enCore Energy Corp.

TSX.V:EU

enCore Energy Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed In Canadian Dollars)

FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015

Set out below is a review of the activities, results of operations and financial condition of enCore Energy Corp. and its subsidiary ("enCore", or the "Company") for the three months ended March 31, 2016. The following information, prepared as of May 26, 2016, should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2016, together with the audited consolidated financial statements of the Company for the year ended December 31, 2015 and the accompanying Management's Discussion and Analysis for that fiscal year. The referenced condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included in management's discussion and analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated.
Additional information related to the Company is available on SEDAR at www.sedar.com.

COMPANY BACKGROUND

enCore Energy Corp. was incorporated on October 30, 2009 under the Laws of British Columbia. enCore Energy Corp., together with its subsidiary, is principally engaged in the acquisition and exploration of resource properties in the United States. The Company's common shares are trading on the TSX Venture Exchange under the symbol "EU.V."

The Company owns a 100% interest of approximately 115,000 acres (46,400 ha) of private mineral rights in New Mexico, including the Crownpoint and Hosta Butte uranium deposits.

During the year ended December 31, 2015, the Company acquired a Toll Milling processing right and 100% interest in the Marquez and Nose Rock projects in New Mexico, the Moonshine Springs project in Arizona, and four projects in the White Canyon District of Utah. Terms of the Agreement include the payment of USD$179,960 ($249,748) in cash at closing (paid) to Energy Fuels along with the issuance of 14.25 million of the Company's Class A common shares (issued at a fair value of $427,500). A final cash payment of USD$150,000 is due on June 4, 2016.

OUTLOOK

The Company holds advanced uranium exploration properties in New Mexico. The Company does not plan on conducting any significant exploration activities on the New Mexico properties in the near term, subject to improvement in the uranium market.

MINERAL PROPERTIES

CROWNPOINT AND HOSTA BUTTE PROJECT

In June 2012, the Company filed a National Instrument ("NI") 43-101 Technical Report containing an updated resource estimate covering the Company's Crownpoint and Hosta Butte Project (the "Project") located in the Grants Uranium District of McKinley County, New Mexico, USA. The Company owns a 100% mineral interest in the region comprised of the approximately 113,000 acre McKinley Properties and adjacent 3,020 acre Crownpoint and Hosta Butte resource area.

The "Crownpoint and Hosta Butte Uranium Project Mineral Resource Technical Report - National Instrument 43-101," dated May 14, 2012, and authored by Douglas L. Beahm, PEng, PGeo, President of BRS Inc., calculates indicated mineral resources on the project attributable to enCore totaling 26.55 million pounds of U3O8 at an average grade of 0.105% eU3O8 and inferred mineral resources totaling 6.08 million pounds of U3O8 at an average grade of 0.110% eU3O8 as set out in further detail below. The report can be found under the Company's profile on SEDAR at www.sedar.com.

The Crownpoint and nearby Hosta Butte resources occupy subparallel mineral trends within an approximate 3,020 acre (1,222 ha) property package controlled by the Company. At Crownpoint, the Company holds a 60% interest in a 140 acre portion of section 24. With the exception of the shared interest in section 24, enCore Energy holds a 100% mineral interest in the rest of the Crownpoint and Hosta Butte project area (2,880 acres) subject only to a 3% gross profits royalty on uranium produced.

	Tons[1]	Grade eU_3O_8 (%)	Contained U_3O_8 (Pounds)
Crownpoint – Indicated[2]	7,876,000	0.102	16,071,000
Hosta Butte - Indicated	4,799,000	0.109	10,477,000
Total Indicated	**12,675,000**	**0.105**	**26,548,000**
Crownpoint – Inferred[2]	712,000	0.105	1,508,000
Hosta Butte – Inferred	2,046,000	0.112	4,571,000
Total Inferred	**2,758,000**	**0.110**	**6,079,000**

[1] *GT cutoff: Minimum Grade (% eU_3O_8) x Thickness (Feet) for Grade > 0.02 % eU_3O_8*
[2] *Disclosed tonnage represents the Company's 100% interest in the Section 19/29 Crownpoint Property and its 60% interest in Section 24 Crownpoint Property*

The resource estimate covers approximately 3,020 acres located in (A) portions of Sections 24, Township 17 North, Range 13 West (in which the Company holds a 60% interest) and (B) Sections 19 and 29, Township 17 North, Range 12 West and Sections, 3, 9, and 11, Township 16 North, Range 13 West (in which the Company holds a 100% interest), New Mexico Prime Meridian and uses Canadian Institute of Mining, Metallurgy and Petroleum definitions.

The Technical Report is authored by Douglas L. Beahm, PEng, PGeo, President of BRS Inc., a registered member of the Society for Mining, Metallurgy and Exploration and an independent Qualified Person as defined in NI 43-101.

DEFINITIVE AGREEMENT WITH ENERGY FUELS INC.

