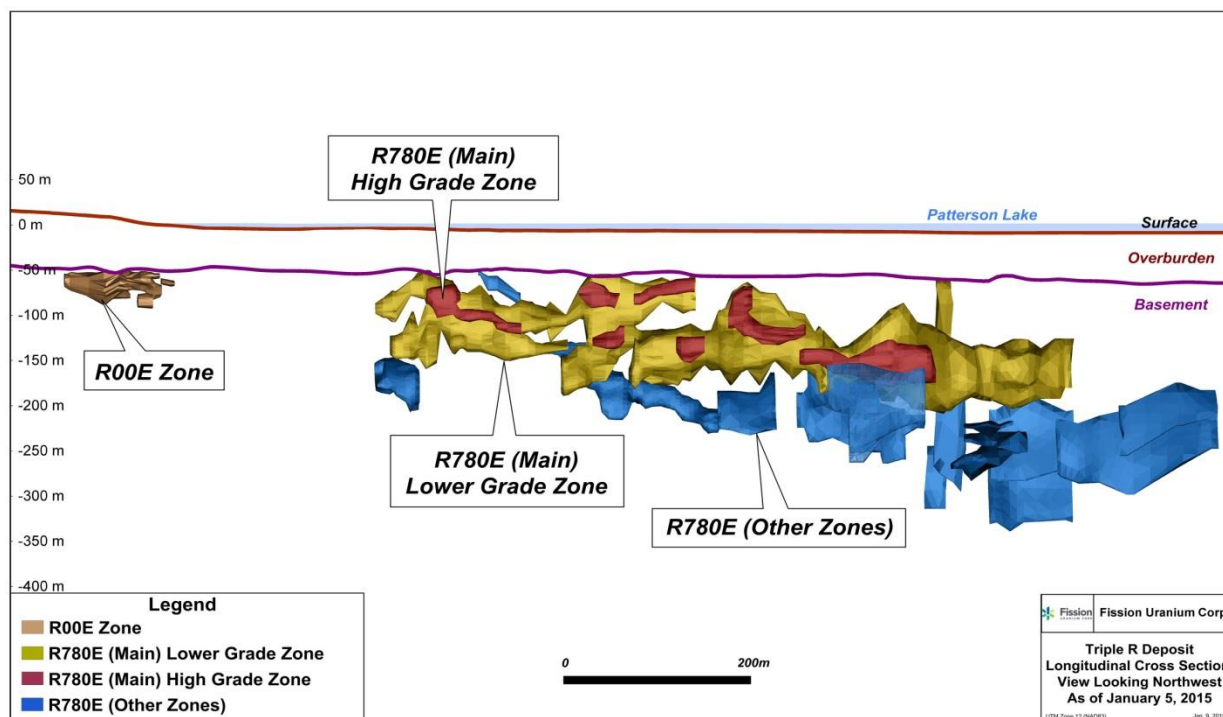
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PLS NI 43-101 technical report & resource estimate (continued)

Map 3 – Triple R Deposit Plan View (as at January 5, 2015)



Map 4 – Triple R Deposit Longitudinal Cross Section View Looking Northwest (as at January 5, 2015)



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**PLS NI 43-101 technical report & resource estimate (continued)**

The modeling and estimation of uranium and gold mineral resources for the Triple R deposit was prepared by Mr. David Ross, P.Geo., an employee of RPA and independent of Fission Uranium. Mr. Ross is a certified Professional Geologist and a Qualified Person as defined by National Instrument 43-101. The mineral resources have been classified in accordance with CIM Definition Standards for Mineral Resources and Mineral Reserves (May 2014). It should be noted that mineral resources, which are not mineral reserves, do not have demonstrated economic viability.

Uranium outlook

Management believes that the exploration and development of uranium properties presents an opportunity to increase shareholder value for the following reasons:

- *Increased long-term worldwide demand for nuclear energy*

Worldwide nuclear energy demand and the associated nuclear power plant build-out is projected to increase significantly in the years ahead, and will require new uranium supply to meet this increasing demand. According to the World Nuclear Association, electricity demand is estimated to rise by more than 76% from 2011 to 2030.

- *Increased long-term demand for uranium*

Currently, there are 436 operable reactors worldwide. 67 new reactors are currently under construction, a further 166 are planned or have been ordered and an additional 322 have been proposed for construction by 2030. The Ux Consulting Company expects worldwide uranium demand to increase 22% by 2020. In addition, many analysts continue to forecast a long-term global uranium demand/supply imbalance, which suggests a potential for significantly higher uranium prices.

