

URANIUM ENERGY CORP  
Form 10-Q  
March 12, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended **January 31, 2019**

or

**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: **001-33706**

**URANIUM ENERGY CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

State or other jurisdiction of incorporation of organization)

**98-0399476**

(I.R.S.

Employer

Identification

No.)

**1030 West Georgia Street, Suite 1830, Vancouver, B.C., Canada**

(Address of principal executive offices)

**V6E 2Y3**

(Zip Code)

**(604) 682-9775**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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 requirements 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    Accelerated filer

Non-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

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 179,523,915 shares of common stock outstanding as of March 8, 2019.

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**URANIUM ENERGY CORP.**

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**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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**URANIUM ENERGY CORP.**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE SIX MONTHS ENDED JANUARY 31, 2019**

**(Unaudited)**

**URANIUM ENERGY CORP.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	Note(s)	January 31, 2019	July 31, 2018
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	<b>\$3,990,524</b>	\$6,926,523
Short-term investments		<b>18,026,455</b>	-
Inventories		<b>211,662</b>	211,662
Prepaid expenses and deposits	3	<b>1,347,612</b>	1,023,183
Other current assets		<b>260,170</b>	179,360
		<b>23,836,423</b>	8,340,728
<b>MINERAL RIGHTS AND PROPERTIES</b>			
PROPERTY, PLANT AND EQUIPMENT	4	<b>63,763,109</b>	71,122,576
RESTRICTED CASH	5	<b>7,083,431</b>	7,101,552
EQUITY-ACCOUNTED INVESTMENT	6	<b>1,804,328</b>	1,789,899
OTHER LONG-TERM ASSETS	7	<b>10,091,608</b>	693,502
		<b>379,279</b>	563,052
		<b>\$106,958,178</b>	\$89,611,309
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities		<b>\$1,473,418</b>	\$2,314,763
Due to a related party	8	<b>28,338</b>	807
Current portion of long-term debt	9	<b>-</b>	10,000,000
		<b>1,501,756</b>	12,315,570
<b>LONG-TERM DEBT</b>			
ASSET RETIREMENT OBLIGATIONS	9	<b>18,801,094</b>	9,534,974
DEFERRED TAX LIABILITIES	10	<b>4,134,963</b>	4,020,282
		<b>552,957</b>	564,923
		<b>24,990,770</b>	26,435,749
<b>STOCKHOLDERS' EQUITY</b>			
Capital stock			
Common stock \$0.001 par value: 750,000,000 shares authorized, 177,642,699 shares issued and outstanding (July 31, 2018 - 161,175,764)	11	<b>177,643</b>	161,176
Additional paid-in capital		<b>332,600,628</b>	308,062,379
Accumulated deficit		<b>(250,849,095)</b>	(245,151,636)
Accumulated other comprehensive income	1	<b>38,232</b>	103,641
		<b>81,967,408</b>	63,175,560
		<b>\$106,958,178</b>	\$89,611,309
<b>COMMITMENTS AND CONTINGENCIES</b>			
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**SUBSEQUENT EVENTS**

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

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**URANIUM  
ENERGY CORP.  
CONDENSED  
CONSOLIDATED  
STATEMENTS  
OF OPERATIONS  
AND  
COMPREHENSIVE  
LOSS  
(Unaudited)**

		<b>Three Months Ended January 31,</b>		<b>Six Months Ended January 31,</b>	
	<b>Note(s)</b>	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>COSTS AND EXPENSES</b>					
Mineral property expenditures	4	\$ 899,217	\$ 980,215	\$ 1,765,460	\$ 2,656,915
General and administrative	8,12	2,183,463	2,864,165	4,442,398	5,119,127
Depreciation, amortization and accretion	4,5,10	84,807	89,437	173,583	179,772
		<b>3,167,487</b>	3,933,817	<b>6,381,441</b>	7,955,814
<b>LOSS FROM OPERATIONS</b>		<b>(3,167,487 )</b>	(3,933,817 )	<b>(6,381,441 )</b>	(7,955,814 )
<b>OTHER INCOME (EXPENSES)</b>					
Interest income		117,078	86,886	174,982	149,868
Interest expenses and finance costs	9	(813,809 )	(756,293 )	(1,568,658 )	(1,496,585 )
(Loss) income from equity-accounted investment	7	(105,837 )	(7,556 )	282,032	101,233
Other income		29,819	10,344	96,255	35,834
Gain (loss) on disposition of assets	4	1,583,764	(474 )	1,583,764	(474 )
		<b>811,015</b>	(667,093 )	<b>568,375</b>	(1,210,124 )
<b>LOSS BEFORE INCOME TAXES</b>		<b>(2,356,472 )</b>	(4,600,910 )	<b>(5,813,066 )</b>	(9,165,938 )
<b>DEFERRED TAX BENEFITS</b>		<b>6,798</b>	247,097	<b>11,966</b>	256,285
<b>NET LOSS FOR THE PERIOD</b>		<b>(2,349,674 )</b>	(4,353,813 )	<b>(5,801,100 )</b>	(8,909,653 )
<b>OTHER COMPREHENSIVE INCOME, NET OF INCOME TAXES</b>					
		<b>38,232</b>	(247 )	<b>38,232</b>	136
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>		<b>\$ (2,311,442 )</b>	\$ (4,354,060 )	<b>\$ (5,762,868 )</b>	\$ (8,909,517 )
<b>NET LOSS PER SHARE, BASIC AND DILUTED</b>	13	<b>\$ (0.01 )</b>	\$ (0.03 )	<b>\$ (0.03 )</b>	\$ (0.06 )
		<b>177,061,313</b>	156,207,557	<b>171,729,303</b>	155,170,537

**WEIGHTED AVERAGE NUMBER  
OF SHARES OUTSTANDING,  
BASIC AND DILUTED**

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

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**URANIUM ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

		<b>Six Months Ended January</b>	
		<b>31,</b>	
	Note(s)	2019	2018
<b>CASH PROVIDED BY (USED IN):</b>			
<b>OPERATING ACTIVITIES</b>			
Net loss for the period		<b>\$(5,801,100 )</b>	\$(8,909,653 )
Adjustments to reconcile net loss to cash flows in operating activities			
Stock-based compensation	12	<b>1,588,866</b>	1,614,774
Depreciation, amortization and accretion	4,5,10	<b>173,583</b>	179,772
Amortization of long-term debt discount	9	<b>666,120</b>	605,831
(Gain) loss on disposition of assets	4	<b>(1,583,764 )</b>	474
Deferred tax benefits		<b>(11,966 )</b>	(256,285 )
Income from equity-accounted investment	7	<b>(282,032 )</b>	(101,233 )
Realized loss on available-for-sale securities		<b>799</b>	-
Reimbursable Expenses for Reno Creek Acquisition		-	483,829
Changes in operating assets and liabilities			
Prepaid expenses and deposits		<b>(168,785 )</b>	(195,020 )
Other current assets		<b>(81,609 )</b>	(9,126 )
Accounts payable and accrued liabilities		<b>(841,344 )</b>	(208,096 )
<b>NET CASH FLOWS USED IN OPERATING ACTIVITIES</b>		<b>(6,341,232 )</b>	(6,794,733 )
<b>FINANCING ACTIVITIES</b>			
Shares issued for cash, net of issuance costs	11	<b>21,538,191</b>	103,300
Due to a related party	8	<b>27,531</b>	635
<b>NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</b>		<b>21,565,722</b>	103,935
<b>INVESTING ACTIVITIES</b>			
Net cash and restricted cash received from asset acquisition		-	289,038
Investment in mineral rights and properties		<b>(105,000 )</b>	(70,000 )
Purchase of property, plant and equipment		<b>(19,505 )</b>	(6,338 )
Increase in other long-term assets		-	(201,160 )
Purchase of short-term investments		<b>(18,026,455)</b>	(20,285,190)
Redemption of short-term investments		-	18,101,275
Proceeds from disposition of assets		<b>4,900</b>	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(18,146,060)</b>	(2,172,375 )
<b>NET CASH FLOWS</b>		<b>(2,921,570 )</b>	(8,863,173 )
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH,</b>		<b>8,716,422</b>	14,282,001
<b>BEGINNING OF PERIOD</b>	6	<b>\$5,794,852</b>	\$5,418,828

**CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD**

**SUPPLEMENTAL CASH FLOW INFORMATION**

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

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**URANIUM ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(Unaudited)**

	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Accumulated</b>	<b>Other</b>	<b>Stockholders'</b>
	<b>Shares</b>	<b>Amount</b>	<b>Paid-in</b>	<b>Deficit</b>	<b>Income</b>	<b>Comprehensive</b>	<b>Equity</b>
			<b>Capital</b>			<b>Income</b>	<b>Equity</b>
Balance, July 31, 2018	161,175,764	\$ 161,176	\$ 308,062,379	\$(245,151,636)	\$ 103,641		\$ 63,175,560
Common stock Issued for equity financing, net of issuance costs	12,613,049	12,613	15,978,349	-	-		15,990,962
Issued upon exercise of stock options	117,386	117	72,246	-	-		72,363
Issued upon exercise of warrants	2,061,764	2,062	2,494,555	-	-		2,496,617
Issued for credit facility	1,180,328	1,180	1,398,820	-	-		1,400,000
Stock-based compensation							
Common stock issued for consulting services	129,706	129	178,325	-	-		178,454
Common stock issued under Stock Incentive Plan	364,702	366	529,126	-	-		529,492
Amortization of stock option expenses	-	-	908,578	-	-		908,578
Warrants							
Issued for equity financing	-	-	2,606,884	-	-		2,606,884
Issued for equity financing as issuance costs	-	-	371,366	-	-		371,366
Net loss for the period	-	-	-	(5,801,100 )	-		(5,801,100 )
Reclassification upon adoption of ASU No. 2016-01	-	-	-	103,641	(103,641 )		-
Other comprehensive income	-	-	-	-	38,232		38,232
<b>Balance, January 31, 2019</b>	<b>177,642,699</b>	<b>\$ 177,643</b>	<b>\$ 332,600,628</b>	<b>\$(250,849,095)</b>	<b>\$ 38,232</b>		<b>\$ 81,967,408</b>

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

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**URANIUM ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**January 31, 2019**  
**(Unaudited)**

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**NOTE 1: NATURE OF OPERATIONS**

Uranium Energy Corp. was incorporated in the State of Nevada on May 16, 2003. Uranium Energy Corp. and its subsidiary companies and a controlled partnership (collectively, the “Company” or “we”) are engaged in uranium and titanium mining and related activities, including exploration, pre-extraction, extraction and processing of uranium concentrates and titanium minerals, on projects located in the United States, in Canada and in the Republic of Paraguay.

Although planned principal operations have commenced from which significant revenues from sales of uranium concentrates were realized for the fiscal years ended July 31, 2015 (“Fiscal 2015”), July 31, 2013 (“Fiscal 2013”) and July 31, 2012 (“Fiscal 2012”), we have yet to achieve profitability and have had a history of operating losses resulting in an accumulated deficit balance since inception. No revenue from uranium sales was realized for the six months ended January 31, 2019, or for the fiscal years ended July 31, 2018 (“Fiscal 2018”), July 31, 2017 (“Fiscal 2017”), July 31, 2016 (“Fiscal 2016”) or July 31, 2014 (“Fiscal 2014”). Historically, we have been reliant primarily on equity financings from the sale of our common stock and, during Fiscal 2014 and Fiscal 2013, on debt financing in order to fund our operations, and this reliance is expected to continue for the foreseeable future.

During the six months ended January 31, 2019, we completed a public offering of 12,613,049 units at a price of \$1.60 per unit for gross proceeds of \$20.2 million, and received cash proceeds of \$2.6 million from the exercise of stock options and warrants, which substantially increased our cash and cash equivalent and improved our working capital position. At January 31, 2019, we had working capital of \$22.3 million including cash and cash equivalents of \$4.0 million and short-term investments of \$18.0 million. On December 5, 2018, we entered into a third amended and restated credit agreement (the “Third Amended and Restated Credit Agreement”), whereby we and our lenders agreed to certain further amendments to our \$20 million senior secured credit facility (the “Credit Facility”), whereby the maturity date was extended from January 1, 2020 to January 31, 2022, and whereby the prior monthly principal payments were deferred until the new maturity date of January 31, 2022. As a result, the \$15.0 million principal amounts reported as current-portion of long-term debt at October 31, 2018 has been removed from our capital resource requirement for the next 12 months. As a consequence, our existing cash resources as at January 31, 2019 are expected to provide sufficient funds to carry our planned operations for the next 12 months from the date that our condensed consolidated financial statements are issued. Our continuation as a going concern for a period beyond 12 months will be dependent upon our ability to obtain adequate additional financing, as our operations are capital intensive and future capital expenditures are expected to be substantial. Our continued operations, including the recoverability of the carrying

values of our assets, are dependent ultimately on our ability to achieve and maintain profitability and positive cash flow from our operations.

## **NOTE 2: BASIS OF PRESENTATION**

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“U.S. GAAP”) for interim financial information and are presented in U.S. dollars. Accordingly, they do not include all of the information and footnotes required under U.S. GAAP for complete financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in our Annual Report on Form 10-K for Fiscal 2018. In the opinion of management, all adjustments of a normal recurring nature and considered necessary for a fair presentation, have been made. Operating results for the six months ended January 31, 2019, are not necessarily indicative of the results that may be expected for the fiscal year ending July 31, 2019 (“Fiscal 2019”).

### **Exploration Stage**

We have established the existence of mineralized materials for certain uranium projects, including for our Palangana Mine. We have 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 our uranium projects, including the Palangana Mine. Furthermore, we have no plans to establish proven or probable reserves for any of our uranium projects for which we plan on utilizing in-situ recovery (“ISR”) mining, such as the Palangana Mine. As a result, and despite the fact that we commenced extraction of mineralized materials at the Palangana Mine in November 2010, we remain in the Exploration Stage as defined under Industry Guide 7, and will continue to remain in the Exploration Stage until such time proven or probable reserves have been established.



**URANIUM ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**January 31, 2019**  
**(Unaudited)**

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Since we commenced the extraction of mineralized materials at the Palangana Mine without having established proven or probable reserves, any mineralized materials established or extracted from the Palangana Mine should not in any way be associated with having established or produced from proven or probable reserves.

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 we exit the Exploration Stage by establishing proven or probable reserves. Expenditures relating to exploration activities such as drilling programs to establish 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 project, after which 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. We are in the Exploration Stage which has resulted in us reporting larger losses than if we had been in the Production Stage due to the expensing, rather than capitalizing, of expenditures relating to ongoing mill and mine development activities. Additionally, there would be no corresponding amortization allocated to future reporting periods of our 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 we 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, our consolidated financial statements may not be directly comparable to the financial statements of companies in the Production Stage.

### **Recently Adopted Accounting Standards**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2014-09, as amended by ASU No. 2016-12, “Revenue from Contracts with Customers (“Topic 606”)”, which requires revenue to be recognized based on the amount an entity is expected to be entitled to for promised goods or services provided to customers. The standard also requires expanded disclosures regarding contracts with customers. The guidance in this standard supersedes the

revenue recognition requirements in Topic 605, “Revenue Recognition”, and most industry-specific guidance. Adoption of the standard may be applied retrospectively to each prior period presented (the full retrospective method) or retrospectively with the cumulative effect recognized as of the date of initial application (the modified retrospective method). The standard is effective for fiscal periods beginning after December 15, 2017 and early adoption is not permitted. Accordingly, we have adopted this standard effective August 1, 2018 and have elected to apply the modified retrospective method.

We have performed an assessment of the impact of implementation of ASU No. 2014-09, and concluded it will not change the timing of revenue recognition or amounts of revenue recognized compared to how we recognize revenue under our current policies. Our revenue was generated from the sale of uranium concentrates to customers. These sales contain a single delivery element and revenue is recognized at a single point in time when ownership, risk and rewards transfer to the buyer.