During the year ended December 31, 2015, the Company entered into a comprehensive asset purchase agreement ("Agreement") with Energy Fuels Inc. and its subsidiaries ("Energy Fuels") to acquire a Toll Milling processing right and 100% interest in the Marquez and Nose Rock projects in New Mexico, the Moonshine Springs project in Arizona, and four projects in the White Canyon District of Utah. Terms of the Agreement include the payment of USD$179,960 ($249,748) in cash at closing (paid) to Energy Fuels along with the issuance of 14.25 million of the Company's Class A common shares (issued at a fair value of $427,500). A final cash payment of USD$150,000 is due in June 4, 2016. There were no liabilities as a result of acquiring these properties.

The Toll Milling provision of the Agreement allows the Company to process conventional uranium ore from the acquired projects at Energy Fuel's White Mesa Mill in Blanding, Utah. The agreement is for an initial period of two years with renewal provisions and contains industry-standard provisions. The Toll Milling provision is an important asset for the Company as it paves the way forward for possible early production of uranium assuming an increase in U3O8 prices. By securing the right to mill ore at the White Mesa Mill, the Company has eliminated the need for capital expenditure financing and onerous permitting for conventional ore processing in the United States.

Asset Acquisition

Marquez, New Mexico

The Marquez project consists of private mineral leases located in McKinley and Sandoval counties of New Mexico, USA on the eastern end of the Grants Uranium District in northern New Mexico. According to the New Mexico Bureau of Geology and Mineral Resources, the Grants district was the most prolific uranium mining region in the United States during the last uranium cycle (1950 to 1980), with cumulative production exceeding 340 million pounds U3O8. The Marquez property is a private mineral lease that comprises 14,582 acres (approximately 5,900 hectares), and includes the western extent of the historically known "Marquez/Bokum" mineralized zone. The property was previously explored during the 1970s and 1980s by Kerr-McGee Resources Corp. (Kerr-McGee). Kerr- McGee drilled more than 390 exploratory holes for more than 800,000 feet on the main property. In the late 1970s, Kerr-McGee began mine development operations. Production was expected to begin during the early 1980s by conventional underground mining methods. The Bokum mill was constructed approximately one mile away on an adjoining property, but the Marquez project was not advanced owing to the decline in the price of uranium in 1980. The mill was later dismantled (Alief, 2010).

The Marquez property contains a historical mineral resource estimate with an estimated 998,625 tons averaging 0.126% U3O8 for a "measured mineral resource" totalling 2,512,301 pounds U3O8, and 2,611,584 tons averaging 0.127% U3O8 for an "indicated mineral resource" containing 6,618,042 pounds U3O8 , for a combined "measured and indicated mineral resource" of 3,610,209 tons at an average grade of 0.126% U3O8 for a total of 9,130,343 pounds U3O8 plus 2,159,520 tons averaging 0.114% U3O8 for an "inferred mineral resource" of 4,906,695 pounds U3O8. The historical estimate was reported by M. Hassan Alief, AIPG, CPG and documented in a report titled "Marquez Uranium Property, McKinley and Sandoval Counties, New Mexico, Mineral Resource Report for Strathmore Minerals Corp." dated June 10, 2010. A copy of this technical report is available on the SEDAR website under Strathmore's issuer profile at www.sedar.com. Strathmore and its affiliates were subsequently acquired by Energy Fuels in September 2013.

The U3O8 grade for the above historical mineral resource estimate was calculated from gamma ray logs of the Kerr McGee drill holes. Gamma readings were compared to analytical results from selected core holes and a U3O8 grade versus Gamma ray reading graph was developed by Kerr-McGee. Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources or reserves as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to current NI 43-101 mineral resource estimates. The Company intends to complete the necessary work required to issue a new NI 43-101 report on the property in 2016.

Uranium mineralization is hosted as "roll-front" deposits within sandstone units of the West Water Canyon Member of the Jurassic Morrison formation (Source: Kerr McGee Resources internal document, 1980). The Marquez has never been investigated for its potential to host an ISR amenable deposit. The studies to date on the Marquez property predate the emergence of In-Situ Recovery (ISR) technology as a proven alternative to conventional mining methods. Potential amenability of Marquez mineralization to ISR will be evaluated by the Company's technical team whose members are recognized experts in ISR technology and its application.

Nose Rock, New Mexico

The Nose Rock project is located in McKinley County New Mexico, USA on the northern edge of the Grants Uranium District, approximately 10 miles north-northeast of the Company's cornerstone Crownpoint Project. The Nose Rock property consists of 42 owned unpatented lode mining claims comprising over 800 acres (approximately 335 hectares). The property and surrounding area were extensively explored during the 1970s and 1980s by Phillips Uranium Corp. (Phillips), a subsidiary of Phillips Petroleum. More than 180 holes were drilled within the current property boundary. In the late 1970s, Phillips began mine planning on the greater Nose Rock area. Production was expected to begin during the early 1980s by conventional underground mining methods but the Nose Rock project was not advanced owing to the decline in the price of uranium in 1980 (Alief, 2009).