Increased long-term demand is expected particularly from developing countries, which are driving the reactor construction boom. Foremost amongst these are China, India, Russia, and South Korea. There are currently 26 nuclear power plants under construction in China, which accounts for 39% of all the reactors under construction worldwide. The majority are scheduled for completion between 2016 and 2023. China's current domestic uranium production accounts for less than 25% of their annual uranium fuel requirements resulting in increased imports and stockpiling. In 2010, Cameco Corp. signed the first of two long-term contracts with Chinese owned utilities for the delivery of uranium. Additional long-term demand is anticipated from other Asian countries, most notably India and South Korea, as they expand their planned nuclear build-out. In 2015, Cameco signed its first contract with India to supply 7.1 million lbs of uranium concentrate through to 2020.

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Uranium outlook (continued)

- *Increased long-term demand for uranium (continued)*

The following is a list of selected countries with nuclear reactors that are either planned, proposed, or under construction as of August, 2015:

Country	Construction	Planned	Proposed	Total
China	26	43	146	215
India	6	22	35	63
Russia	9	31	18	58
USA	5	5	17	27
France	1	0	1	2
Saudi-Arabia	0	0	16	16
South Korea	4	8	0	12
Canada	0	2	3	5
Others	16	55	86	157
Total	67	166	322	555

Source: World Nuclear Association Website (World Nuclear Power Reactors & Uranium Requirements - www.world-nuclear.org - Updated August 2015)

- *Uranium demand/supply*

A global uranium demand/supply imbalance has existed for many years. Primary uranium supply (from mining) has consistently and significantly failed to keep pace with demand. The shortfall has been filled using secondary supply, including the sale of government stockpiles, fuel reprocessing and the HEU agreement (which ended late 2013). According to UPC, stockpiles are shrinking and reprocessing is expected to reduce from 2014 onwards (UPC, August 19, 2015). With primary supply under further pressure, there is strong potential for significantly higher uranium prices over the long-term.

After Japan shut down its reactor fleet in March 2011 a decline in uranium demand and subsequently in production was witnessed. The first of those reactors was restarted August 2015 and more are expected to follow in the next six months.

In 2014, uranium production declined again, following a series of events including stalled mining license negotiations in Niger, legal action in Kazakhstan, and sanctions against Russia (all three countries are major sources of uranium). This has heightened concerns about security of uranium supply and has led to a general expectation that nuclear energy utilities (the primary users of uranium) will seek their supply in more stable jurisdictions. A deal between Canadian-based uranium producer Cameco and India's power utilities in April 2015 for uranium supply suggests this expectation is correct.

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Uranium outlook (continued)

- *Uranium demand/supply (continued)*

Kazakhstan is currently the world's largest producer of uranium with approximately 41% of total worldwide production. The new production is primarily from lower grade deposits, which is not sustainable over the long-term. Canada, home to the highest grade uranium in the world, is the second largest supplier, responsible for approximately 16%.

Uranium prices declined to a nine year low in 2014 but have since risen by over 30%. To support a healthy global uranium mining sector, general consensus among analysts including RBC Capital (Canada), Raymond James Canada, and Resource Capital Research (Australia) is that a uranium price of US \$70-\$80/lb is required to stimulate new exploration and mine development worldwide.

- *Primary supply issues*

As a result of the long period of low uranium prices, several new projects have been categorized as uneconomic. Worldwide projects cancelled or deferred since 2012 include: Yeelirrie and Kintyre in Australia (Cameco), Trekkopje in Namibia (AREVA), Imouraren in Niger (AREVA) and the Olympic Dam expansion in Australia (BHP). Salman Partners estimates that 105.5 million lbs of uranium has been removed from the world's mine plans for the period 2014 to 2021 (Metals Morning Note, February 13, 2014).

Increasing the pressure on medium to long term supply is the lengthy period (approx. ten years on average) required to take a uranium project from discovery to production. With so many projects stalled or abandoned, it is felt by analysts that a growing supply/demand imbalance may be difficult to deal with once secondary supplies can no longer meet rising demand. This increases the attractiveness of assets that have the potential to be taken into production in the shortest time possible and at a lower cost. Typically such projects would have similar characteristics to Fission Uranium's Triple R deposit: high-grade, shallow, in basement rock and in a stable jurisdiction.

- *Japanese nuclear reactor fleet and uranium stockpiles*

Following the Fukushima incident in March 2011, Japan shut down all of its nuclear reactors, pending new safety regulations, legislation and inspections. A new nuclear regulator was set up and, after a considerable delay, Japan's nuclear operators were given permission to apply to restart their reactors. The process is lengthy but, at the time of writing, the first of 25 reactors that are in various stages of the application process has now been restarted.