**URANIUM ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**January 31, 2019**  
**(Unaudited)**

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In January 2016, the FASB issued ASU No. 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities (“Topic 825”)”, which requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income. This new guidance also updates certain disclosure requirements for these investments. The guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. Upon adoption, the cumulative effect adjustment should be recorded at the beginning of the fiscal year in which the guidance is adopted. We adopted this standard effective August 1, 2018. Upon adoption, we reclassified \$103,641 unrealized gains and losses, net of taxes, related to investments in marketable securities by our company or through our equity-accounted investee, from accumulated other comprehensive income to accumulative deficit in our consolidated balance sheets.

In November 2016, the FASB issued ASU 2016-18, “Restricted Cash”, which requires the statement of cash flows present the change in restricted cash and restricted cash equivalents during the period. The guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. We retrospectively adopted this standard effective August 1, 2018. Upon adoption, we included a reconciliation of cash and cash equivalents and restricted cash (previously “reclamation deposits”) reported within our consolidated balance sheets to the total shown in the consolidated statements of cash flows. Adoption of this guidance had no other impact on our consolidated financial statements or disclosures.

In June 2018, the FASB issued ASU No. 2018-07, “Improvement to Nonemployee Share-Based Payment Accounting”, with amendments to expand the scope of Accounting Standard Codification (“ASC”), Topic 718, Compensation – Stock Compensation (“Topic 718”), to include share-based payment transactions for acquiring goods and services from nonemployees, which were previously covered under ASC 505, “Equity-Based Payments to Non-Employees”. According to ASU No. 2018-07, nonemployee share-based payment awards within the scope of Topic 718 are measured at grant-date fair value of the equity instruments that an entity is obligated to issue when the good has been delivered or the service has been rendered and any other conditions necessary to earn the right to benefit from the instruments have been satisfied. The amendments in ASU No. 2018-07 are effective for public business entities for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. Early adoption is permitted, but no earlier than an entity’s adoption date of Topic 606. We have early adopted this standard effective August 1, 2018 along with the adoption of Topic 606, and early adoption of this standard has not had a significant impact on our condensed consolidated financial statements.

**NOTE 3: PREPAID EXPENSES AND DEPOSITS**

At January 31, 2019, prepaid expenses and deposits consisted of the following:

	<b>January 31, 2019</b>	July 31, 2018
Prepaid Property Renewal Fees	<b>\$702,270</b>	\$566,977
Prepaid Insurance	<b>212,148</b>	210,155
Prepaid Listing and Subscriptions	<b>12,716</b>	48,435
Prepaid License Fees	<b>132,681</b>	17,039
Prepaid Surety Bond Premium	<b>86,514</b>	39,192
Deposits and Expense Advances	<b>85,911</b>	87,630
Other Prepaid Expenses	<b>115,372</b>	53,755
	<b>\$1,347,612</b>	\$1,023,183

**URANIUM ENERGY CORP.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**January 31, 2019**  
**(Unaudited)**

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**NOTE 4: MINERAL RIGHTS AND PROPERTIES**

**Mineral Rights**

At January 31, 2019, we had mineral rights in the States of Arizona, Colorado, New Mexico, Wyoming and Texas, in Canada and in the Republic of Paraguay. These mineral rights were acquired through staking, purchase or lease agreements and are subject to varying royalty interests, some of which are indexed to the sale price of uranium and titanium. At January 31, 2019, annual maintenance payments of approximately \$2,484,000 will be required to maintain these mineral rights.

Mineral rights and property acquisition costs consisted of the following:

	<b>January 31, 2019</b>	July 31, 2018
<b>Mineral Rights and Properties</b>		
Palangana Mine	<b>\$6,285,898</b>	\$6,285,898
Goliad Project	<b>8,689,127</b>	8,689,127
Burke Hollow Project	<b>1,495,750</b>	1,495,750
Longhorn Project	<b>116,870</b>	116,870
Salvo Project	<b>14,905</b>	14,905
Anderson Project	<b>3,470,373</b>	9,154,268
Workman Creek Project	<b>649,854</b>	1,657,500
Los Cuatros Project	<b>257,250</b>	257,250
Slick Rock Project	-	646,650
Reno Creek Project	<b>31,527,870</b>	31,527,870
Diabase Project	<b>546,938</b>	546,938
Yuty Project	<b>11,947,144</b>	11,947,144
Oviedo Project	<b>1,133,412</b>	1,133,412
Alto Paraná Titanium Project	<b>1,433,030</b>	1,433,030
Other Property Acquisitions	<b>91,080</b>	91,080

	<b>67,659,501</b>	74,997,692
Accumulated Depletion	<b>(3,929,884 )</b>	(3,929,884 )
	<b>63,729,617</b>	71,067,808
<b>Databases</b>	<b>2,410,038</b>	2,410,038
Accumulated Amortization	<b>(2,408,690 )</b>	(2,405,192 )
	<b>1,348</b>	4,846
<b>Land Use Agreements</b>	<b>404,310</b>	404,310
Accumulated Amortization	<b>(372,166 )</b>	(354,388 )
	<b>32,144</b>	49,922
	<b>\$63,763,109</b>	\$71,122,576

We have not established proven or probable reserves, as defined by the SEC under Industry Guide 7, for any of our mineral projects. We have established the existence of mineralized materials for certain mineral projects, including the Palangana Mine. Since we commenced uranium extraction at the Palangana Mine without having established proven or probable reserves, there may be greater inherent uncertainty as to whether or not any mineralized material can be economically extracted as originally planned and anticipated.

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During the six months ended January 31, 2019, we entered into a royalty purchase agreement (the "Royalty Purchase Agreement") with Uranium Royalty Corp. ("URC"), a private entity investing in the uranium sector, in connection with the proposed purchase by URC from our Company of a one percent (1%) net smelter return royalty (collectively, the "Royalties") for uranium only, on each of our Slick Rock, Workman Creek and Anderson projects. On December 4, 2018, we closed the Royalty Purchase Agreement and received 12,000,000 common shares of URC (the "Consideration Shares") with a fair value of \$9,077,842.

The fair value of Consideration Shares, net of transaction costs of \$55,787, was allocated to the respective underlying projects based on their identified mineral resources as follows:

Fair value of Consideration Shares	\$9,077,842
Transaction costs	55,787
Net consideration	\$9,022,055

<i>Net consideration allocation to:</i>	Net		Allocation
	Allocation	Consideration	
	%		
Anderson Project	63	%	\$ 5,683,895
Workman Creek Project	12	%	1,082,646
Slick Rock Project	25	%	2,255,514
	100	%	\$ 9,022,055

The net consideration allocation amounts have reduced the carrying value of the Anderson Project by \$5,683,895, Workman Creek Project reduced by \$1,082,646 and the Slick Rock Project by \$676,650. The net consideration of \$2,255,514 allocated to the Slick Rock Project exceeded its carrying value of \$676,650 by \$1,578,864, which was recorded as a gain on disposition of asset and included in the condensed consolidated statement of operations for the three and six months ended January 31, 2019.

During the six months ended January 31, 2019 and 2018, we continued with reduced operations at the Palangana Mine to capture residual uranium only. As a result, no depletion for the Palangana Mine was recorded on our condensed

consolidated financial statements for the three and six months ended January 31, 2019 and 2018, respectively.

Mineral property expenditures incurred by major projects were as follows:

	<b>Three Months Ended January 31,</b>		<b>Six Months Ended January 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Mineral Property Expenditures</b>				
Palangana Mine	\$ <b>246,592</b>	\$ 237,215	\$ <b>526,624</b>	\$ 476,530
Goliad Project	<b>19,056</b>	19,899	<b>37,878</b>	42,715
Burke Hollow Project	<b>166,469</b>	83,555	<b>275,014</b>	417,792
Longhorn Project	<b>10,157</b>	3,265	<b>25,533</b>	6,072
Salvo Project	<b>6,702</b>	6,702	<b>13,510</b>	13,636
Anderson Project	<b>15,056</b>	14,572	<b>37,270</b>	30,030
Workman Creek Project	<b>7,673</b>	7,673	<b>15,364</b>	15,955
Slick Rock Project	<b>12,206</b>	14,192	<b>29,430</b>	27,805
Reno Creek Project	<b>147,418</b>	244,982	<b>295,294</b>	968,372
Yuty Project	<b>62,600</b>	134,228	<b>86,003</b>	225,196
Oviedo Project	<b>40,758</b>	19,046	<b>61,483</b>	81,242
Alto Paraná Titanium Project	<b>34,429</b>	74,821	<b>60,262</b>	114,432
Other Mineral Property Expenditures	<b>130,101</b>	120,065	<b>301,795</b>	237,138
	\$ <b>899,217</b>	\$ 980,215	\$ <b>1,765,460</b>	\$ 2,656,915



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During the three and six months ended January 31, 2018, and in connection with the acquisition of the Reno Creek Project, we issued 353,160 shares as settlement of the reimbursable expenses totalling \$483,829, which was included in the mineral property expenditures on our condensed consolidated statements of operations for the six months ended January 31, 2018.

**NOTE 5: PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consisted of the following:

	January 31, 2019			July 31, 2018		
	Cost	Accumulated Depreciation	Net Book Value	Cost	Accumulated Depreciation	Net Book Value
Hobson Processing Facility	\$6,819,088	\$ (773,933 )	\$6,045,155	\$6,819,088	\$ (773,933 )	\$6,045,155
Mining Equipment	2,413,783	(2,390,990 )	22,793	2,438,681	(2,412,277 )	26,404
Logging Equipment and Vehicles	1,851,883	(1,736,309 )	115,574	1,971,742	(1,850,306 )	121,436
Computer Equipment	584,520	(555,690 )	28,830	607,342	(577,584 )	29,758
Furniture and Fixtures	170,701	(169,096 )	1,605	170,701	(168,814 )	1,887
Land and Buildings	889,606	(20,132 )	869,474	889,606	(12,694 )	876,912
	<b>\$12,729,581</b>	<b>\$ (5,646,150 )</b>	<b>\$7,083,431</b>	<b>\$12,897,160</b>	<b>\$ (5,795,608 )</b>	<b>\$7,101,552</b>

During the six months ended January 31, 2019 and 2018, no uranium concentrate was processed at our Hobson Processing Facility due to the reduced operations at our Palangana Mine. As a result, no depreciation for the Hobson Processing Facility was recorded on our consolidated financial statements for the three and six months ended January 31, 2019 and 2018, respectively.

**NOTE 6: RESTRICTED CASH**

Restricted cash (previously “reclamation deposits”) includes cash and cash equivalents as collateral for various bonds posted in favor of applicable state regulatory agencies in Arizona, Texas and Wyoming, for estimated reclamation costs associated with our Palangana Mine, Hobson Processing Facility and Reno Creek Project. Restricted cash will be released upon completion of reclamation of a mineral property or restructuring of a surety and collateral arrangement.

	<b>January 31, 2019</b>	July 31, 2018
Restricted cash, beginning of period	<b>\$ 1,789,899</b>	\$1,706,028
Reclamation deposit received from asset acquisition	-	73,973
Refund of reclamation deposit	-	(819 )
Interest received	<b>14,429</b>	10,717
Restricted cash, end of period	<b>\$ 1,804,328</b>	\$1,789,899

Cash, cash equivalents and restricted cash are included in the following accounts at January 31, 2019 and 2018:

	<b>January 31, 2019</b>	January 31, 2018
Cash and cash equivalents	<b>\$ 3,990,524</b>	\$3,639,646
Restricted cash	<b>1,804,328</b>	1,779,182
Total cash, cash equivalents and restricted cash	<b>\$ 5,794,852</b>	\$5,418,828

#### **NOTE 7: EQUITY-ACCOUNTED INVESTMENT**

On December 4, 2018, we closed the Royalty Purchase Agreement and received 12,000,000 common shares of URC with a fair value of \$9,077,842. Refer to Note 4: Mineral Rights and Properties. As a result, we own 14,000,000 shares of URC, representing a 33.7% interest in URC as at January 31, 2019. In addition, certain of our officers collectively own an interest in URC and one of our officers is a member of the board of directors of URC. As a consequence, our ability to exercise significant influence over URC’s operating and financing policies continued to exist during the three and six months ended January 31, 2019.

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During the six months ended January 31, 2019, the change in carrying value of the investment in URC is summarized as follows:

Balance, July 31, 2018	\$693,502
Consideration Shares received from sale of royalty interests	9,077,842
Share of loss from URC	(74,742 )
Gain on ownership interest dilution	356,774
Gain from foreign currency translation	38,232
<b>Balance, January 31, 2019</b>	<b>\$10,091,608</b>

**NOTE 8: RELATED PARTY TRANSACTIONS**

During the three months ended January 31, 2019 and 2018, we incurred \$40,017 and \$39,329 (six months ended January 31, 2019 and 2018: \$77,721 and \$76,640), respectively, in general and administrative costs paid to Blender Media Inc. (“Blender”), a company controlled by Arash Adnani, a direct family member of our President and Chief Executive Officer, for various services including information technology, corporate branding, media, website design, maintenance and hosting, provided to the Company.

During the six months ended January 31, 2018, we issued 104,706 shares to Blender with a fair value of \$141,678 as settlement of the equivalent amounts owed to Blender.

At January 31, 2019, the amount owing to Blender was \$28,338 (July 31, 2018: \$807).

**NOTE 9: LONG-TERM DEBT**

On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement with each of Sprott Resource Lending Partnership, as agent, and our remaining lenders and participants (collectively, the “Lenders”), whereby we and the Lenders agreed to certain further amendments to the \$20,000,000 Credit Facility.

The key terms of the Third Amended and Restated Credit Agreement are summarized as follows:

extension of the maturity date from January 1, 2020 to January 31, 2022;  
deferral of the prior monthly principal payments until the new maturity date of January 31, 2022;  
issuance of third extension fee shares equal to 7% of the principal balance outstanding or \$1,400,000 paid to the Lenders by way of the issuance of 1,180,328 shares of the Company; and  
payment of anniversary fees to the Lenders on each of November 30, 2019, 2020 and 2021, of 7%, 6.5% and 6%, respectively, of the principal balance then outstanding, if any, payable at the option of the Company in cash or shares of the Company with a price per share calculated as a 10% discount to the five trading-day volume-weighted average price of the Company’s shares immediately prior to the applicable date.

Under the terms of the Third Amended and Restated Credit Agreement, the Credit Facility remains non-revolving with an amended term of 8.5 years maturing on January 31, 2022, subject to an interest a rate of 8% per annum, compounded and payable on a monthly basis. An underlying effective interest rate of 16.67% has been calculated under the assumption that the Company will carry the full principal balance of \$20,000,000 to its contractual maturity on January 31, 2022 without exercising the prepayment feature; and therefore, the anniversary fee payments of \$1,400,000, \$1,300,000 and \$1,200,000, which are calculated on the principal balance then outstanding and can be made in shares or cash at the Company’s discretion, will become due on each of November 30, 2019, 2020 and 2021, respectively.

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The Third Amended and Restated Credit Agreement supersedes, in their entirety, the prior Second Amended and Restated Credit Agreement dated and effective February 9, 2016, the prior Amended and Restated Credit Agreement dated and effective March 13, 2014 and the prior Credit Agreement dated and effective July 30, 2013.

As at January 31, 2019, our long-term debt consisted of the following:

	<b>January 31,</b>	July 31,
	<b>2019</b>	2018
Principal amount	<b>\$20,000,000</b>	\$20,000,000
Unamortized discount	<b>(1,198,906 )</b>	(465,026 )
Long-term debt, net of unamortized discount	<b>18,801,094</b>	19,534,974
Current portion	-	10,000,000
Long-term debt, net of current portion	<b>\$18,801,094</b>	\$9,534,974

For the three and six months ended January 31, 2019, the amortization of debt discount totaled \$358,349 and \$666,120 (three and six months ended January 31, 2018: \$308,409 and \$605,831), respectively, which was recorded as interest expense and included in our condensed consolidated statements of operations and comprehensive loss.

**NOTE 10: ASSET RETIREMENT OBLIGATIONS**

The asset retirement obligations (the “ARO”) relate to future remediation and decommissioning activities at our Palangana Mine, Hobson Processing Facility, Reno Creek Project and Alto Paraná Titanium Project.