While the first wave of reactor restarts in Japan (at least one more is expected by the end of 2015 and three in first calendar quarter of 2016) is not expected to immediately increase uranium demand, it increases confidence that Japan's utility companies will not sell their uranium fuel stockpiles into the market. The potential for this estimated 90 million lbs of uranium to enter the spot market has been viewed as a significant threat to uranium prices since 2011 and analysts believe it has been a major factor in suppressing the buy cycle and pricing.

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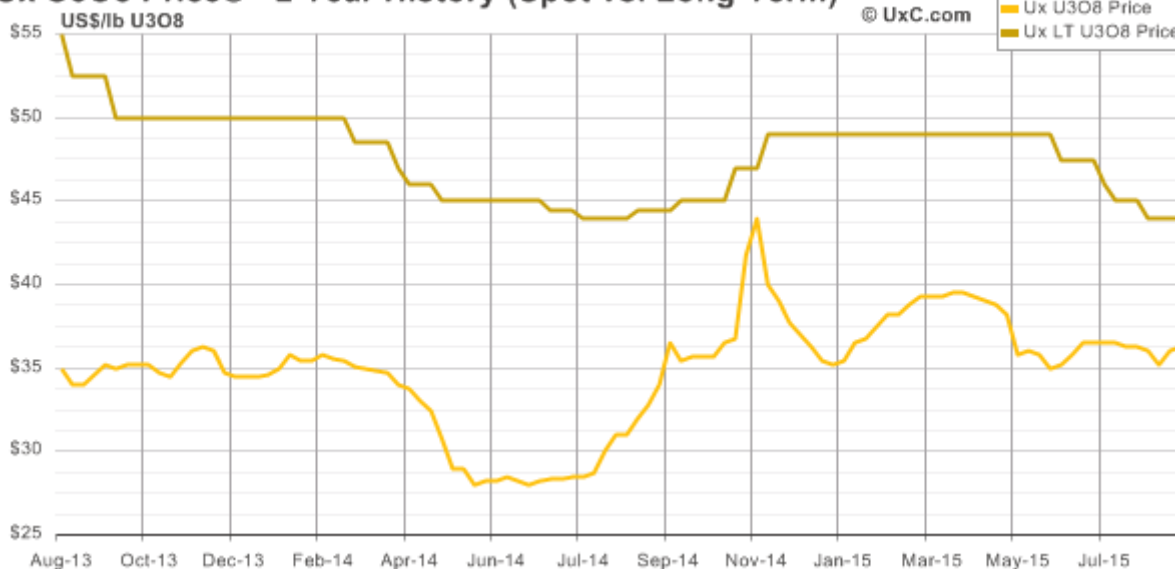
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Uranium outlook (continued)

Uranium market

Ux U3O8 Price® - 2 Year History (Spot vs. Long-Term)



Source: Ux Consulting Company LLC, www.uxc.com: August, 2015

The long-term contract price is published by the Ux Consulting Company ("UxC") at the end of each month, while the spot price is announced weekly. The long-term price, which accounts for almost 80% of the global uranium bought and sold closed at US \$48.00/lb in July 2015. A moderate pick-up in spot sales volumes since August 2014 has helped the uranium spot price to rebound off its low of US \$28.23/lb in June 2014, and it later surged to as high as US \$41.75/lb after regional authorities in Japan approved the first nuclear power plant restart. Volatility has continued, and the spot price subsequently declined for seven straight weeks. The spot price as reported weekly by UxC is US \$36.25/lb at August 17, 2015. Spot market volumes totaled 42.1 million lbs in 2014, down from 50.4 million lbs in 2013, and virtually unchanged from 41.7 million lbs in 2011, the year of the Fukushima event. (Source: UxC and Haywood Securities)

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Selected annual information ⁽¹⁾

The financial information presented below for the current and comparative periods was prepared in accordance with IFRS and is expressed in Canadian dollars.

	June 30 2015	June 30 2014	June 30 2013
	\$	\$	\$
Net loss and comprehensive loss	(9,874,580)	(4,750,560)	(6,448,123)
Total assets	272,093,019	240,027,324	28,609,859
Current liabilities	6,313,569	3,312,827	2,338,172
Non-current liabilities	914,834	-	1,664,145
Shareholders' equity	264,864,616	236,714,497	24,607,542
Basic and diluted loss per common share	(0.03)	(0.02)	(0.04)

⁽¹⁾ The results up to April 26, 2013 have been presented on a carve-out basis from certain allocations of Fission Energy's financial statements.

Summary of quarterly results

Quarter ended	June 30 2015	March 31 2015	December 31 2014	September 30 2014
	\$	\$	\$	\$
Exploration and evaluation assets	243,461,489	238,475,731	226,837,890	223,668,682
Working capital	19,090,178 ⁽¹⁾	7,572,587	17,774,121 ⁽²⁾	21,600,812 ⁽²⁾
Net income (loss) and comprehensive income (loss)	(2,056,006)	273,029	(4,698,667)	(3,392,936)
Net income (loss) per share basic and diluted	(0.01)	0.00	(0.01)	(0.01)

Quarter ended	June 30 2014	March 31 2014	December 31 2013	September 30 2013
	\$	\$	\$	\$
Exploration and evaluation assets	210,020,459	187,316,981	14,323,645	10,041,838
Working capital	26,451,356	16,256,358	11,036,968 ⁽³⁾	15,983,541
Net income (loss) and comprehensive income (loss)	(4,347,981)	(502,678)	2,284,381	(2,184,282)
Net income (loss) per share basic and diluted	(0.02)	(0.00)	0.01	(0.01)

⁽¹⁾ The working capital at June 30, 2015 includes a \$4,402,200 flow-through share premium liability which is a non-cash item and will be taken into other income when the renunciation documents are filed.

⁽²⁾ The working capital at December 31, 2014 and September 30, 2014 includes a \$4,321,125 flow-through share premium liability which is a non-cash item and was taken into other income when the renunciation documents were filed.

⁽³⁾ The working capital at December 31, 2013 includes a \$3,947,582 flow-through share premium liability which is a non-cash item and was taken into other income when the renunciation documents were filed.

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Results of operations

The expenses incurred by the Company are typical of junior exploration and development companies that do not have established cash flows from mining operations. Changes in these expenditures from quarter to quarter are impacted directly by non-recurring activities or events. The Company does not have any significant revenues other than interest and miscellaneous income.

Comparison of the three months ended June 30, 2015 and June 30, 2014.

- The Company had a net loss and comprehensive loss of \$2,056,006 (\$0.01 per basic share and diluted share) compared to a net loss and comprehensive loss of \$4,347,981 (\$0.02 per basic share and diluted share).
- Business development expenses increased to \$251,433 from \$159,608. The increase is primarily a result of increased efforts by the Company to enhance shareholder value.
- Consulting and directors fees increased to \$482,058 from \$293,173. The increase is primarily due to consulting fees associated with the Patterson Lake South PEA and an increase in directors fees.
- Professional fees decreased to \$84,390 from \$180,378. Professional fees decreased primarily as a result of non-recurring fees associated with the court approved plan of arrangement with Alpha ("the Alpha Arrangement") and a court approved plan of Arrangement with Fission 3.0 ("the Fission Uranium Arrangement") incurred in the prior period.
- Share-based compensation decreased to \$933,886 from \$3,561,585. The decrease during the three months ended June 30, 2015 was a result of a lower number of stock options vesting.
- Trade show and conference expenses decreased to \$27,224 from \$65,177. Trade show and conference costs decreased mainly due to reduced travel for conferences.

Comparison of the years ended June 30, 2015 and June 30, 2014.

- The Company had a net loss and comprehensive loss of \$9,874,580 ((\$0.03) per basic share and diluted share) compared to a net loss and comprehensive loss of \$4,750,560 ((\$0.02) per basic share and diluted share). The year ended June 30, 2014 included an \$8,963,501 gain on the spin-off transaction as a result of the net assets transferred to Fission 3.0.
- Consulting and directors fees increased to \$1,728,012 from \$1,503,045, primarily as a result of an increase in directors fees.
- Professional fees decreased to \$471,805 from \$1,468,938. Professional fees decreased in the current year primarily as a result of non-recurring accounting and legal fees associated with the Alpha Arrangement and Fission Uranium Arrangement incurred during the prior year.
- Public relations and communications decreased to \$1,093,073 from \$1,301,674. Public relations costs decreased primarily as a result of non-recurring shareholder dissemination costs associated with the Alpha Arrangement and Fission Uranium Arrangement incurred during the prior year. These were partly offset by increased investor relations travel costs.

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Results of operations (continued)

Comparison of the years ended June 30, 2015 and June 30, 2014 (continued)

- Share-based compensation decreased to \$6,127,880 from \$9,666,837. The current year decreased primarily as a result of fewer stock options vesting during the year, as well as there being no expense recognized for the Alpha options replaced with Fission Uranium options.
- Wages and benefits decreased to \$1,375,909 from \$1,747,758 largely as a result of lower bonus payments to officers and employees.
- The exploration management fee income decreased to \$Nil from \$437,200 as a result of the Company acquiring 100% of the PLS Property through the Alpha Arrangement.