Balance, July 31, 2018	\$4,020,282
Accretion	114,681
<b>Balance, January 31, 2019</b>	<b>\$4,134,963</b>

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The estimated amounts and timing of cash flows and assumptions used for ARO estimates are as follows:

	<b>January 31, 2019</b>	July 31, 2018
Undiscounted amount of estimated cash flows	<b>\$7,275,504</b>	\$7,275,504
Payable in years	<b>5.0 to 17</b>	5.0 to 17
Inflation rate	<b>1.37% to 2.14 %</b>	1.37% to 2.14 %
Discount rate	<b>5.48% to 6.40 %</b>	5.48% to 6.40 %

The undiscounted amounts of estimated cash flows for the next five fiscal years and beyond are as follows:

Fiscal 2019	\$-
Fiscal 2020	-
Fiscal 2021	-
Fiscal 2022	-
Fiscal 2023	148,391
Remaining balance	7,127,113
	<b>\$7,275,504</b>

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**NOTE 11: CAPITAL STOCK**

**Equity Financing**

On October 3, 2018, we completed a public offering of 12,613,049 units at a price of \$1.60 per unit for gross proceeds of \$20,180,878 (the “October 2018 Offering”). Each unit was comprised of one share of the Company and one-half of one share purchase warrant. Each whole warrant entitles its holder to acquire one share at an exercise price of \$2.05 per share, exercisable immediately upon issuance and expiring 30 months from the date of issuance. In connection with the October 2018 Offering, we also issued compensation share purchase warrants to agents as part of share issuance costs to purchase 756,782 shares of our Company, exercisable at an exercise price of \$2.05 per share and expiring 30 months from the date of issuance.

The shares were valued at the Company’s closing price of \$1.54 per share at October 3, 2018. The share purchase warrants were valued using the Black-Scholes option pricing model with the following assumptions:

Expected Risk Free Interest Rate	2.90 %
Expected Annual Volatility	63.30%
Expected Contractual Life in Years	2.50
Expected Annual Dividend Yield	0.00 %

The net proceeds from the October 2018 Offering were allocated to the fair values of the shares and share purchase warrants as presented below:

Fair Value of Shares	\$ 19,424,095
Fair Value of Share Purchase Warrants	3,094,693
Total Fair Value Before Allocation to Net Proceeds	\$ 22,518,788

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Gross Proceeds	\$20,180,878
Share Issuance Costs - Cash	(1,211,667 )
Net Cash Proceeds Received	\$18,969,211

*Relative Fair Value Allocation to:*

Shares	\$16,362,327
Share Purchase Warrants	2,606,884
	\$18,969,211



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### Share Transactions

A summary of the share transactions for the six months ended January 31, 2019 are as follows:

Period / Description	Common Shares Issued	Value per Share		Issuance Value
		Low	High	
Balance, July 31, 2018	161,175,764			
Equity Financing	12,613,049	\$ 1.60	\$ 1.60	\$ 20,180,878
Consulting Services	30,845	1.61	1.77	50,713
Warrants Exercised	2,061,764	1.20	1.35	2,496,617
Options Exercised <sup>(1)</sup>	100,422	0.93	1.32	113,539
Shares Issued Under Stock Incentive Plan	141,546	1.65	1.72	239,255
Balance, October 31, 2018	176,123,390			
Credit Facility	1,180,328	1.19	1.19	1,400,000
Consulting Services	98,861	1.26	1.42	127,741
Options Exercised <sup>(2)</sup>	16,964	0.45	0.45	7,634
Shares Issued Under Stock Incentive Plan	223,156	1.25	1.33	290,237
<b>Balance, January 31, 2019</b>	<b>177,642,699</b>			

(1) 117,250 stock options were exercised on a forfeiture basis, resulting in 34,172 net shares being issued.

(2) 25,000 stock options were exercised on a forfeiture basis, resulting in 16,964 net shares being issued.

### Share Purchase Warrants

A continuity schedule of outstanding share purchase warrants is as follows:

	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>
Balance, July 31, 2018	30,923,489	1.97
Issued	7,063,253	2.05
Exercised	(2,061,764 )	1.21
Expired	(2,850,000 )	2.35
<b>Balance, January 31, 2019</b>	<b>33,074,978</b>	<b>\$ 2.00</b>

A summary of share purchase warrants outstanding and exercisable at January 31, 2019 are as follows:

<b>Weighted Average Exercise Price</b>	<b>Number of Warrants Outstanding</b>	<b>Expiry Date</b>	<b>Weighted Average Remaining Contractual Life (Years)</b>
\$ 1.20	2,631,068	March 10, 2019	0.10
1.35	2,450,000	January 30, 2020	1.00
1.64	50,000	May 21, 2023	4.30
2.00	9,571,929	January 20, 2020	0.97
2.05	7,063,253	April 3, 2021	2.17
2.30	11,308,728	August 9, 2022	3.52
<b>\$ 2.00</b>	<b>33,074,978</b>		<b>2.04</b>

Subsequent to January 31, 2019, we received cash proceeds totaling \$2,325,740 from the exercise of 1,938,117 share purchase warrants with an exercise price of \$1.20 per share.

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**NOTE 12: STOCK-BASED COMPENSATION**

At January 31, 2019, we had one stock option plan, the 2018 Stock Incentive Plan, which superseded and replaced our prior equity compensation plan, being our 2017 Stock Incentive Plan (collectively, the “Stock Incentive Plan”).

**Stock Options**

During the three months ended January 31, 2019, we granted stock options under the 2018 Plan to certain employees to purchase a total of 40,000 shares of the Company exercisable at \$1.25 per share with a term of five years.

These stock options are subject to a 24-month vesting provision whereby at the end of the first three and six months after the grant date, 12.5% of the total stock options become exercisable, and whereby at the end of each of 12, 18 and 24 months after the grant date, 25% of the total stock options become exercisable.

A summary of stock options granted by the Company during the six months ended January 31, 2019, including corresponding grant date fair values and assumptions using the Black Scholes option pricing model is as follows:

<b>Date</b>	<b>Options Granted</b>	<b>Exercise Price</b>	<b>Term (Years)</b>	<b>Fair Value</b>	<b>Expected Life (Years)</b>	<b>Risk-Free Interest Rate</b>	<b>Dividend Yield</b>	<b>Expected Volatility</b>
January 3, 2019	40,000	\$ 1.25	5.00	\$24,164	3.70	2.34 %	0.00 %	63.70 %
Total	40,000			\$24,164				

A continuity schedule of outstanding stock options for the underlying shares for the six months ended January 31, 2019 is as follows:

	<b>Number of Stock</b>	<b>Weighted Average</b>
	<b>Options</b>	<b>Exercise Price</b>
Balance, July 31, 2018	14,911,625	\$ 1.41
Exercised	(183,500 )	1.19
Forfeited	(27,500 )	1.44
Balance, October 31, 2018	14,700,625	\$ 1.41
Granted	40,000	1.25
Exercised	(25,000 )	0.45
Forfeited	(12,500 )	1.33
<b>Balance, January 31, 2019</b>	<b>14,703,125</b>	<b>\$ 1.41</b>

During the six months ended January 31, 2019, we issued 117,386 shares upon exercise of stock options, of which 66,250 stock options were exercised in cash for proceeds of \$72,363, and 142,250 stock options were exercised on a forfeiture basis resulting in 51,136 net shares issued. The intrinsic value of these exercised options totaled \$121,927.

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A continuity schedule of outstanding un-vested stock options at January 31, 2019, and the changes during the periods, is as follows:

	<b>Number of Unvested</b>	<b>Weighted Average</b>
	<b>Stock Options</b>	<b>Grant-Date Fair Value</b>
Balance, July 31, 2018	3,479,500	\$ 0.68
Vested	(801,500 )	0.70
Forfeited	(27,500 )	0.67
Balance, October 31, 2018	2,650,500	0.67
Granted	40,000	0.60
Vested	(278,000 )	0.69
<b>Balance, January 31, 2019</b>	<b>2,412,500</b>	<b>\$ 0.67</b>

At January 31, 2019, the aggregate intrinsic value under the provisions of ASC 718 of all outstanding stock options was estimated at \$944,258 (vested: \$924,993 and unvested: \$19,265).

At January 31, 2019, unrecognized stock-based compensation expense related to the unvested portion of stock options totaled \$752,717 to be recognized over the next 1.0 year.

A summary of stock options outstanding and exercisable at January 31, 2019 is as follows:

<b>Range of Exercise Prices</b>	<b>Options Outstanding</b>		<b>Weighted Average Remaining Contractual Term</b>	<b>Options Exercisable</b>		<b>Weighted Average Remaining Contractual Term</b>
	<b>Outstanding at January 31, 2019</b>	<b>Weighted Average Exercise Price</b>		<b>Exercisable at January 31, 2019</b>	<b>Weighted Average Exercise Price</b>	

			(Years)			(Years)
\$0.93 to \$1.30	5,086,625	\$ 1.11	2.73	4,177,125	\$ 1.08	2.53
\$1.31 to \$3.86	9,616,500	1.57	1.62	8,113,500	1.58	1.09
	14,703,125	\$ 1.41	2.00	12,290,625	\$ 1.41	1.58

### Stock-Based Compensation

A summary of stock-based compensation expense is as follows:

	Three Months Ended January 31,		Six Months Ended January 31,	
	2019	2018	2019	2018
<b>Stock-Based Compensation for Consultants</b>				
Common stock issued for consulting services	\$229,806	\$157,599	\$360,610	\$438,778
Amortization of stock option expenses	30,319	341,788	84,720	341,619
	<b>260,125</b>	499,387	<b>445,330</b>	780,397
<b>Stock-Based Compensation for Management</b>				
Common stock issued to management	35,639	34,230	70,983	69,244
Amortization of stock option expenses	139,900	86,650	356,704	180,981
	<b>175,539</b>	120,880	<b>427,687</b>	250,225
<b>Stock-Based Compensation for Employees</b>				
Common stock issued to employees	124,872	201,714	248,695	377,036
Amortization of stock option expenses	186,806	152,114	467,154	334,731
	<b>311,678</b>	353,828	<b>715,849</b>	711,767
Settlement of share issuance obligation	-	-	-	(127,615 )
	<b>\$747,342</b>	\$974,095	<b>\$1,588,866</b>	\$1,614,774

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**NOTE 13: LOSS PER SHARE**

The following table reconciles the weighted average number of shares used in the calculation of the basic and diluted loss per share:

	<b>Three Months Ended January 31,</b>		<b>Six Months Ended January 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Numerator</b>				
Net Loss for the Period	<b>\$ (2,349,674</b>	) \$ (4,353,813	) <b>\$ (5,801,100</b>	) \$ (8,909,653
<b>Denominator</b>				
Basic Weighted Average Number of Shares	<b>177,061,313</b>	156,207,557	<b>171,729,303</b>	155,170,537
Dilutive Stock Options and Warrants	-	-	-	-
Diluted Weighted Average Number of Shares	<b>177,061,313</b>	156,207,557	<b>171,729,303</b>	155,170,537
<b>Net Loss per Share, Basic and Diluted</b>	<b>\$ (0.01</b>	) \$ (0.03	) <b>\$ (0.03</b>	) \$ (0.06

For the three and six months ended January 31, 2019 and 2018, all outstanding stock options and share purchase warrants were excluded from the calculation of the diluted loss per share since we reported net losses for those periods and their effects would be anti-dilutive.

**NOTE 14: SEGMENTED INFORMATION**

We currently operate in one reportable segment which is focused on uranium mining and related activities, including exploration, pre-extraction, extraction and processing of uranium concentrates.

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At January 31, 2019, our long-term assets located in the United States totaled \$57,596,055 or 69% of our total long-term assets of \$83,121,755.

The table below provides a breakdown of the long-term assets by geographic segments:

Balance Sheet Items	January 31, 2019						Total
	United States						
	Texas	Arizona	Wyoming	Other States	Canada	Paraguay	
Mineral Rights and Properties	\$12,708,919	\$4,377,477	\$31,527,870	\$88,320	\$546,938	\$14,513,585	\$63,763,109
Property, Plant and Equipment	6,359,909	-	349,953	-	19,402	354,167	7,083,431
Restricted Cash	1,715,355	15,000	73,973	-	-	-	1,804,328
Equity-Accounted Investment	-	-	-	-	10,091,608	-	10,091,608
Other Long-Term Assets	291,612	-	87,667	-	-	-	379,279
<b>Total Long-Term Assets</b>	<b>\$21,075,795</b>	<b>\$4,392,477</b>	<b>\$32,039,463</b>	<b>\$88,320</b>	<b>\$10,657,948</b>	<b>\$14,867,752</b>	<b>\$83,121,755</b>

Balance Sheet Items	July 31, 2018						Total
	United States						
	Texas	Arizona	Wyoming	Other States	Canada	Paraguay	
Mineral Rights and Properties	\$12,729,697	\$11,069,018	\$31,527,870	\$735,468	\$546,938	\$14,513,585	\$71,122,576
Property, Plant and Equipment	6,362,608	-	357,392	-	25,889	355,663	7,101,552
Restricted Cash	1,700,926	15,000	73,973	-	-	-	1,789,899
Equity-Accounted Investment	-	-	-	-	693,502	-	693,502
Other Long-Term Assets	416,519	-	146,533	-	-	-	563,052
<b>Total Long-Term Assets</b>	<b>\$21,209,750</b>	<b>\$11,084,018</b>	<b>\$32,105,768</b>	<b>\$735,468</b>	<b>\$1,266,329</b>	<b>\$14,869,248</b>	<b>\$81,270,581</b>



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The tables below provide a breakdown of our operating results by geographic segments for the three and six months ended January 31, 2019 and 2018. All intercompany transactions have been eliminated.

Statement of Operations	Three Months Ended January 31, 2019						
	United States				Canada	Paraguay	Total
	Texas	Arizona	Wyoming	Other States			
<b>Costs and Expenses:</b>							
Mineral property expenditures	\$575,666	\$22,866	\$147,418	\$15,345	\$135	\$137,787	\$899,217
General and administrative	1,508,298	3,482	23,132	1,687	613,571	33,293	2,183,463
Depreciation, amortization and accretion	76,327	-	3,720	249	2,589	1,922	84,807
	2,160,291	26,348	174,270	17,281	616,295	173,002	3,167,487
Loss from operations	(2,160,291)	(26,348)	(174,270)	(17,281)	(616,295)	(173,002)	(3,167,487)
Other income (expenses)	(658,534)	(4,768)	100	1,578,864	(105,837)	1,190	811,015
Loss before income taxes	\$(2,818,825)	\$(31,116)	\$(174,170)	\$1,561,583	\$(722,132)	\$(171,812)	\$(2,356,472)

Statement of Operations	Three Months Ended January 31, 2018						
	United States				Canada	Paraguay	Total
	Texas	Arizona	Wyoming	Other States			
<b>Costs and Expenses:</b>							
Mineral property expenditures	\$467,284	\$22,822	\$245,825	\$16,189	\$-	\$228,095	\$980,215
General and administrative	1,706,667	3,710	491,361	1,122	662,442	(1,137)	2,864,165
Depreciation, amortization and accretion	81,998	-	3,796	249	2,035	1,359	89,437
	2,255,949	26,532	740,982	17,560	664,477	228,317	3,933,817
Loss from operations	(2,255,949)	(26,532)	(740,982)	(17,560)	(664,477)	(228,317)	(3,933,817)

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Other income (expenses)	(551,416 )	(4,768 )	709	-	(108,789)	(2,829 )	(667,093 )
Loss before income taxes	\$(2,807,365)	\$(31,300)	\$(740,273)	\$(17,560)	\$(773,266)	\$(231,146)	\$(4,600,910)

**Six Months Ended January 31, 2019**

Statement of Operations	United States				Canada	Paraguay	Total
	Texas	Arizona	Wyoming	Other States			
<b>Costs and Expenses:</b>							
Mineral property expenditures	\$1,154,488	\$52,987	\$295,294	\$39,220	\$15,723	\$207,748	\$1,765,460
General and administrative	3,070,055	6,871	54,502	1,948	1,225,041	83,981	4,442,398
Depreciation, amortization and accretion	156,412	-	7,439	498	6,487	2,747	173,583
	4,380,955	59,858	357,235	41,666	1,247,251	294,476	6,381,441
Loss from operations	(4,380,955)	(59,858)	(357,235)	(41,666 )	(1,247,251)	(294,476 )	(6,381,441)
Other income (expenses)	(1,286,117)	(9,535 )	400	1,578,864	282,032	2,731	568,375
Loss before income taxes	\$(5,667,072)	\$(69,393)	\$(356,835)	\$1,537,198	\$(965,219 )	\$(291,745 )	\$(5,813,066)

**Six Months Ended January 31, 2018**

Statement of Operations	United States				Canada	Paraguay	Total
	Texas	Arizona	Wyoming	Other States			
<b>Costs and Expenses:</b>							
Mineral property expenditures	\$1,183,908	\$46,562	\$969,216	\$36,359	\$-	\$420,870	\$2,656,915
General and administrative	3,160,538	7,099	523,793	2,244	1,358,369	67,084	5,119,127
Depreciation, amortization and accretion	167,784	-	5,409	498	4,117	1,964	179,772
	4,512,230	53,661	1,498,418	39,101	1,362,486	489,918	7,955,814
Loss from operations	(4,512,230)	(53,661)	(1,498,418)	(39,101)	(1,362,486)	(489,918)	(7,955,814)
Other income (expenses)	(1,211,396)	(9,535 )	1,490	-	-	9,317	(1,210,124)
Loss before income taxes	\$(5,723,626)	\$(63,196)	\$(1,496,928)	\$(39,101)	\$(1,362,486)	\$(480,601)	\$(9,165,938)

**NOTE 15: SUPPLEMENTAL CASH FLOW INFORMATION**

During the six months ended January 31, 2019 and 2018, we issued 129,706 and 180,378 shares with a fair value of \$178,454 and \$284,306, respectively, for consulting services.