Short form prospectus financings - use of proceeds

April 1, 2014 private placement

The actual use of proceeds, as at June 30, 2015 in comparison to the proposed use of proceeds included in the Company's short form prospectus (the "Prospectus") dated April 24, 2014, is outlined below:

Uses	Proposed Use of Proceeds ⁽¹⁾	Actual Use of Proceeds	Remaining to be Spent/Difference
	\$	\$	\$
Exploration and evaluation assets ⁽²⁾⁽³⁾			
Drilling	19,037,970	14,591,215	4,446,755
Geophysical, radon and other studies	2,115,330	602,211	1,513,119
	21,153,300	15,193,426	5,959,874
General and administrative costs	5,852,700	6,474,766	(622,066)
Purchase of investment in Fission 3.0	-	3,080,000	(3,080,000)
Share issuance costs - September 23, 2014 flow-through private placement	-	917,874	(917,874)
Share issuance costs - April 29, 2015 flow-through private placement	-	1,339,934	(1,339,934)
Total	27,006,000	27,006,000	-

⁽¹⁾ The Company estimated the net proceeds from the Special Warrant private placement to be \$27,006,000 at the time of the Prospectus. The actual net proceeds were \$26,958,088.

⁽²⁾ On September 23, 2014 the Company completed a flow-through private placement. Accordingly eligible exploration expenditures incurred from September 23, 2014 to March, 2015 were funded from the gross proceeds of the September 23, 2014 flow-through private placement.

⁽³⁾ On April 29, 2015 the Company completed a flow-through private placement. Accordingly any eligible exploration expenditures incurred after April 29, 2015 were funded from the gross proceeds of the April 29, 2015 flow-through private placement.

As set out in the Prospectus, the Company intended to use the proceeds for the exploration and development of the PLS Property and for general and administrative costs, from July 1, 2014 to September 30, 2015.

Prior to July 1, 2014 the Company had used \$554,640 of such proceeds as disclosed in the Company's Management's Discussion and Analysis for the year ended June 30, 2014.

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Short form prospectus financings - use of proceeds (continued)

April 1, 2014 private placement (continued)

During March 2015, the Company fulfilled its commitment to spend the gross proceeds from the September 23, 2014 flow-through private placement on eligible exploration expenditures. Accordingly the Company used proceeds from the private placement for exploration expenditures until April 29, 2015, the date the April 2015 flow-through private placement closed (See Liquidity and capital resources – Financing and private placements). The share issuance costs differences noted above relate to funds that were used to pay for share issuance costs related to the September 23, 2014 and April 29, 2015 flow-through private placements. The share issuance costs are not eligible flow-through expenditures and therefore could not be paid from the gross proceeds of the September 23, 2014 and April 29, 2015 flow-through private placements. As of June 30, 2015, the Company has used all of the proceeds from the April 1, 2014 private placement as noted in the table above.

April 29, 2015 flow-through private placement

The actual use of proceeds, as at June 30, 2015 in comparison to the proposed use of proceeds included in the Company's short form prospectus (the "Flow-through Prospectus") dated April 16, 2015 is outlined below:

Uses	Proposed Use of Proceeds ⁽¹⁾	Actual Use of Proceeds	Remaining to be Spent/Difference
	\$	\$	\$
Exploration and evaluation assets			
Drilling	19,100,000	2,314,704	16,785,296
Geophysical studies	570,000	227,589	342,411
Radon and other studies	340,000	617,332	(277,332)
Total	20,010,000	3,159,625	16,850,375

⁽¹⁾ The Company estimated the gross proceeds from the private placement to be \$17,400,000, before the over-allotment option at the time of the Flow-through Prospectus. The over-allotment option was exercised in full and the actual gross proceeds received were \$20,010,000.

The differences noted in the tables above are not expected to have a material impact on the Company's ability to achieve its business objectives and milestones as set out in the Prospectus and Flow-through Prospectus.

The Company will provide updated disclosure regarding the use of such proceeds in subsequent Management's Discussion and Analysis as required.

Liquidity and capital resources

Fission Uranium is an exploration and evaluation company and has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets, including the acquisition costs, is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

The Company's ability to meet its obligations and its ability to fund exploration programs depends on its ability to raise funds. The Company anticipates being able to raise funds, as necessary, primarily through equity financings. To date the Company has been successful in raising funds through equity private placements, however there are no assurances that the Company will be successful in raising funds in the future. On an ongoing basis, the Company monitors and adjusts, when required, exploration programs as well as ongoing general and administrative costs to ensure that adequate levels of working capital are maintained.