During the six months ended January 31, 2019 and 2018, we issued 364,702 and 451,101 shares with a fair value of \$529,492 and \$616,468, respectively, as compensation to certain management, employees and consultants of the Company under the Stock Incentive Plan.

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During the six months ended January 31, 2019, we issued 1,180,328 shares with a fair value of \$1,400,000 as third extension fees to the Lenders of the Company.

During the six months ended January 31, 2019 and 2018, we paid \$817,778 and \$817,778, respectively, in cash to the Lenders for interest on the long-term debt.

**NOTE 16: COMMITMENTS AND CONTINGENCIES**

We are renting or leasing various office or storage space located in the United States, Canada and Paraguay with approximate monthly payments of \$21,000. Office lease agreements for the United States and Canada expire between April 2020 and July 2021.

The aggregate minimum rental and lease payments over the next five fiscal years are as follows:

Fiscal 2019	\$ 117,841
Fiscal 2020	216,462
Fiscal 2021	178,358
Fiscal 2022	-
Fiscal 2023	-
	\$512,661

We are committed to paying our key executives a total of \$705,000 per year for various management services.

We are subject to ordinary routine litigation incidental to our business. Except as disclosed below, we are not aware of any material legal proceedings pending or that have been threatened against the Company.

On or about March 9, 2011, the Texas Commission on Environmental Quality (the “TCEQ”) granted the Company’s applications for a Class III Injection Well Permit, Production Area Authorization and Aquifer Exemption for its Goliad Project. On or about December 4, 2012, the U.S. Environmental Protection Agency (the “EPA”) concurred with the TCEQ issuance of the Aquifer Exemption permit (the “AE”). With the receipt of this concurrence, the final authorization required for uranium extraction, the Goliad Project achieved fully-permitted status. On or about May 24, 2011, a group of petitioners, inclusive of Goliad County, appealed the TCEQ action to the 250<sup>th</sup> District Court in Travis County, Texas. A motion filed by the Company to intervene in this matter was granted. The petitioners’ appeal lay dormant until on or about June 14, 2013, when the petitioners filed their initial brief in support of their position. On or about January 18, 2013, a different group of petitioners, exclusive of Goliad County, filed a petition for review with the Court of Appeals for the Fifth Circuit in the United States (the “Fifth Circuit”) to appeal the EPA’s decision. On or about March 5, 2013, a motion filed by the Company to intervene in this matter was granted. The parties attempted to resolve both appeals, to facilitate discussions and avoid further legal costs. The parties jointly agreed, through mediation initially conducted through the Fifth Circuit on or about August 8, 2013, to abate the proceedings in the State District Court. On or about August 21, 2013, the State District Court agreed to abate the proceedings. The EPA subsequently filed a motion to remand without vacatur with the Fifth Circuit wherein the EPA’s stated purpose was to elicit additional public input and further explain its rationale for the approval. In requesting the remand without vacatur, which would allow the AE to remain in place during the review period, the EPA denied the existence of legal error and stated that it was unaware of any additional information that would merit reversal of the AE. The Company and the TCEQ filed a request to the Fifth Circuit for the motion to remand without vacatur, and if granted, to be limited to a 60-day review period. On December 9, 2013, by way of a procedural order from a three-judge panel of the Fifth Circuit, the Court granted the remand without vacatur and initially limited the review period to 60 days. In March of 2014, at the EPA’s request, the Fifth Circuit extended the EPA’s time period for review and additionally, during that same period, the Company conducted a joint groundwater survey of the site, the result of which reaffirmed the Company’s previously filed groundwater direction studies. On or about June 17, 2014, the EPA reaffirmed its earlier decision to uphold the granting of the Company’s existing AE, with the exception of a northwestern portion containing less than 10% of the uranium resource which was withdrawn, but not denied, from the AE area until additional information is provided in the normal course of mine development. On or about September 9, 2014, the petitioners filed a status report with the State District Court which included a request to remove the stay agreed to in August 2013 and to set a briefing schedule (the “Status Report”). In that Status Report, the petitioners also stated that they had decided not to pursue their appeal at the Fifth Circuit. The Company continues to believe that the pending appeal is without merit and is continuing as planned towards uranium extraction at its fully-permitted Goliad Project.

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On or about October 2, 2015, Marnie W. McMahon filed a stockholder derivative complaint on behalf of the Company against the Company's Board of Directors, executive management and three of its vice presidents (the "Company parties") in the District Court of Nevada (the "Nevada Derivative Case") seeking unspecified damages on behalf of the Company against the Company parties for allegedly breaching their fiduciary duties to the Company with respect to allegations previously made in a prior class action complaint as against the Company and two of its executive officers which was dismissed in September of 2016 (the "Securities Case"). On January 21, 2016, the Court granted the Company's motion to stay the Nevada Derivative Case pending the outcome of what was then a federal derivative case involving the same Company parties with similar allegations. Following the voluntary dismissal of the federal derivative case in November 2017, Ms. McMahon filed an amended complaint on February 10, 2017, which again asserted that the Company's directors breached their fiduciary duties relating to the factual allegations in the Securities Case. The Company filed a motion to dismiss and on September 13, 2017, the Court granted the Company's motion to dismiss the Nevada Derivative Case. On or about October 5, 2017, the plaintiff filed a notice of appeal with the Court. On June 14, 2018, the plaintiff filed the Appellant's opening brief in the Supreme Court of Nevada. In response on August 2018, we filed our answering brief. On February 22, 2019, the Nevada Supreme Court issued an Order Of Affirmance affirming the Reno, Nevada trial court's dismissal of the Nevada Derivative Case.

The Company has had communications and filings with the Ministry of Public Works and Communications ("MOPC"), the mining regulator in Paraguay, whereby the MOPC is taking the position that certain concessions forming part of the Company's Yuty and Alto Parana projects are not eligible for extension as to exploration or continuation to exploitation in their current stages. While the Company remains fully committed to its development path forward in Paraguay, it caused its legal counsel to file an appeal in Paraguay to reverse the MOPC's position in order to protect the Company's continuing rights in those concessions. In the interim the Company also continues to conduct its business in a manner to comply with all applicable mining laws in Paraguay.

At any given time, we may enter into negotiations to settle outstanding legal proceedings and any resulting accruals will be estimated based on the relevant facts and circumstances applicable at that time. We do not expect that such settlements will, individually or in the aggregate, have a material effect on our financial position, results of operations or cash flows.

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

*The following management’s discussion and analysis of the Company’s financial condition and results of operations (the “MD&A”) contain forward-looking statements that involve risks, uncertainties and assumptions including, among others, statements regarding our capital needs, business plans and expectations. In evaluating these statements, you should consider various factors, including the risks, uncertainties and assumptions set forth in reports and other documents we have filed with or furnished to the SEC and, including, without limitation, this Form 10-Q Quarterly Report for the six months ended January 31, 2019, and our Form 10-K Annual Report for the fiscal year ended July 31, 2018, including the consolidated financial statements and related notes contained therein. These factors, or any one of them, may cause our actual results or actions in the future to differ materially from any forward-looking statement made in this document. Refer to “Cautionary Note Regarding Forward-Looking Statements” as disclosed in our Form 10-K Annual Report for the fiscal year ended July 31, 2018, and Item 1A, Risk Factors under Part II - Other Information of this Quarterly Report.*

### **Introduction**

This MD&A is focused on material changes in our financial condition from July 31, 2018, our most recently completed year end, to January 31, 2019, and our results of operations for the three and six months ended January 31, 2019 and 2018, and should be read in conjunction with Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations as contained in our Form 10-K Annual Report for Fiscal 2018.

### **Business**

We are pre-dominantly engaged in uranium mining and related activities, including exploration, pre-extraction, extraction and processing, on uranium projects located in the United States and Paraguay, as more fully described in our Form 10-K Annual Report for Fiscal 2018.

We utilize in-situ recovery (“ISR”) mining where possible which we believe, when compared to conventional open pit or underground mining, requires lower capital and operating expenditures with a shorter lead time to extraction and a reduced impact on the environment. We have one uranium mine located in the State of Texas, the Palangana Mine, which utilizes ISR mining and commenced extraction of uranium concentrates (“U3O8”), or yellowcake, in November 2010. We have one uranium processing facility located in the State of Texas, the Hobson Processing Facility, which processes material from the Palangana Mine into drums of U3O8, our only sales product and source of revenue, for shipping to a third-party storage and sales facility. At January 31, 2019, we had no uranium supply or off-take agreements in place.

Our fully-licensed and 100%-owned Hobson Processing Facility forms the basis for our regional operating strategy in the State of Texas, specifically the South Texas Uranium Belt where we utilize ISR mining. We utilize a “hub-and-spoke” strategy whereby the Hobson Processing Facility acts as the central processing site (the “hub”) for the Palangana Mine and future satellite uranium mining activities, such as our Burke Hollow and Goliad Projects, located within the South Texas Uranium Belt (the “spokes”). The Hobson Processing Facility has a physical capacity to process uranium-loaded resins up to a total of two million pounds of U3O8 annually and is licensed to process up to one million pounds of U3O8 annually.

We acquired the fully permitted Reno Creek Project in August 2017 and expanded our operations to the strategic Powder River Basin in Wyoming.

We also hold certain mineral rights in various stages in the States of Arizona, Colorado, New Mexico, Texas and Wyoming, in Canada and in the Republic of Paraguay, many of which are located in historically successful mining areas and have been the subject of past exploration and pre-extraction activities by other mining companies. We do not expect, however, to utilize ISR mining for all of the uranium mineral rights in which case we would expect to rely on conventional open pit and/or underground mining techniques.

Since we completed the acquisition of the Alto Paraná Titanium Project located in Paraguay in July 2017, we are also involved in titanium mining and related activities, including exploration, development, extraction and processing of titanium minerals such as ilmenite.



Our operating and strategic framework is based on expanding our uranium and titanium extraction activities, which includes advancing certain projects with established mineralized materials towards extraction, and establishing additional mineralized materials on our existing uranium and titanium projects or through the acquisition of additional projects.

During the six months ended January 31, 2019, we continued our strategic plan for reduced operations implemented in September 2013 to align our operations to a weak uranium market in a challenging post-Fukushima environment. As part of this strategy, we operated the Palangana Mine at a reduced pace to capture residual uranium only, while maintaining the Palangana Mine and Hobson Facility in a state of operational readiness. This strategy also included the deferral of major exploration and pre-extraction expenditures and maintaining our core exploration projects in good standing in anticipation of a recovery in uranium prices.

### **Mineral Rights and Properties**

The following is a summary of significant activities by project for the six months ended January 31, 2019:

#### *Burke Hollow Project*

During the six months ended January 31, 2019, we continued to advance the application of the Radioactive Material License (“RML”) for the Burke Hollow Project. Subsequent to January 31, 2019, we received the final RML from the TCEQ after receipt of the Mine Area Permit and Aquifer Exemption in Fiscal 2017 and the two Class I disposal well permits in Fiscal 2016, completing the last permit required for uranium extraction.

#### *Yuty Project*

During the six months ended January 31, 2019, we continued detailed resource mapping and modeling of the roll front systems that comprise the deposit at the Yuty Project, which will support a Preliminary Economic Assessment in accordance with the provisions of National Instrument 43-101 for the Yuty Project.

### **Equity-Accounted Investment**

During the six months ended January 31, 2019, we entered into the Royalty Purchase Agreement with URC in connection with the proposed purchase by URC from our Company of a one percent (1%) net smelter return royalty for uranium only on each of our Slick Rock, Workman Creek and Anderson projects.

On December 4, 2018, we closed the Royalty Purchase Agreement and received 12,000,000 common shares of URC with a fair value of \$9,077,842. As a result, we own 14,000,000 shares or a 33.7 % interest in URC as at January 31, 2019.

## **Results of Operations**

For the three months ended January 31, 2019 and 2018, we recorded net losses of \$2,349,674 (\$0.01 per share) and \$4,353,813 (\$0.03 per share), respectively. For the six months ended January 31, 2019 and 2018, we recorded net losses of \$5,801,100 (\$0.03 per share) and \$8,909,653 (\$0.06 per share), respectively.

During the six months ended January 31, 2019, we continued with our strategic plan for reduced operations implemented in September 2013 and continued reduced operations at the Palangana Mine to capture residual pounds of U3O8 only. As a result, no U3O8 extraction or processing costs were capitalized to inventories during the six months ended January 31, 2019. At January 31, 2019, the total value of inventories was \$211,662 (July 31, 2018: \$211,662).

## ***Costs and Expenses***

For the three months ended January 31, 2019 and 2018, costs and expenses totaled \$3,167,487 and \$3,933,817, respectively, which were comprised of, mineral property expenditures of \$899,217 and \$980,215, general and administrative expenses of \$2,183,463 and \$2,864,165, and depreciation, amortization and accretion of \$84,807 and \$89,437, respectively.

For the six months ended January 31, 2019 and 2018, costs and expenses totaled \$6,381,441 and \$7,955,814, respectively, which were comprised of, mineral property expenditures of \$1,765,460 and \$2,656,915, general and administrative expenses of \$4,442,398 and \$5,119,127, and depreciation, amortization and accretion of \$173,583 and \$179,772, respectively.

### *Mineral Property Expenditures*

Mineral property expenditures were primarily comprised of costs relating to permitting, property maintenance, exploration and pre-extraction activities and other non-extraction related activities on our projects.

During the three months ended January 31, 2019 and 2018, mineral property expenditures totaled \$899,217 and \$980,215, respectively, of which \$298,576 and \$317,923, respectively, were directly related to maintaining operational readiness and permitting compliance for the Palangana Mine and Hobson Processing Facility. During the six months ended January 31, 2019 and 2018, mineral property expenditures totaled \$1,765,460 and \$2,656,915, respectively, of which \$602,219 and \$638,848, respectively, were directly related to maintaining operational readiness and permitting compliance for the Palangana Mine and Hobson Processing Facility

The following table provides mineral property expenditures on our projects for the periods indicated:

	<b>Three Months Ended January 31,</b>		<b>Six Months Ended January 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Mineral Property Expenditures</b>				
Palangana Mine	<b>\$246,592</b>	\$237,215	<b>\$526,624</b>	\$476,530
Goliad Project	<b>19,056</b>	19,899	<b>37,878</b>	42,715
Burke Hollow Project	<b>166,469</b>	83,555	<b>275,014</b>	417,792
Longhorn Project	<b>10,157</b>	3,265	<b>25,533</b>	6,072
Salvo Project	<b>6,702</b>	6,702	<b>13,510</b>	13,636
Anderson Project	<b>15,056</b>	14,572	<b>37,270</b>	30,030
Workman Creek Project	<b>7,673</b>	7,673	<b>15,364</b>	15,955
Slick Rock Project	<b>12,206</b>	14,192	<b>29,430</b>	27,805
Reno Creek Project	<b>147,418</b>	244,982	<b>295,294</b>	968,372
Yuty Project	<b>62,600</b>	134,228	<b>86,003</b>	225,196
Oviedo Project	<b>40,758</b>	19,046	<b>61,483</b>	81,242
Alto Paraná Titanium Project	<b>34,429</b>	74,821	<b>60,262</b>	114,432
Other Mineral Property Expenditures	<b>130,101</b>	120,065	<b>301,795</b>	237,138
	<b>\$899,217</b>	\$980,215	<b>\$1,765,460</b>	\$2,656,915

*General and Administrative*

During the three months ended January 31, 2019, general and administrative expenses totaled \$2,183,463, which decreased by \$680,702 compared to \$2,864,165 for the three months ended January 31, 2018. During the six months ended January 31, 2019, general and administrative expenses totaled \$4,442,398, which decreased by \$676,729 compared to \$5,119,127 for the six months ended January 31, 2018

The following summary provides a discussion of the major expense categories, including analyses of the factors that caused significant variances compared to the same periods last year:

for the three months ended January 31, 2019, salaries, management and consulting fees totaled \$428,354, which decreased by \$473,727 compared to \$902,081 for the three months ended January 31, 2018. For the six months ended January 31, 2019, salaries, management and consulting fees totaled \$926,463, which decreased by \$428,746 compared to \$1,355,209 for the six months ended January 31, 2018. The decreases were primarily resulted from severance payments totaling \$466,117 to certain employees during the three and six months ended January 31, 2018.

for the three and six months ended January 31, 2019 and 2018, office, insurance, filing and listing fees, investor relations, and travel expenses totaled \$826,984 and \$1,573,596, which were consistent compared to \$814,194 and \$1,592,715 for the three and six months ended January 31, 2018;

for the three months ended January 31, 2019, professional fees totaled \$180,784, which were consistent compared to \$173,795 for the three months ended January 31, 2018. For the six months ended January 31, 2019, professional fees totaled \$353,473, which decreased by \$202,956 compared to \$556,429 for the six months ended January 31, 2018 primarily resulting from the dismissal of legal claims. Professional fees are primarily comprised of legal services related to certain transactional activities, regulatory compliance and ongoing legal claims, in addition to audit and tax services; and

for the three months ended January 31, 2019, stock-based compensation totaled \$747,341, which decreased by \$226,754, compared to \$974,095 for the three months ended January 31, 2018. For the six months ended January 31, 2019, stock-based compensation totaled \$1,588,866, which was consistent compared to \$1,614,774 for the six months ended January 31, 2018. We continued to utilize equity-based payments to compensate certain directors, officers, employees and consultants for services provided as part of our continuing efforts to reduce cash outlays. In July 2018 and August 2017, we granted approximately 2.0 million and 1.8 million stock options, respectively, to our directors, officers, employees and consultants. The fair value of these stock options has been amortized on an accelerated basis over the vesting periods of the options, resulting in a higher stock-based compensation expense being recognized at the beginning of the vesting periods than at the end of the vesting periods.

#### *Depreciation, Amortization and Accretion*

During the three and six months ended January 31, 2019 and 2018, depreciation, amortization and accretion totaled \$84,807 and \$173,583, which were consistent compared to \$89,437 and \$179,772 for the three and six months ended January 31, 2018.

Depreciation, amortization and accretion include depreciation and amortization of long-term assets acquired in the normal course of operations and accretion of asset retirement obligations.

#### *Other Income and Expenses*

#### *Interest and Finance Costs*

During the three and six months ended January 31, 2019, interest and finance costs totaled \$813,809 and \$1,568,658, respectively, which were consistent compared to \$756,293 and \$1,496,586, respectively, for the three and six months ended January 31, 2018.

For the three months ended January 31, 2019 and 2018, interest and finance costs were primarily comprised of, interest paid on long-term debt of \$408,889 and \$408,889, amortization of debt discount of \$358,349 and \$308,409, and amortization of annual surety bond premiums of \$39,247 and \$29,333, respectively. For the six months ended January 31, 2019 and 2018, interest and finance costs were primarily comprised of, interest paid on long-term debt of \$817,778 and \$817,778, amortization of debt discount of \$666,120 and \$605,831, and amortization of annual surety bond premiums of \$70,475 and \$58,547, respectively.

#### *Income from Equity-Accounted Investment*

During the three months ended January 31, 2019 and 2018, we recorded losses from an equity-accounted investment totaling \$105,837 and \$7,556, respectively. During the six months ended January 31, 2019 and 2018, we recorded income from an equity-accounted investment totaling \$282,032 and \$101,233, respectively.

#### *Gain from Disposition of Assets*

During the three and six months ended January 31, 2019, we recorded a gain of disposition of assets of \$1,578,864 from sale of royalty interest to URC. Refer to Note 4: Mineral Rights and Properties to the condensed consolidated financial statements.

**Summary of Quarterly Results**

	<b>For the Quarters Ended</b>			
	<b>January 31, 2019</b>	October 31, 2018	July 31, 2018	April 30, 2018
Net loss	<b>\$(2,349,674 )</b>	\$(3,451,426 )	\$(4,770,335 )	\$(4,146,646 )
Total comprehensive loss	<b>(2,311,442 )</b>	(3,451,426 )	(4,652,380 )	(4,146,394 )
Basic and diluted loss per share	<b>(0.01 )</b>	(0.02 )	(0.03 )	(0.03 )
Total assets	<b>106,958,178</b>	108,046,108	89,611,309	88,958,320

	<b>For the Quarters Ended</b>			
	January 31, 2018	October 31, 2017	July 31, 2017	April 30, 2017
Net loss	\$(4,353,813 )	\$(4,555,840 )	\$(5,587,130 )	\$(3,798,864 )
Total comprehensive loss	(4,354,060 )	(4,555,457 )	(5,587,076 )	(3,798,892 )
Basic and diluted loss per share	(0.03 )	(0.03 )	(0.04 )	(0.03 )
Total assets	92,046,979	94,523,947	72,177,234	74,946,960

**Liquidity and Capital Resources**

	<b>January 31, 2019</b>	July 31, 2018
Cash and cash equivalents	<b>\$ 3,990,524</b>	\$6,926,523
Short-term investments	<b>18,026,455</b>	-
Current assets	<b>23,836,423</b>	8,340,728
Current portion of long-term debt	-	10,000,000
Other current liabilities	<b>1,501,756</b>	2,315,570
Working capital (deficit)	<b>22,334,667</b>	(3,974,842 )

During the six months ended January 31, 2019, we completed a public offering of 12,613,049 units at a price of \$1.60 per unit for gross proceeds of \$20,180,878, and received cash proceeds of \$2,568,979 from the exercise of stock options and warrants, which substantially increased our cash and cash equivalent and improved our working capital positions. At January 31, 2019, we had working capital of \$22,334,666, which increased by \$26,309,508 from the working capital deficit of \$3,974,842 at July 31, 2018. Subsequent to January 31, 2019, we received cash proceeds totaling \$2,325,740 from the exercise of 1,938,117 share purchase warrants with an exercise price of \$1.20 per share.

On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement with our Lenders whereby we and the Lenders agreed to certain further amendments to our \$20,000,000 Credit Facility, whereby the maturity date was extended from January 1, 2020 to January 31, 2022, and whereby the prior monthly principal payments were

deferred until the new maturity date of January 31, 2022. As a result, the \$15.0 million principal amount reported as current portion of long-term debt at October 31, 2018, representing principal amounts due over next 12 month from October 31, 2018, has been removed from our capital resource requirement for the next 12 months. With the public offering completed and the Third Amended and Restated Credit Agreement effected, our existing cash resources as at January 31, 2019 are expected to provide sufficient funds to carry our planned operations for the next 12 months from the date that this Quarterly Report is issued. Our continuation as a going concern for a period beyond 12 months will be dependent upon our ability to obtain adequate additional financing, as our operations are capital intensive and future capital expenditures are expected to be substantial. Our continued operations, including the recoverability of the carrying values of our assets, are dependent ultimately on our ability to achieve and maintain profitability and positive cash flow from our operations.

Historically, we have been reliant primarily on equity financings from the sale of our common stock and, during Fiscal 2014 and Fiscal 2013, on debt financing in order to fund our operations. We have also relied, to a limited extent, on cash flows generated from our mining activities during Fiscal 2015, Fiscal 2013 and Fiscal 2012; however, we have yet to achieve profitability or develop positive cash flow from operations and we do not expect to achieve profitability or develop positive cash flow from operations in the near term. Our reliance on equity and debt financings is expected to continue for the foreseeable future, and their availability whenever such additional financing is required will be dependent on many factors beyond our control including, but not limited to, the market price of uranium, the continuing public support of nuclear power as a viable source of electrical generation, the volatility in the global financial markets affecting our stock price and the status of the worldwide economy, any one of which may cause significant challenges in our ability to access additional financing, including access to the equity and credit markets. We may also be required to seek other forms of financing, such as asset divestitures or joint venture arrangements to continue advancing our uranium projects which would depend entirely on finding a suitable third party willing to enter into such an arrangement, typically involving an assignment of a percentage interest in the mineral project. However, there is no assurance that we will be successful in securing any form of additional financing when required and on terms favorable to us.



Our operations are capital intensive and future capital expenditures are expected to be substantial. We will require significant additional financing to fund our operations, including continuing with our exploration and pre-extraction activities and acquiring additional mineral projects. In the absence of such additional financing, we would not be able to fund our operations, including continuing with our exploration and pre-extraction activities, which may result in delays, curtailment or abandonment of any one or all of our mineral projects.

Our anticipated operations, including exploration and pre-extraction activities, will be dependent on and may change as a result of our financial position, the market price of uranium and other considerations, and such change may include accelerating the pace or broadening the scope of reducing our operations as originally announced in September 2013.

Our ability to secure adequate funding for these activities will be impacted by our operating performance, other uses of cash, the market price of commodities, the market price of our common stock and other factors which may be beyond our control. Specific examples of such factors include, but are not limited to:

if the weakness in the market price of uranium experienced in Fiscal 2018 continues or weakens further during Fiscal 2019;

if the weakness in the market price of our common stock experienced in Fiscal 2018 continues or weakens further during Fiscal 2019;

if we default on making scheduled payments of fees and complying with the restrictive covenants as required under our Credit Facility, and it results in accelerated repayment of our indebtedness and/or enforcement by the Lenders against our key assets securing our indebtedness; and

if another nuclear incident, such as the events that occurred at Fukushima in March 2011, were to occur during Fiscal 2019, continuing public support of nuclear power as a viable source of electrical generation may be adversely affected, which may result in significant and adverse effects on both the nuclear and uranium industries.

Our long-term success, including the recoverability of the carrying values of our assets and our ability to acquire additional mineral projects and to continue with exploration and pre-extraction activities and mining activities on our existing mineral projects, will depend ultimately on our ability to achieve and maintain profitability and positive cash flow from our operations by establishing ore bodies that contain commercially recoverable mineral and to develop these into profitable mining activities.

### ***Equity Financings***

We filed a Form S-3 shelf registration statement, which was declared effective on March 10, 2017 (the “2017 Shelf”), providing for the public offer and sale of certain securities of our Company from time to time, at our discretion, of up to an aggregate offering amount of \$100 million.

On October 3, 2018, we completed our October 2018 Offering of 12,613,049 units at a price of \$1.60 per unit for gross proceeds of \$20,180,878. Each unit was comprised of one share of the Company and one-half of one share purchase warrant. Each whole warrant entitles its holder to acquire one share at an exercise price of \$2.05 per share, exercisable immediately upon issuance and expiring 30 months from the date of issuance. In connection with the October 2018 Offering, we also issued compensation share purchase warrants to agents as part of share issuance costs to purchase 756,782 shares of our Company, exercisable at an exercise price of \$2.05 per share and expiring 30 months from the date of issuance.

As at January 31, 2019, a total of \$68.4 million of the 2017 Shelf was utilized through the registration of our shares of common stock underlying outstanding common share purchase warrants from previous registered offerings with a remaining available balance of \$31.6 million under the 2017 Shelf, as follows:

up to 2,850,000 shares of our common stock (the “2015 Warrant Shares”) issuable from time to time upon the exercise of 2,850,000 whole common share purchase warrants at a price of \$2.35 per 2015 Warrant Share issued by us on June 25, 2015 as part of a unit offering on the same date representing approximately \$6.7 million under the 2017 Shelf;

up to 6,594,348 shares of our common stock (the “2016 Warrant Shares”) issuable from time to time upon the exercise of 6,594,348 whole common share purchase warrants at a price of \$1.20 per 2016 Warrant Share issued by us on March 10, 2016 as part of a unit offering on the same date representing approximately \$7.9 million under the 2017 Shelf;

up to 9,571,929 shares of our common stock (the “2017 Warrant Shares”) issuable from time to time upon the exercise of 9,571,929 whole common share purchase warrants at a price of \$2.00 per 2017 Warrant Share issued by us on January 20, 2017 as part of a unit offering on the same date representing approximately \$19.1 million under the 2017 Shelf;

12,613,049 shares of our common stock (the “2018 Unit Shares”) issued by us on October 3, 2018 as part of the unit offering on the same date representing approximately \$20.2 million under the 2017 Shelf; and

7,063,253 shares of our common stock (the “2018 Warrant Shares”) issuable from time to time upon the exercise of 7,063,253 whole common share purchase warrants at a price of \$2.05 per 2018 Warrant Share issued by us on October 3, 2018 as part of our October 2018 Offering representing approximately \$14.5 million under the 2017 Shelf.

### ***Debt Financing***

On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement with our Lenders, whereby we and the Lenders agreed to certain further amendments to the Credit Facility, under which initial funding of \$10,000,000 was received by the Company upon closing of the Credit Facility on July 30, 2013, and additional funding of \$10,000,000 was received by the Company upon closing of the amended Credit Facility on March 13, 2014.

The key terms of the Third Amended and Restated Credit Agreement are summarized as follows:

extension of the maturity date from January 1, 2020 to January 31, 2022;  
deferral of the prior monthly principal payments until the new maturity date of January 31, 2022;  
issuance of third extension fee shares equal to 7% of the principal balance outstanding or \$1,400,000 paid to the Lenders by way of the issuance of 1,180,328 shares of the Company at a deemed issuance price per share of \$1,18611 representing a 10% discount to our five trading-day volume-weighted average trading price prior to closing; and  
payment of anniversary fees to the Lenders on each of November 30, 2019, 2020 and 2021, of 7%, 6.5% and 6%, respectively, of the principal balance then outstanding, if any, payable at the option of the Company in cash or shares of the Company with a price per share calculated as a 10% discount to the five trading-day volume-weighted average price of the Company's shares immediately prior to the applicable date.

The Credit Facility is non-revolving with an amended term of 8.5 years maturing on January 31, 2022, subject to an interest rate of 8% per annum, compounded and payable on a monthly basis.

The Third Credit Amended and Restated Agreement supersedes, in their entirety, the prior Second Amended and Restated Credit Agreement dated and effective February 9, 2016, the prior Amended and Restated Credit Agreement dated and effective March 13, 2014 and the prior Credit Agreement dated and effective July 30, 2013.

Refer to Note 9: Long-Term Debt of the Notes to the Condensed Consolidated Financial Statements for the six months ended January 31, 2019 and Note 10: Long-Term Debt of the Notes to the Consolidated Financial Statements for Fiscal 2018.

### ***Operating Activities***

Net cash used in operating activities during the six months ended January 31, 2019 and 2018 was \$6,341,232 and \$6,794,733, respectively. Significant operating expenditures included mineral property expenditures, general and administrative expenses and interest payments.