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Liquidity and capital resources (continued)

The Company has no exploration and evaluation asset agreements that require it to meet certain expenditures.

Financing and private placements

- December 9, 2013 flow-through private placement

The Company completed a private placement of 8,581,700 flow-through common shares at \$1.50 per share for aggregate gross proceeds of \$12,872,550. The Company paid agents' commissions of \$723,148 plus \$217,695 of expenses and issued 482,099 broker warrants with an attributed fair value of \$230,700 based on the Black-Scholes pricing model, which was included in other capital reserves. Each broker warrant is exercisable into one common share of the Company for a period of 2 years at a price of \$1.50 per share with an expiry date of December 9, 2015. The assumptions used in the Black-Scholes pricing model include a volatility of 104.55%, risk free interest rate of 1.08%, expected life of 2 years and a dividend rate of 0%. All warrants vested immediately on the date of the grant. A flow-through share premium liability of \$3,947,582 was recognized and was reported as a reduction to share capital. The flow-through share premium liability was taken into income when the renunciation documents were filed.

- April 1, 2014 private placement

The Company completed a private placement of 17,968,750 special warrants ("Special Warrants"), at a price of \$1.60 per Special Warrant, for gross proceeds of \$28,750,000. The Company paid agents' commissions of \$1,437,500 plus \$354,412 of expenses and issued 898,439 broker warrants with an attributed fair value of \$824,624 based on the Black-Scholes pricing model, which was included in other capital reserves. Each broker warrant is exercisable into one common share of the Company for a period of 2 years at a price of \$1.60 per share with an expiry date of April 1, 2016. The assumptions used in the Black Scholes pricing model include a volatility of 104.39%, risk free interest rate of 1.07%, expected life of 2 years and a dividend rate of 0%. All warrants vested immediately on the date of the grant. On April 25, 2014 the Company received approval for the final short form prospectus. On April 28, 2014 the 17,968,750 Special Warrants were automatically exercised into 17,968,750 common shares of the Company.

- September 23, 2014 flow-through private placement

The Company completed a private placement of 9,602,500 flow-through common shares at a price of \$1.50 per share, for gross proceeds of \$14,403,750. The Company paid agents' commissions of \$714,109 plus \$203,765 of expenses. A flow-through share premium liability of \$4,321,125 was recognized and was reported as a reduction to share capital. The flow-through share premium liability was taken into other income when the renunciation documents were filed.

- April 29, 2015 flow-through private placement

The Company completed a private placement of 13,340,000 flow-through common shares at a price of \$1.50 per share, for gross proceeds of \$20,010,000. The Company paid agents' commissions of \$990,435 plus estimated expenses of \$400,000. A flow-through share premium liability of \$4,402,200 was recognized and will be taken into other income when the renunciation documents are filed.

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**Liquidity and capital resources (continued)***Changes in working capital for the year ended June 30, 2015*

- At June 30, 2015, the Company had a positive working capital balance of \$19,090,178 as compared to \$26,451,356 at June 30, 2014. The decrease in working capital is primarily due to a large summer 2014 and winter 2015 exploration program, a \$4,402,200 flow-through share premium liability and the purchase of 22,000,000 common shares of Fission 3.0 for \$3,080,000. This was offset by net proceeds of \$13,485,876 from the September 23, 2014 flow-through private placement and \$18,670,066 from the April 29, 2015 flow-through private placement.
- The Company's accounts payable and accrued liabilities at June 30, 2015 were \$1,911,369 compared to \$3,312,827 at June 30, 2014. The balance was higher at June 30, 2014 primarily as a result of outstanding invoices to PLS contractors.

Cash flow for the three months ended June 30, 2015:

Cash and cash equivalents for the three months ended June 30, 2015 increased by \$15,120,012 primarily as a result of:

- The issuance of flow-through common shares net of share issuance costs in the amount of \$18,670,066 on April 29, 2015.
- Proceeds from the exercise of warrants in the amount of \$3,388,268.
- Exploration and evaluation asset additions in the amount of \$5,783,131.
- Operating expenses, net in the amount of \$1,423,226.