### ***Financing Activities***

During the six months ended January 31, 2019, net cash provided by financing activities was \$21,565,722, primarily resulting from net proceeds of \$21,538,191 received from equity financing and a \$27,531 change in amount due to a related party. On October 3, 2018, we completed our October 2018 Offering of 12,613,049 units at a price of \$1.60 per unit and received net proceeds of \$18,969,211. In addition, we received net proceeds of \$2,496,617 from the exercise of share purchase warrants and \$72,363 from the exercise of stock options. During the six months ended January 31, 2018, net cash provided by financing activities was \$103,935, resulting from \$103,300 net cash received from the exercise of stock options and an increase of \$635 in an amount due to a related party.

### ***Investing Activities***

During the six months ended January 31, 2019, net cash used in investing activities totaled \$18,146,060, primarily for the purchase of short-term investments of \$18,026,455, investment in mineral rights and properties of \$105,000 and purchase of property, plant and equipment of \$19,505. During the six months ended January 31, 2018, net cash used in investing activities totaled \$2,172,375, resulting primarily from cash used in the purchase of short-term investments totaling \$20,285,190, an increase of \$201,160 in other long-term assets, and cash used in investment in mineral rights and properties of \$70,000, offset by net cash and restricted cash totaling \$289,038 received from the acquisition of the Reno Creek Project, and cash received from the redemption of short-term investments totaling \$18,101,275.

### ***Stock Options and Warrants***

At January 31, 2019, we had stock options outstanding representing 14,703,125 shares at a weighted-average exercise price of \$1.41 per share and share purchase warrants outstanding representing 33,074,978 shares at a weighted-average exercise price of \$2.00 per share. At January 31, 2019, outstanding stock options and warrants represented a total 47,778,103 shares issuable for gross proceeds of approximately \$87.0 million should these stock options and warrants be exercised in full. At January 31, 2019, outstanding in-the-money stock options and warrants represented a total of 7,717,693 shares exercisable for gross proceeds of approximately \$8.8 million should these

in-the-money stock options and warrants be exercised in full. The exercise of these stock options and warrants is at the discretion of the respective holders and, accordingly, there is no assurance that any of these stock options or warrants will be exercised in the future.

### **Transactions with a Related Party**

During the three months ended January 31, 2019 and 2018, we incurred \$40,017 and \$39,329 (six months ended January 31, 2019 and 2018: \$77,721 and \$76,640), respectively, in general and administrative costs paid to Blender, a company controlled by Arash Adnani, a direct family member of our President and Chief Executive Officer, for various services including information technology, corporate branding, media, website design, maintenance and hosting, provided to the Company.

During the six months ended January 31, 2018, we issued 104,706 shares to Blender with a fair value of \$141,678, as settlement of the equivalent amounts owed to Blender.

At January 31, 2019, the amount owing to Blender was \$28,338 (July 31, 2018: \$807).

## **Material Commitments**

### *Long-Term Debt Obligations*

On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement, whereby we and the Lenders agreed to extend the maturity date of the Credit Facility from January 1, 2020 to January 31, 2022, and to defer the prior monthly principal payments until the new maturity date of January 31, 2022.

At January 31, 2019, we have made all scheduled payments and complied with all covenants under our Credit Facility, and we expect to continue complying with all scheduled payments and covenants during Fiscal 2019.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **Critical Accounting Policies**

For a complete summary of all of our significant accounting policies, refer to Note 2: Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements as presented under Item 8. Financial Statements and Supplementary Data in our Form 10-K Annual Report for Fiscal 2018.

Refer to “Critical Accounting Policies” under Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K Annual Report for Fiscal 2018.

### **Subsequent Events**

We had no other material subsequent events to report other than those disclosed elsewhere in this Quarterly Report.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Refer to Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Form 10-K Annual Report for Fiscal 2018.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our internal controls over financial reporting and disclosure controls and procedures (as such terms are defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report, and, except for the remediation procedure described below which has not yet been fully tested, our Principal Executive Officer and Principal Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective.

In our assessment of the effectiveness of our Company's internal control over financial reporting as at July 31, 2018, we identified a material weakness relating to a review control. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements could not be prevented or detected on a timely basis.



During the fiscal quarter ended January 31, 2019, in response to this material weakness, management implemented new control procedures to increase the precision level and documentation of review, and involvement and rigor in management review in procedures. Management will not consider the material weakness remediated until the remedial control procedures implemented operate for a period of time and the control procedures are tested to ensure they are operating effectively. We expect testing and full remediation of the material weakness to occur prior to the year end of our Fiscal 2019. As the remediation has not yet been tested, our Principal Executive Officer and Principal Financial Officer have concluded that the disclosure controls and procedures cannot be deemed effective at a level that provides reasonable assurance as of the date of this Quarterly Report.

It should be noted that any system of controls is based in part upon certain assumptions designed to obtain reasonable (and not absolute) assurance as to its effectiveness, and there can be no assurance that any design will succeed in achieving its stated goals.

#### **Changes in Internal Controls**

Except for the remediation procedure described above, there have been no other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our fiscal quarter ended January 31, 2019, 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**

As of the date of this Quarterly Report, other than as disclosed below, there are no material pending legal proceedings, other than ordinary routine litigation incidental to our business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject, and no director, officer, affiliate or record or beneficial owner of more than 5% of our common stock, or any associate or any such director, officer, affiliate or security holder is: (i) a party adverse to us or any of our subsidiaries in any legal proceeding; or (ii) has an adverse interest to us or any of our subsidiaries in any legal proceeding. Other than as disclosed below, management is not aware of any other material legal proceedings pending or that have been threatened against us or our properties.

On or about March 9, 2011, the TCEQ granted the Company's applications for a Class III Injection Well Permit, Production Area Authorization and Aquifer Exemption for its Goliad Project. On or about December 4, 2012, the U.S. Environmental Protection Agency (the "EPA") concurred with the TCEQ issuance of the Aquifer Exemption permit (the "AE"). With the receipt of this concurrence, the final authorization required for uranium extraction, the Goliad Project achieved fully-permitted status. On or about May 24, 2011, a group of petitioners, inclusive of Goliad County, appealed the TCEQ action to the 250<sup>th</sup> District Court in Travis County, Texas. A motion filed by the Company to intervene in this matter was granted. The petitioners' appeal lay dormant until on or about June 14, 2013, when the petitioners filed their initial brief in support of their position. On or about January 18, 2013, a different group of petitioners, exclusive of Goliad County, filed a petition for review with the Court of Appeals for the Fifth Circuit in the United States (the "Fifth Circuit") to appeal the EPA's decision. On or about March 5, 2013, a motion filed by the Company to intervene in this matter was granted. The parties attempted to resolve both appeals, to facilitate discussions and avoid further legal costs. The parties jointly agreed, through mediation initially conducted through the Fifth Circuit on or about August 8, 2013, to abate the proceedings in the State District Court. On or about August 21, 2013, the State District Court agreed to abate the proceedings. The EPA subsequently filed a motion to remand without vacatur with the Fifth Circuit wherein the EPA's stated purpose was to elicit additional public input and further explain its rationale for the approval. In requesting the remand without vacatur, which would allow the AE to remain in place during the review period, the EPA denied the existence of legal error and stated that it was unaware of any additional information that would merit reversal of the AE. The Company and the TCEQ filed a request to the Fifth Circuit for the motion to remand without vacatur, and if granted, to be limited to a 60-day review period. On December 9, 2013, by way of a procedural order from a three-judge panel of the Fifth Circuit, the Court granted the remand without vacatur and initially limited the review period to 60 days. In March of 2014, at the EPA's request, the Fifth Circuit extended the EPA's time period for review and additionally, during that same period, the Company conducted a joint groundwater survey of the site, the result of which reaffirmed the Company's previously filed groundwater direction studies. On or about June 17, 2014, the EPA reaffirmed its earlier decision to uphold the granting of the Company's existing AE, with the exception of a northwestern portion containing less than 10% of the uranium resource which was withdrawn, but not denied, from the AE area until additional information is provided in the normal course of mine development. On or about September 9, 2014, the petitioners filed a status report with the State District Court which included a request to remove the stay agreed to in August 2013 and to set a briefing schedule (the "Status Report"). In that Status Report the petitioners also stated that they had decided not to pursue their appeal at the Fifth Circuit. The Company continues to believe that the pending appeal is without merit and is

continuing as planned towards uranium extraction at its fully-permitted Goliad Project.

On or about October 2, 2015, Marnie W. McMahon filed a stockholder derivative complaint on behalf of the Company against the Company's Board of Directors, executive management and three of its vice presidents (the "Company parties") in the District Court of Nevada (the "Nevada Derivative Case") seeking unspecified damages on behalf of the Company against the Company parties for allegedly breaching their fiduciary duties to the Company with respect to allegations previously made in a prior class action complaint as against the Company and two of its executive officers which was dismissed in September of 2016 (the "Securities Case"). On January 21, 2016, the Court granted the Company's motion to stay the Nevada Derivative Case pending the outcome of what was then a federal derivative case involving the same Company parties with similar allegations. Following the voluntary dismissal of the federal derivative case in November of 2017, Ms. McMahon filed an amended complaint on February 10, 2017, which again asserted that the Company's directors breached their fiduciary duties relating to the factual allegations in the Securities Case. The Company filed a motion to dismiss and on September 13, 2017, the Court granted the Company's motion to dismiss the Nevada Derivative Case. On or about October 5, 2017, the plaintiff filed a notice of appeal with the Court. On June 14, 2018, the plaintiff filed the Appellant's opening brief in the Supreme Court of Nevada. In response on August 2018, we filed our answering brief. On February 22, 2019, the Nevada Supreme Court issued an Order Of Affirmance affirming the Reno, Nevada trial court's dismissal of the Nevada Derivative Case.

The Company has had communications and filings with the MOPC, the mining regulator in Paraguay, whereby the MOPC is taking the position that certain concessions forming part of the Company's Yuty and Alto Parana projects are not eligible for extension as to exploration or continuation to exploitation in their current stages. While the Company remains fully committed to its development path forward in Paraguay, it caused its legal counsel to file an appeal in Paraguay to reverse the MOPC's position in order to protect the Company's continuing rights in those concessions. In the interim the Company also continues to conduct its business in a manner to comply with all applicable mining laws in Paraguay.

### **Item 1A. Risk Factors**

*In addition to the information contained in our Form 10-K Annual Report for Fiscal 2018, and this Form 10-Q Quarterly Report, we have identified the following material risks and uncertainties which reflect our outlook and conditions known to us as of the date of this Quarterly Report. These material risks and uncertainties should be carefully reviewed by our stockholders and any potential investors in evaluating the Company, our business and the market value of our common stock. Furthermore, any one of these material risks and uncertainties has the potential to cause actual results, performance, achievements or events to be materially different from any future results, performance, achievements or events implied, suggested or expressed by any forward-looking statements made by us or by persons acting on our behalf. Refer to "Cautionary Note Regarding Forward-Looking Statements" as disclosed in our Form 10-K Annual Report for Fiscal 2018.*

*There is no assurance that we will be successful in preventing the material adverse effects that any one or more of the following material risks and uncertainties may cause on our business, prospects, financial condition and operating results, which may result in a significant decrease in the market price of our common stock. Furthermore, there is no assurance that these material risks and uncertainties represent a complete list of the material risks and uncertainties facing us. There may be additional risks and uncertainties of a material nature that, as of the date of this Quarterly Report, we are unaware of or that we consider immaterial that may become material in the future, any one or more of which may result in a material adverse effect on us. You could lose all or a significant portion of your investment due to any one of these material risks and uncertainties.*

### **Risks Related to Our Company and Business**

*Evaluating our future performance may be difficult since we have a limited financial and operating history, with significant negative cash flow and accumulated deficit to date. Our long-term success will depend ultimately on our ability to achieve and maintain profitability and to develop positive cash flow from our mining activities.*

As more fully described under Item 1. Business, in our Form 10-K Annual Report for Fiscal 2018, we were incorporated under the laws of the State of Nevada on May 16, 2003, and since 2004, we have been predominantly engaged in uranium mining and related activities, including exploration, pre-extraction, extraction and processing, on projects located in the United States and Paraguay. In November 2010, we commenced uranium extraction for the first time at the Palangana Mine utilizing ISR and processed those materials at the Hobson Processing Facility into drums of U3O8, our only sales product and source of revenue. We also hold uranium projects in various stages of exploration and pre-extraction in the States of Arizona, Colorado, New Mexico, Texas and Wyoming, in Canada and the Republic of Paraguay. Since we completed the acquisition of the Alto Paraná Project located in the Republic of Paraguay in July 2017, we are also involved in mining and related activities, including exploration, pre-extraction, extraction and processing of titanium minerals.

As more fully described under “Liquidity and Capital Resources” of Item 2. Management’s Discussion and Analysis of Financial Condition and Result of Operations, we have a history of significant negative cash flow and net losses, with an accumulated deficit balance since inception of \$250.8 million at January 31, 2019. Historically, we have been reliant primarily on equity financings from the sale of our common stock and, for Fiscal 2014 and Fiscal 2013, on debt financing in order to fund our operations. Although we generated revenues from sales of U3O8 during Fiscal 2015, Fiscal 2013 and Fiscal 2012 of \$3.1 million, \$9.0 million and \$13.8 million, respectively, with no revenues from sales of U3O8 generated during the six months ended January 31, 2019, Fiscal 2016 to Fiscal 2018, Fiscal 2014 or for any periods prior to Fiscal 2012, we have yet to achieve profitability or develop positive cash flow from our operations, and we do not expect to achieve profitability or develop positive cash flow from operations in the near term. As a result of our limited financial and operating history, including our significant negative cash flow and net losses to date, it may be difficult to evaluate our future performance.

During the six months ended January 31, 2019, we completed a public offering of 12,613,049 units at a price of \$1.60 per unit for gross proceeds of \$20,180,878, and received cash proceeds of \$2,568,979 from the exercise of stock options and warrants, which substantially increased our cash and cash equivalent and improved our working capital positions. At January 31, 2019, we had working capital of \$22.3 million including cash and cash equivalents of \$4.0 million and short-term investments of \$18.0 million. On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement with our Lenders whereby we and the Lenders agreed to certain further amendments to our \$20,000,000 Credit Facility, whereby the maturity date was extended from January 1, 2020 to January 31, 2022, and whereby the prior monthly principal payments were deferred until the new maturity date of January 31, 2022. As a result, the \$15.0 million principal amounts reported as current-portion of long-term debt at October 31, 2018, representing principal amounts due over next 12 months from October 31, 2018, has been removed from our capital resource requirement for the next 12 months. Consequently, our existing cash resources as at January 31, 2019 are expected to provide sufficient funds to carry our planned operations for the next 12 months from the date of this Quarterly Report. Our continuation as a going concern for a period beyond 12 months will be dependent upon our ability to obtain adequate additional financing, as our operations are capital intensive and future capital expenditures are expected to be substantial. Our continued operations, including the recoverability of the carrying values of our assets, are dependent ultimately on our ability to achieve and maintain profitability and positive cash flow from our operations.

Our reliance on equity and debt financings is expected to continue for the foreseeable future, and their availability whenever such additional financing is required, will be dependent on many factors beyond our control including, but not limited to, the market price of uranium, the continuing public support of nuclear power as a viable source of electrical generation, the volatility in the global financial markets affecting our stock price and the status of the worldwide economy, any one of which may cause significant challenges in our ability to access additional financing, including access to the equity and credit markets. We may also be required to seek other forms of financing, such as asset divestitures or joint venture arrangements to continue advancing our uranium projects which would depend entirely on finding a suitable third party willing to enter into such an arrangement, typically involving an assignment of a percentage interest in the mineral project.

Our long-term success, including the recoverability of the carrying values of our assets and our ability to acquire additional uranium projects and continue with exploration and pre-extraction activities and mining activities on our existing uranium projects, will depend ultimately on our ability to achieve and maintain profitability and positive cash flow from our operations by establishing ore bodies that contain commercially recoverable uranium and to develop these into profitable mining activities. The economic viability of our mining activities, including the expected duration and profitability of the Palangana Mine and of any future satellite ISR mines, such as the Burke Hollow and Goliad Projects, located within the South Texas Uranium Belt, and the Reno Creek Project located in the Powder River Basin, Wyoming, and our projects in Canada and in the Republic of Paraguay, have many risks and uncertainties. These include, but are not limited to: (i) a significant, prolonged decrease in the market price of uranium and titanium minerals; (ii) difficulty in marketing and/or selling uranium concentrates; (iii) significantly higher than expected capital costs to construct the mine and/or processing plant; (iv) significantly higher than expected extraction costs; (v) significantly lower than expected mineral extraction; (vi) significant delays, reductions or stoppages of uranium extraction activities; and (vi) the introduction of significantly more stringent regulatory laws and regulations. Our mining activities may change as a result of any one or more of these risks and uncertainties and there is no assurance that any ore body that we extract mineralized materials from will result in achieving and maintaining profitability and developing positive cash flow.

***Our operations are capital intensive and we will require significant additional financing to acquire additional mineral projects and continue with our exploration and pre-extraction activities on our existing projects.***

Our operations are capital intensive and future capital expenditures are expected to be substantial. We will require significant additional financing to fund our operations, including acquiring additional projects and continuing with our exploration and pre-extraction activities which include assaying, drilling, geological and geochemical analysis and mine construction costs. In the absence of such additional financing we would not be able to fund our operations or continue with our exploration and pre-extraction activities, which may result in delays, curtailment or abandonment of any one or all of our projects.

***If we are unable to service our indebtedness, we may be faced with accelerated repayments or lose the assets securing our indebtedness. Furthermore, restrictive covenants governing our indebtedness may restrict our ability to pursue our business strategies.***

On December 5, 2018, we entered into the Third Amended and Restated Credit Agreement with our Lenders under which we had previously drawn down the maximum \$20 million in principal. The Credit Facility requires monthly interest payments calculated at 8% per annum and other periodic fees. Our ability to continue making these scheduled payments will be dependent on and may change as a result of our financial condition and operating results. Failure to make any of these scheduled payments will put us in default with the Credit Facility which, if not addressed or waived, could require accelerated repayment of our indebtedness and/or enforcement by the Lenders against our assets. Enforcement against our assets would have a material adverse effect on our financial condition and operating results. Furthermore, our Credit Facility includes restrictive covenants that, among other things, limit our ability to sell our assets or to incur additional indebtedness other than permitted indebtedness, which may restrict our ability to pursue certain business strategies from time to time. If we do not comply with these restrictive covenants, we could be in default which, if not addressed or waived, could require accelerated repayment of our indebtedness and/or enforcement by the Lenders against our assets.

***Our uranium extraction and sales history is limited, with our uranium extraction to date originating from a single uranium mine. Our ability to continue generating revenue is subject to a number of factors, any one or more of which may adversely affect our financial condition and operating results.***

We have a limited history of uranium extraction and generating revenue. In November 2010, we commenced uranium extraction at the Palangana Mine, which has been our sole source of U3O8 sold to generate the revenues during Fiscal 2015, Fiscal 2013 and Fiscal 2012 of \$3.1 million, \$9.0 million and \$13.8 million, respectively, with no revenues from sales of U3O8 generated during the six months ended January 31, 2019, Fiscal 2018, Fiscal 2017, Fiscal 2016, Fiscal 2014 or for any periods prior to Fiscal 2012.

During the six months ended January 31, 2019, we continued to operate the Palangana Mine at a reduced pace since implementing our strategic plan in September 2013 to align our operations to a weak uranium commodity market in a challenging post-Fukushima environment. This strategy has included the deferral of major pre-extraction expenditures and remaining in a state of operational readiness in anticipation of a recovery in uranium prices. Our ability to continue generating revenue from the Palangana Mine is subject to a number of factors which include, but are not limited to: (i) a significant, prolonged decrease in the market price of uranium; (ii) difficulty in marketing and/or selling uranium concentrates; (iii) significantly higher than expected capital costs to construct the mine and/or processing plant; (iv) significantly higher than expected extraction costs; (v) significantly lower than expected uranium extraction; (vi) significant delays, reductions or stoppages of uranium extraction activities; and (vii) the introduction of significantly more stringent regulatory laws and regulations. Furthermore, continued mining activities at the Palangana Mine will eventually deplete the Palangana Mine or cause such activities to become uneconomical, and if we are unable to directly acquire or develop existing uranium projects, such as our Burke Hollow and Goliad Projects, into additional uranium mines from which we can commence uranium extraction, it will negatively impact



our ability to generate revenues. Any one or more of these occurrences may adversely affect our financial condition and operating results.

***Exploration and pre-extraction programs and mining activities are inherently subject to numerous significant risks and uncertainties, and actual results may differ significantly from expectations or anticipated amounts. Furthermore, exploration programs conducted on our projects may not result in the establishment of ore bodies that contain commercially recoverable uranium.***

Exploration and pre-extraction programs and mining activities are inherently subject to numerous significant risks and uncertainties, with many beyond our control and including, but not limited to: (i) unanticipated ground and water conditions and adverse claims to water rights; (ii) unusual or unexpected geological formations; (iii) metallurgical and other processing problems; (iv) the occurrence of unusual weather or operating conditions and other force majeure events; (v) lower than expected ore grades; (vi) industrial accidents; (vii) delays in the receipt of or failure to receive necessary government permits; (viii) delays in transportation; (ix) availability of contractors and labor; (x) government permit restrictions and regulation restrictions; (xi) unavailability of materials and equipment; and (xii) the failure of equipment or processes to operate in accordance with specifications or expectations. These risks and uncertainties could result in: (i) delays, reductions or stoppages in our mining activities; (ii) increased capital and/or extraction costs; (iii) damage to, or destruction of, our mineral projects, extraction facilities or other properties; (iv) personal injuries; (v) environmental damage; (vi) monetary losses; and (vii) legal claims.

Success in mineral exploration is dependent on many factors, including, without limitation, the experience and capabilities of a company's management, the availability of geological expertise and the availability of sufficient funds to conduct the exploration program. Even if an exploration program is successful and commercially recoverable material is established, it may take a number of years from the initial phases of drilling and identification of the mineralization until extraction is possible, during which time the economic feasibility of extraction may change such that the material ceases to be economically recoverable. Exploration is frequently non-productive due, for example, to poor exploration results or the inability to establish ore bodies that contain commercially recoverable material, in which case the project may be abandoned and written-off. Furthermore, we will not be able to benefit from our exploration efforts and recover the expenditures that we incur on our exploration programs if we do not establish ore bodies that contain commercially recoverable material and develop these projects into profitable mining activities, and there is no assurance that we will be successful in doing so for any of our projects.

Whether an ore body contains commercially recoverable material depends on many factors including, without limitation: (i) the particular attributes, including material changes to those attributes, of the ore body such as size, grade, recovery rates and proximity to infrastructure; (ii) the market price of uranium, which may be volatile; and (iii) government regulations and regulatory requirements including, without limitation, those relating to environmental protection, permitting and land use, taxes, land tenure and transportation.

***We have not established proven or probable reserves through the completion of a "final" or "bankable" feasibility study for any of our projects, including the Palangana Mine. Furthermore, we have no plans to establish proven or probable reserves for any of our uranium projects for which we plan on utilizing ISR mining, such as the Palangana Mine. Since we commenced extraction of mineralized materials from the Palangana Mine without having established proven or probable reserves, it may result in our mining activities at the Palangana Mine, and at any future projects for which proven or probable reserves are not established, being inherently riskier than other mining activities for which proven or probable reserves have been established.***

We have established the existence of mineralized materials for certain projects, including the Palangana Mine. We have not established proven or probable reserves, as defined by the SEC under Industry Guide 7, through the completion of a "final" or "bankable" feasibility study for any of our projects, including the Palangana Mine. Furthermore, we have no plans to establish proven or probable reserves for any of our projects for which we plan on utilizing ISR mining, such as the Palangana Mine. Since we commenced uranium extraction at the Palangana Mine without having established proven or probable reserves, there may be greater inherent uncertainty as to whether or not any mineralized material can be economically extracted as originally planned and anticipated. Any mineralized materials established or extracted from the Palangana Mine should not in any way be associated with having established or produced from proven or probable reserves.

***Since we are in the Exploration Stage, pre-production expenditures including those related to pre-extraction activities are expensed as incurred, the effects of which may result in our consolidated financial statements not being directly comparable to the financial statements of companies in the Production Stage.***

Despite the fact that we commenced uranium extraction at the Palangana Mine in November 2010, we remain in the Exploration Stage as defined under Industry Guide 7, and will continue to remain in the Exploration Stage until such time proven or probable reserves have been established, which may never occur. We prepare our consolidated financial statements in accordance with U.S. GAAP under which acquisition costs of mineral rights are initially capitalized as incurred while pre-production expenditures are expensed as incurred until such time we exit the Exploration Stage. Expenditures relating to exploration activities are expensed as incurred and expenditures relating to pre-extraction activities 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.

We have neither established nor have any plans to establish proven or probable reserves for our uranium projects for which we plan on utilizing ISR mining, such as the Palangana Mine. Companies in the Production Stage as defined by the SEC 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. As we are in the Exploration Stage, it has resulted in us reporting larger losses than if we had been in the Production Stage due to the expensing, instead of capitalization, of expenditures relating to ongoing mill and mine pre-extraction activities. Additionally, there would be no corresponding amortization allocated to our future reporting periods 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 we had been in the Production Stage. Any capitalized costs, such as acquisition costs of mineral rights, are depleted over the estimated extraction life using the straight-line method. As a result, our consolidated financial statements may not be directly comparable to the financial statements of companies in the Production Stage.

***Estimated costs of future reclamation obligations may be significantly exceeded by actual costs incurred in the future. Furthermore, only a portion of the financial assurance required for the future reclamation obligations has been funded.***

We are responsible for certain remediation and decommissioning activities in the future primarily for our Hobson Processing Facility, Palangana Mine, Reno Creek Project and Alto Paraná Project and have recorded a liability of \$4.1 million on our balance sheet at January 31, 2019, to recognize the present value of the estimated costs of such reclamation obligations. Should the actual costs to fulfill these future reclamation obligations materially exceed these estimated costs, it may have an adverse effect on our financial condition and operating results, including not having the financial resources required to fulfill such obligations when required to do so.

During Fiscal 2015, we secured \$5.6 million of surety bonds as an alternate source of financial assurance for the estimated costs of the reclamation obligations of our Hobson Processing Facility and Palangana Mine, of which we have \$1.7 million funded and held as restricted cash for collateral purposes as required by the surety. We may be required at any time to fund the remaining \$3.9 million or any portion thereof for a number of reasons including, but not limited to, the following: (i) the terms of the surety bonds are amended, such as an increase in collateral requirements; (ii) we are in default with the terms of the surety bonds; (iii) the surety bonds are no longer acceptable as an alternate source of financial assurance by the regulatory authorities; or (iv) the surety encounters financial difficulties. Should any one or more of these events occur in the future, we may not have the financial resources to fund the remaining amount or any portion thereof when required to do so.

***We do not insure against all of the risks we face in our operations.***

In general, where coverage is available and not prohibitively expensive relative to the perceived risk, we will maintain insurance against such risk, subject to exclusions and limitations. We currently maintain insurance against certain risks including securities and general commercial liability claims and certain physical assets used in our operations, subject to exclusions and limitations, however, we do not maintain insurance to cover all of the potential risks and hazards associated with our operations. We may be subject to liability for environmental, pollution or other hazards associated with our exploration, pre-extraction and extraction activities, which we may not be insured against, which may exceed the limits of our insurance coverage or which we may elect not to insure against because of high premiums or other reasons. Furthermore, we cannot provide assurance that any insurance coverage we currently have will continue to be available at reasonable premiums or that such insurance will adequately cover any resulting liability.

*Acquisitions that we may make from time to time could have an adverse impact on us.*

From time to time, we examine opportunities to acquire additional mining assets and businesses. Any acquisition that we may choose to complete may be of a significant size, may change the scale of our business and operations, and may expose us to new geographic, political, operating, financial and geological risks. Our success in our acquisition activities depends on our ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of our Company. Any acquisitions would be accompanied by risks which could have a material adverse effect on our business. For example: (i) there may be a significant change in commodity prices after we have committed to complete the transaction and established the purchase price or exchange ratio; (ii) a material ore body may prove to be below expectations; (iii) we may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; (iv) the integration of the acquired business or assets may disrupt our ongoing business and our relationships with employees, customers, suppliers and contractors; and (v) the acquired business or assets may have unknown liabilities which may be significant. In the event that we choose to raise debt capital to finance any such acquisition, our leverage will be increased. If we choose to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, we may choose to finance any such acquisition with our existing resources. There can be no assurance that we would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

*The uranium industry is subject to numerous stringent laws, regulations and standards, including environmental protection laws and regulations. If any changes occur that would make these laws, regulations and standards more stringent, it may require capital outlays in excess of those anticipated or cause substantial delays, which would have a material adverse effect on our operations.*

Uranium exploration and pre-extraction programs and mining activities are subject to numerous stringent laws, regulations and standards at the federal, state and local levels governing permitting, pre-extraction, extraction, exports, taxes, labor standards, occupational health, waste disposal, protection and reclamation of the environment, protection of endangered and protected species, mine safety, hazardous substances and other matters. Our compliance with these requirements requires significant financial and personnel resources.

The laws, regulations, policies or current administrative practices of any government body, organization or regulatory agency in the United States or any other applicable jurisdiction, may change or be applied or interpreted in a manner which may also have a material adverse effect on our operations. The actions, policies or regulations, or changes thereto, of any government body or regulatory agency or special interest group, may also have a material adverse effect on our operations.

Uranium exploration and pre-extraction programs and mining activities are subject to stringent environmental protection laws and regulations at the federal, state, and local levels. These laws and regulations include permitting and reclamation requirements, regulate emissions, water storage and discharges and disposal of hazardous wastes. Uranium mining activities are also subject to laws and regulations which seek to maintain health and safety standards by regulating the design and use of mining methods. Various permits from governmental and regulatory bodies are required for mining to commence or continue, and no assurance can be provided that required permits will be received in a timely manner.

Our compliance costs including the posting of surety bonds associated with environmental protection laws and regulations and health and safety standards have been significant to date and are expected to increase in scale and scope as we expand our operations in the future. Furthermore, environmental protection laws and regulations may become more stringent in the future, and compliance with such changes may require capital outlays in excess of those anticipated or cause substantial delays, which would have a material adverse effect on our operations.

To the best of our knowledge, our operations are in compliance, in all material respects, with all applicable laws, regulations and standards. If we become subject to liability for any violations, we may not be able or may elect not to insure against such risk due to high insurance premiums or other reasons. Where coverage is available and not prohibitively expensive relative to the perceived risk, we will maintain insurance against such risk, subject to exclusions and limitations. However, we cannot provide any assurance that such insurance will continue to be available at reasonable premiums or that such insurance will be adequate to cover any resulting liability.

*We may not be able to obtain, maintain or amend rights, authorizations, licenses, permits or consents required for our operations.*

Our exploration and mining activities are dependent upon the grant of appropriate rights, authorizations, licences, permits and consents, as well as continuation and amendment of these rights, authorizations, licences, permits and consents already granted, which may be granted for a defined period of time, or may not be granted or may be withdrawn or made subject to limitations. There can be no assurance that all necessary rights, authorizations, licences, permits and consents will be granted to us, or that authorizations, licences, permits and consents already granted will not be withdrawn or made subject to limitations.

***Major nuclear incidents may have adverse effects on the nuclear and uranium industries.***

The nuclear incident that occurred in Japan in March 2011 had significant and adverse effects on both the nuclear and uranium industries. If another nuclear incident were to occur, it may have further adverse effects for both industries. Public opinion of nuclear power as a source of electrical generation may be adversely affected, which may cause governments of certain countries to further increase regulation for the nuclear industry, reduce or abandon current reliance on nuclear power or reduce or abandon existing plans for nuclear power expansion. Any one of these occurrences has the potential to reduce current and/or future demand for nuclear power, resulting in lower demand for uranium and lower market prices for uranium, adversely affecting the operations and prospects of us. Furthermore, the growth of the nuclear and uranium industries is dependent on continuing and growing public support of nuclear power as a viable source of electrical generation.