Cash flow for the year ended June 30, 2015:

Cash and cash equivalents for the year ended June 30, 2015 decreased by \$4,134,828 primarily as a result of:

- Exploration and evaluation asset additions in the amount of \$33,441,914.
- The purchase of 22,000,000 common shares in Fission 3.0 for \$3,080,000.
- Operating expenses, net in the amount of \$6,425,867.
- The issuance of flow-through common shares net of share issuance costs in the amount of \$18,670,066 and \$13,485,876 on April 29, 2015 and September 23, 2014, respectively.
- Proceeds from the exercise of stock options and warrants in the amount of \$6,694,790.

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Related party transactions

The Company has identified the CEO, President and COO, CFO, VP Exploration, and the Company's directors as its key management personnel. The compensation costs for key management personnel are as follows:

	Year Ended	
	June 30	
	2015	2014
	\$	\$
Compensation Costs		
Wages and consulting fees paid or accrued to key management personnel and companies controlled by key management personnel	2,365,567	2,670,255
Share-based compensation for vesting of options granted to key management personnel	3,995,752	5,525,087
	6,361,319	8,195,342
	Year Ended	
	June 30	
	2015	2014
	\$	\$
Amounts Received or Receivable		
Exploration and administrative services billed to Fission 3.0 Corp. a company with common directors and management	412,787	176,455

Included in accounts payable at June 30, 2015 is \$21,797 (June 30, 2014 - \$191,003) for wages payable and consulting fees due to key management personnel and companies controlled by key management personnel.

Included in amounts receivable at June 30, 2015 is \$23,001 (June 30, 2014 - \$7,371) for exploration and administrative services and expense recoveries due from Fission 3.0.

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

Outstanding share data

As at September 3, 2015, the Company has 386,238,121 common shares issued and outstanding, 33,578,333 incentive stock options outstanding with exercise prices ranging from \$0.2505 to \$1.65 per share and 1,380,538 share purchase warrants outstanding with exercise prices ranging from \$1.50 to \$1.60 per share.

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Internal controls over financial reporting

The Company's management is responsible for designing and maintaining an adequate system of internal controls over financial reporting as required under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. Management designed the internal control system based on the Internal Control – Integrated Framework (2013) published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). From this framework an evaluation of the internal control system was completed and management believes it to be effective.

Any internal control system, no matter how well designed, has inherent limitations. Therefore, internal controls can only provide reasonable assurance with respect to financial statement preparation and presentation.

There has not been any significant changes in the Company's internal control over financial reporting during the year ended June 30, 2015 that have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

Financial assets

All financial assets are initially recorded at fair value and categorized into the following two categories for subsequent measurement purposes: amortized cost and fair value.

A financial asset is classified at 'amortized cost' only if both of the following criteria are met: a) the objective of the Company's business model is to hold the asset to collect the contractual cash flows; and b) the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The Company has classified its cash and cash equivalents and amounts receivable at amortized cost for subsequent measurement purposes. All short-term investments are measured at fair value through profit or loss.

Financial liabilities

All financial liabilities are initially recorded at fair value and subsequently measured at amortized cost using the effective interest rate method.

The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are measured at amortized cost.

Key estimates and judgments

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

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**Key estimates and judgments (continued)***Exploration and evaluation assets*

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in the following areas:

- (i) Determination of whether any impairment indicators exist at each reporting date giving consideration to factors such as budgeted expenditures on the PLS Property, assessment of the right to explore in the specific area and evaluation of any data which would indicate that the carrying amount of exploration and evaluation assets is not recoverable; and
- (ii) Assessing when the commercial viability and technical feasibility of the project has been determined, at which point the asset is reclassified to property and equipment.

Significant accounting policies

A summary of the Company's significant accounting policies is included in note 3 of the audited consolidated financial statements for the year ended June 30, 2015. New accounting policies and IFRS standards adopted are noted below.

IFRS 9, Financial Instruments

On July 24, 2014 the IASB issued IFRS 9, Financial Instruments, which will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristic of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. For financial liabilities, the standard retains most of the IAS 39 requirements.

Adoption of IFRS 9 is mandatory for annual periods beginning on or after January 1, 2018 however the Company has early adopted IFRS 9 effective July 1, 2014, as well as the related consequential amendments to other IFRS. The Company has assessed the financial assets and financial liabilities held by the Company at the date of initial application of IFRS 9. The main effects resulting from this assessment were:

- (i) Short-term investments previously classified as held for trading and measured at fair value through profit and loss continue to be recognized in a consistent manner. The Company has not made any elections to recognize fair value changes on any of its equity instruments through other comprehensive income.
- (ii) All other financial instruments including cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities continue to be recognized at fair value on initial recognition and subsequently measured at amortized cost.

There was no difference between the previous carrying amount (under IAS 39) and the revised carrying amount (under IFRS 9) of the financial assets or financial liabilities as at July 1, 2014 to be recognized in opening deficit.

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Significant accounting policies (continued)

IFRS 9, Financial Instruments (continued)

Financial assets

All financial assets are initially recorded at fair value and categorized into the following two categories for subsequent measurement purposes: amortized cost and fair value.

A financial asset is classified at 'amortized cost' only if both of the following criteria are met: a) the objective of the Company's business model is to hold the asset to collect the contractual cash flows; and b) the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

The Company has classified its cash and cash equivalents and amounts receivable at amortized cost for subsequent measurement purposes. All short-term investments are measured at fair value through profit or loss.

Financial liabilities

All financial liabilities are initially recorded at fair value and subsequently measured at amortized cost using the effective interest rate method.

The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are measured at amortized cost.

New standards, amendments and interpretations not yet effective

The IASB issued a number of new and revised International Accounting Standards, IFRS amendments and related interpretations which are effective for the Company's financial year beginning on or after July 1, 2015.

No new or revised standards or amendments are expected to have a significant impact to the Company's financial statements.

Cautionary notes regarding forward-looking statements

Certain information contained in this MD&A constitutes "forward-looking statements" and "forward-looking information" within the meaning of Canadian legislation.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", "be achieved" or "has the potential to".

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**Cautionary notes regarding forward-looking statements (continued)**

Forward looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Fission Uranium to be materially different from those expressed or implied by such forward-looking statements. Fission Uranium believes that the expectations reflected in this forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this MD&A should not be unduly relied upon. This information speaks only as of the date of this MD&A. In particular, this MD&A may contain forward-looking information pertaining to the following: the timing for the implementation of the 2015 Denison Arrangement; the net present value, metal recoveries, capital costs, operating costs, production, rates of return, payback and impact of the R600W zone on the operations; the likelihood of completing and benefits to be derived from corporate transactions; the estimates of Fission Uranium's mineral resources on its PLS property; estimated exploration and development expenditures; expectations of market prices and costs; supply and demand for uranium ("U₃O₈"); possible impacts of litigation and regulatory actions on Fission Uranium; exploration, development and expansion plans and objectives; expectations regarding adding to its mineral resources through acquisitions and exploration; and receipt of regulatory approvals, permits and licences under governmental regulatory regimes.

There can be no assurance that such statements will prove to be accurate, as Fission Uranium's actual results and future events could differ materially from those anticipated in this forward-looking information as a result of the factors discussed below in this MD&A under the heading "Risks and Uncertainties".

Accordingly, readers should not place undue reliance on forward-looking statements. These factors are not, and should not be construed as being exhaustive. Statements relating to "mineral resources" are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions that the mineral resources described can be profitably produced in the future. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. Fission Uranium does not undertake any obligation to publicly update or revise any forward-looking information after the date of this MD&A or to conform such information to actual results or to changes in Fission Uranium's expectations except as otherwise required by applicable legislation.

Cautionary notice to US investors regarding mineral resource estimates

Disclosure of mineral resource estimate and mineral classification terms herein are made in accordance with the Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). NI 43-101 is a rule established by the Canadian Securities Administrators ("CSA") that sets the standards for all public disclosure by issuers regarding scientific information and technical data concerning mineral projects. These standards differ significantly from the mineral reserve disclosure rules of the Securities and Exchange Commission ("SEC"). As a result, the Company's mineral resource estimate is not comparable to similar resource information that would be generally disclosed by US based companies under the rules of the SEC. The terms mineral resource, measured mineral resources, indicated mineral resources and inferred mineral resources, are reporting classification standards in Canada. Furthermore, inferred mineral resources have a greater amount of uncertainty as to whether they can be mined economically, legally, or whether they exist at all. In accordance with Canadian rules, inferred mineral resource estimates cannot form the basis of pre-feasibility or feasibility studies. There are no guarantees and it cannot be assumed that any classification of mineral resources: measured, indicated, inferred, in whole, or in part, will ever be upgraded to a higher classification. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability.

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**Risks and uncertainties**

The Company is subject to a number of risks and uncertainties, including: uncertainties related to exploration and development; uncertainties related to the nuclear power industry; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets; increases in input costs; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities, labour relations matters, and economic issues that could materially affect uranium exploration and mining. The cost of conducting and continuing mineral exploration and development is significant, and there is no assurance that such activities will result in the discovery of new mineralization or that the discovery of a mineral deposit will be developed and advanced to commercial production. The Company continually seeks to minimize its exposure to these adverse risks and uncertainties, but by the nature of its business and exploration activities, it will always have some degree of risk.