***The marketability of uranium concentrates will be affected by numerous factors beyond our control which may result in our inability to receive an adequate return on our invested capital.***

The marketability of uranium concentrates extracted by us will be affected by numerous factors beyond our control. These factors include macroeconomic factors, fluctuations in the market price of uranium, governmental regulations, land tenure and use, regulations concerning the importing and exporting of uranium and environmental protection regulations. The future effects of these factors cannot be accurately predicted, but any one or a combination of these factors may result in our inability to receive an adequate return on our invested capital.

***The titanium industry is affected by global economic factors, including risks associated with volatile economic conditions, and the market for many titanium products is cyclical and volatile, and we may experience depressed market conditions for such products.***

Titanium is used in many "quality of life" products for which demand historically has been linked to global, regional and local GDP and discretionary spending, which can be negatively impacted by regional and world events or economic conditions. Such events are likely to cause a decrease in demand for products and, as a result, may have an adverse effect on our results of operations and financial condition. The timing and extent of any changes to currently prevailing market conditions is uncertain, and supply and demand may be unbalanced at any time. Uncertain economic conditions and market instability make it particularly difficult for us to forecast demand trends. As a consequence, we may not be able to accurately predict future economic conditions or the effect of such conditions on our financial condition or results of operations. We can give no assurances as to the timing, extent or duration of the current or future economic cycles impacting the industries in which we operate.



Historically, the market for large volume titanium applications, including coatings, paper and plastics, has experienced alternating periods of tight supply, causing prices and margins to increase, followed by periods of lower capacity utilization resulting in declining prices and margins. The volatility this market experiences occurs as a result of significant changes in the demand for products as a consequence of global economic activity and changes in customers' requirements. The supply-demand balance is also impacted by capacity additions or reductions that result in changes of utilization rates. In addition, titanium margins are impacted by significant changes in major input costs such as energy and feedstock. Demand for titanium depends in part on the housing and construction industries. These industries are cyclical in nature and have historically been impacted by downturns in the economy. In addition, pricing may affect customer inventory levels as customers may from time to time accelerate purchases of titanium in advance of anticipated price increases or defer purchases of titanium in advance of anticipated price decreases. The cyclicity and volatility of the titanium industry results in significant fluctuations in profits and cash flow from period to period and over the business cycle.

***The uranium and titanium industries are highly competitive and we may not be successful in acquiring additional projects.***

The uranium industry is highly competitive, and our competition includes larger, more established companies with longer operating histories that not only explore for and produce uranium, but also market uranium and other products on a regional, national or worldwide basis. Due to their greater financial and technical resources, we may not be able to acquire additional uranium projects in a competitive bidding process involving such companies. Additionally, these larger companies have greater resources to continue with their operations during periods of depressed market conditions.

The titanium industry is concentrated and highly competitive, and we may not be able to compete effectively with our competitors that have greater financial resources or those that are vertically integrated, which could have a material adverse effect on our business, results of operations and financial condition.

The global titanium market is highly competitive, with the top six producers accounting for approximately 60% of the world's production capacity. Competition is based on a number of factors, such as price, product quality and service. Competition is based on a number of factors, such as price, product quality and service. Among our competitors are companies that are vertically-integrated (those that have their own raw material resources). Changes in the competitive landscape could make it difficult for us to retain our competitive position in various products and markets throughout the world. Our competitors with their own raw material resources may have a competitive advantage during periods of higher raw material prices. In addition, some of the companies with whom we compete may be able to produce products more economically than we can. Furthermore, some of our competitors have greater financial resources, which may enable them to invest significant capital into their businesses, including expenditures for research and development.

***We hold mineral rights in foreign jurisdictions which could be subject to additional risks due to political, taxation, economic and cultural factors.***

We hold certain mineral rights located in the Republic of Paraguay through Piedra Rica Mining S.A., Transandes Paraguay S.A., Trier S.A. and Metalicos Y No Metalicos S.R.L, which are incorporated in Paraguay. Operations in foreign jurisdictions outside of the United States and Canada, especially in developing countries, may be subject to additional risks as they may have different political, regulatory, taxation, economic and cultural environments that may adversely affect the value or continued viability of our rights. These additional risks include, but are not limited to: (i) changes in governments or senior government officials; (ii) changes to existing laws or policies on foreign investments, environmental protection, mining and ownership of mineral interests; (iii) renegotiation, cancellation, expropriation and nationalization of existing permits or contracts; (iv) foreign currency controls and fluctuations; and (v) civil disturbances, terrorism and war.

In the event of a dispute arising at our foreign operations in Paraguay, we may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of the courts in the United States or Canada. We may also be hindered or prevented from enforcing our rights with respect to a government entity or instrumentality because of the doctrine of sovereign immunity. Any adverse or arbitrary decision of a foreign court may have a material and adverse impact on our business, prospects, financial condition and results of operations.

***The title to our mineral property interests may be challenged.***

Although we have taken reasonable measures to ensure proper title to our interests in mineral properties and other assets, there is no guarantee that the title to any of such interests will not be challenged. No assurance can be given that we will be able to secure the grant or the renewal of existing mineral rights and tenures on terms satisfactory to us, or that governments in the jurisdictions in which we operate will not revoke or significantly alter such rights or tenures or that such rights or tenures will not be challenged or impugned by third parties, including local governments, aboriginal peoples or other claimants. The Company has had communications and filings with the MOPC, the mining

regulator in Paraguay, whereby the MOPC is taking the position that certain concessions forming part of the Company's Yuty and Alto Parana projects are not eligible for extension as to exploration or continuation to exploitation in their current stages. While the Company remains fully committed to its development path forward in Paraguay, it caused its legal counsel to file an appeal in Paraguay to reverse the MOPC's position in order to protect the Company's continuing rights in those concessions. In the interim the Company also continues to conduct its business in a manner to comply with all applicable mining laws in Paraguay. Our mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. A successful challenge to the precise area and location of our claims could result in us being unable to operate on our properties as permitted or being unable to enforce our rights with respect to our properties.

***Due to the nature of our business, we may be subject to legal proceedings which may divert management's time and attention from our business and result in substantial damage awards.***

Due to the nature of our business, we may be subject to numerous regulatory investigations, securities claims, civil claims, lawsuits and other proceedings in the ordinary course of our business including those described under Item 1. Legal Proceedings. The outcome of these lawsuits is uncertain and subject to inherent uncertainties, and the actual costs to be incurred will depend upon many unknown factors. We may be forced to expend significant resources in the defense of these suits, and we may not prevail. Defending against these and other lawsuits in the future may not only require us to incur significant legal fees and expenses, but may become time-consuming for us and detract from our ability to fully focus our internal resources on our business activities. The results of any legal proceeding cannot be predicted with certainty due to the uncertainty inherent in litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurances that these matters will not have a material adverse effect on our business, financial position or operating results.

***We depend on certain key personnel, and our success will depend on our continued ability to retain and attract such qualified personnel.***

Our success is dependent on the efforts, abilities and continued service of certain senior officers and key employees and consultants. A number of our key employees and consultants have significant experience in the uranium industry. A loss of service from any one of these individuals may adversely affect our operations, and we may have difficulty or may not be able to locate and hire a suitable replacement.

***Certain directors and officers may be subject to conflicts of interest.***

The majority of our directors and officers are involved in other business ventures including similar capacities with other private or publicly-traded companies. Such individuals may have significant responsibilities to these other business ventures, including consulting relationships, which may require significant amounts of their available time. Conflicts of interest may include decisions on how much time to devote to our business affairs and what business opportunities should be presented to us. Our Code of Business Conduct for Directors, Officers and Employees provides for guidance on conflicts of interest.

***The laws of the State of Nevada and our Articles of Incorporation may protect our directors and officers from certain types of lawsuits.***

The laws of the State of Nevada provide that our directors and officers will not be liable to our Company or to our stockholders for monetary damages for all but certain types of conduct as directors and officers. Our Bylaws provide for broad indemnification powers to all persons against all damages incurred in connection with our business to the fullest extent provided or allowed by law. These indemnification provisions may require us to use our limited assets to defend our directors and officers against claims, and may have the effect of preventing stockholders from recovering damages against our directors and officers caused by their negligence, poor judgment or other circumstances.

***Several of our directors and officers are residents outside of the United States, and it may be difficult for stockholders to enforce within the United States any judgments obtained against such directors or officers.***

Several of our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside of the United States. As a result, it may be difficult for investors to effect service of process on such directors and officers, or enforce within the United States any judgments obtained against such directors and officers, including judgments predicated upon the civil liability provisions of the

securities laws of the United States or any state thereof. Consequently, stockholders may be effectively prevented from pursuing remedies against such directors and officers under United States federal securities laws. In addition, stockholders may not be able to commence an action in a Canadian court predicated upon the civil liability provisions under United States federal securities laws. The foregoing risks also apply to those experts identified in this document that are not residents of the United States.

***Disclosure controls and procedures and internal control over financial reporting, no matter how well designed and operated, are designed to obtain reasonable, and not absolute, assurance as to its reliability and effectiveness.***

Management's evaluation on the effectiveness of disclosure controls and procedures is designed to ensure that information required for disclosure in our public filings is recorded, processed, summarized and reported on a timely basis to our senior management, as appropriate, to allow timely decisions regarding required disclosure. Management's report on internal control over financial reporting is designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported. However, any system of controls, no matter how well designed and operated, is based in part upon certain assumptions designed to obtain reasonable, and not absolute, assurance as to its reliability and effectiveness. Any failure to maintain effective disclosure controls and procedures in the future may result in our inability to continue meeting our reporting obligations in a timely manner, qualified audit opinions or restatements of our financial reports, any one of which may affect the market price for our common stock and our ability to access the capital markets.

## Risks Related to Our Common Stock

*Historically, the market price of our common stock has been and may continue to fluctuate significantly.*

On September 28, 2007, our common stock commenced trading on the NYSE American (formerly known as the American Stock Exchange, the NYSE Amex Equities Exchange and the NYSE MKT) and prior to that, traded on the OTC Bulletin Board.

The global markets have experienced significant and increased volatility in the past, and have been impacted by the effects of mass sub-prime mortgage defaults and liquidity problems of the asset-backed commercial paper market, resulting in a number of large financial institutions requiring government bailouts or filing for bankruptcy. The effects of these past events and any similar events in the future may continue to or further affect the global markets, which may directly affect the market price of our common stock and our accessibility for additional financing. Although this volatility may be unrelated to specific company performance, it can have an adverse effect on the market price of our shares which, historically, has fluctuated significantly and may continue to do so in the future.

In addition to the volatility associated with general economic trends and market conditions, the market price of our common stock could decline significantly due to the impact of any one or more events, including, but not limited to, the following: (i) volatility in the uranium market; (ii) occurrence of a major nuclear incident such as the events in Fukushima in March 2011; (iii) changes in the outlook for the nuclear power and uranium industries; (iv) failure to meet market expectations on our exploration, pre-extraction or extraction activities, including abandonment of key uranium projects; (v) sales of a large number of our shares held by certain stockholders including institutions and insiders; (vi) downward revisions to previous estimates on us by analysts; (vii) removal from market indices; (viii) legal claims brought forth against us; and (ix) introduction of technological innovations by competitors or in competing technologies.

*A prolonged decline in the market price of our common stock could affect our ability to obtain additional financing which would adversely affect our operations.*

Historically, we have relied on equity financing and more recently, on debt financing, as primary sources of financing. A prolonged decline in the market price of our common stock or a reduction in our accessibility to the global markets may result in our inability to secure additional financing which would have an adverse effect on our operations.

***Additional issuances of our common stock may result in significant dilution to our existing shareholders and reduce the market value of their investment.***

We are authorized to issue 750,000,000 shares of common stock of which 177,642,699 shares were issued and outstanding as of January 31, 2019. Future issuances for financings, mergers and acquisitions, exercise of stock options and share purchase warrants and for other reasons may result in significant dilution to and be issued at prices substantially below the price paid for our shares held by our existing stockholders. Significant dilution would reduce the proportionate ownership and voting power held by our existing stockholders and may result in a decrease in the market price of our shares.

We filed the 2017 Shelf, which was declared effective on March 10, 2017, providing for the public offer and sale of certain securities of our Company from time to time, at our discretion, up to an aggregate offering amount of \$100 million, of which a total of \$68.4 million has been utilized through public offerings as of January 31, 2019.

***We are subject to the Continued Listing Criteria of the NYSE American and our failure to satisfy these criteria may result in delisting of our common stock.***

Our common stock is currently listed on the NYSE American. In order to maintain this listing, we must maintain certain share prices, financial and share distribution targets, including maintaining a minimum amount of shareholders' equity and a minimum number of public shareholders. In addition to these objective standards, the NYSE American may delist the securities of any issuer: (i) if, in its opinion, the issuer's financial condition and/or operating results appear unsatisfactory; (ii) if it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make continued listing on the NYSE American inadvisable; (iii) if the issuer sells or disposes of principal operating assets or ceases to be an operating company; (iv) if an issuer fails to comply with the NYSE American's listing requirements; (v) if an issuer's common stock sells at what the NYSE American considers a "low selling price" and the issuer fails to correct this via a reverse split of shares after notification by the NYSE American; or (vi) if any other event occurs or any condition exists which makes continued listing on the NYSE American, in its opinion, inadvisable.

If the NYSE American delists our common stock, investors may face material adverse consequences, including, but not limited to, a lack of trading market for our securities, reduced liquidity, decreased analyst coverage of our securities and an inability for us to obtain additional financing to fund our operations.

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

During our fiscal quarter ended January 31, 2019, we issued the following securities that were not registered under the United States *Securities Act of 1933*, as amended (the “Securities Act”):

on November 5, 2018 and December 4, 2018, we issued 4,166 shares of common stock and 4,167 shares of common stock, respectively, to a consultant in consideration for services under a consulting agreement at a deemed issuance price of \$1.68 per share. We relied on exemptions from registration under the Securities Act provided by Regulation S and/or Section 4(a)(2) with respect to the issuance of these shares;

on November 16, 2018, we issued 21,052 shares of common stock to a consultant in consideration for services under a consulting agreement at a deemed issuance price of \$1.33 per share. We relied on exemptions from registration under the Securities Act provided by Regulation S and/or Section 4(a)(2) with respect to the issuance of these shares;

on December 5, 2018, we issued an aggregate of 1,180,328 shares of common stock to six Lenders at a deemed issuance price of \$1.18611 per share pursuant to the terms of the Third Amended and Restated Credit Agreement. We relied on exemptions from registration under the Securities Act provided by Regulation S and/or Section 4(a)(2) for the issuance of 826,230 shares to four of the Lenders and on exemptions from registration under the Securities Act provided by Rule 506 of Regulation D and/or Section 4(a)(2) of the Securities Act for the issuance of 354,098 shares to two of the Lenders;

on December 7, 2018, we issued 42,553 shares of common stock to a consultant in consideration for services under a consulting agreement at a deemed issuance price of \$1.41 per share. We relied on exemptions from registration under the Securities Act provided by Regulation S and/or Section 4(a)(2) with respect to the issuance of these shares; and

on January 17, 2019, we issued 26,923 shares of common stock to a consultant in consideration for services under a consulting agreement at a deemed issuance price of \$1.25 per share. We relied on exemptions from registration under the Securities Act provided by Regulation S and/or Section 4(a)(2) with respect to the issuance of these shares.

## **Item 3. Defaults Upon Senior Securities**



None.

**Item 4. Mine Safety Disclosures**

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States, and that is subject to regulation by the Federal Mine Safety and Health Administration under the Mine Safety and Health Act of 1977 (“Mine Safety Act”), are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the quarter ended January 31, 2019, the Company’s Palangana Mine was not subject to regulation by the Federal Mine Safety and Health Administration under the Mine Safety Act.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

The following exhibits are included with this Quarterly Report:

**Exhibit Description of Exhibit**

31.1 Certification of Chief Executive Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

31.2 Certification of Chief Financial Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).

32.1 Certifications pursuant to the Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.1NS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definitions Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

**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.

**URANIUM ENERGY CORP.**

By: */s/ Amir Adnani*  
Amir Adnani  
President, Chief Executive Officer  
(Principal  
Executive Officer) and Director  
Date: March 11, 2019

By: */s/ Pat Obara*  
Pat Obara  
Chief Financial Officer (Principal  
Financial Officer)  
Date: March 11, 2019