The Nose Rock property contains a historical mineral resource estimated at 309,570 tons averaging 0.146% U3O8 for a "measured mineral resource" totalling 905,681 pounds U3O8, and 574,521 tons averaging 0.147% U3O8 for an "indicated mineral resource" containing 1,687,805 pounds U3O8 , for a combined "measured and indicated mineral resource" of 884,091 tons at an average grade of

0.147% U3O8 for a total of 2,593,486 pounds U3O8 plus 167,012 tons averaging 0.135% U3O8 for an "inferred mineral resource" of 452,129 pounds U3O8. The historical estimate was prepared for and in collaboration with Strathmore Resources by M. Hassan Alief, AIPG, CPG and documented in a report titled "Technical Report on Section 1-Nose Rock Uranium Property, McKinley County, New Mexico" dated February 9, 2009. A copy of this technical report is available on the SEDAR website under Strathmore's issuer profile at www.sedar.com. Strathmore and its affiliates were subsequently acquired by Energy Fuels in September 2013.

The U3O8 grade for the above historical estimate was calculated from gamma ray logs of the Phillips drill holes. Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to current NI 43-101 mineral resource estimates.

Moonshine Springs, Arizona

The Moonshine Springs project is located in Mohave County, Arizona, USA. The project comprises approximately 1000 acres (approximately 400 hectares), including 23 owned unpatented lode mining claims along with 7 unpatented lode mining claims and 320 acres of fee land held under lease. The current holding costs are approximately $4,600 per year, $1,600 for the private lease and $3,000 for the claims.

The property was previously explored during the 1970s and 1980s by Exxon Corp and later by Pathfinder. Sandstone hosted uranium occurs in at least three stratigraphic zones identified to date within the Triassic Chinle formation. The upper two zones lie at an average depth of 170 feet and are considered open pit candidates with the lower zone lying at a depth of 760 feet. Most of the known mineralization occurs below the ground water surface (water level depth of 120 feet) suggesting the possibility that the ore is amenable to ISR. The Company's technical team will further evaluate the ISR amenability of the mineralization at Moonshine Springs.

Several historical estimates of the uranium resource at Moonshine have been made including:

- Pathfinder historically reported the upper sand to contain 1.44 million pounds of U3O8 at an average grade of 0.325% using a cutoff of 0.15% in an open pit configuration with a strip ratio of 8.8:1. (Cogema Mining, internal report, 2004);
- Exxon reported a global resource figure for the upper two sands of 3.67 million pounds of U3O8 at a grade of 0.15%;
- Exxon reported an estimated resource for the lower sand of 1 million pounds of U3O8 at a grade of 0.26%. (Cogema Mining, internal report, 2004).

Notably Exxon reported that drilling intercepts of 6 feet or more grading 0.35% U3O8 were not uncommon. (Cogema Mining, internal report, 2004)

Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources or mineral reserves as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources or reserves as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to NI 43-101 conforming mineral resources.

White Canyon District, Utah

The White Canyon District, Utah property package includes the Geitus, Blue Jay, Marcy Look and Cedar Mountain projects, which are located 40-65 miles to the northwest of the White Mesa Mill at Blanding, Utah. White Canyon was one of the more recently discovered uranium districts and as such represents perhaps better upside for further delineation of mineable uranium mineralization than many of the more mature districts on the Colorado Plateau. The first modern exploration occurred in the 1970s and continued with notable production through the 1980s. Utah Power and Light Company (UP&L) conducted the bulk of the work on the first three deposits listed above. They are discussed in a Technical Report prepared by Snowden Mining Industry Consultants Pty Ltd. entitled "White Canyon Uranium: Uranium Projects, Utah, US; Project No. 7554" dated October 21, 2009, authored by Jason Froud and Trevor Bradley. A copy of this technical report is available on the SEDAR website under White Canyon Uranium Limited's issuer profile at www.sedar.com.

At the Geitus project, UP&L drilled 179 vertical diamond drillholes over an approximate 1600 foot strike length targeting uranium mineralization at depths of 390 to 450 feet below surface. All drill holes were geophysically logged, sampled and analyzed for uranium. Based on this drilling, UP&L completed an estimate of the tonnage and grade of the contained uranium mineralization in 1985.

At the Blue Jay project, UP&L carried out significant exploration activities during the 1970s and 1980s culminating in an estimate of tonnage and grade completed in the mid-1980s. A total of 492 drillholes were completed to an average depth of 292 feet. All drill holes were geophysically logged, sampled and analyzed for uranium.

Other operators conducted exploration at the Marcy Look and Cedar Mountain projects. The Company intends to review the data on these projects during the coming months and establish a plan for moving them forward.

The mineralization at the Geitus, Blue Jay and Marcy Look properties, all in the vicinity of Elk Ridge, occurs in the Shinarump member of the Triassic Chinle formation within paleochannels deeply incised into the underlying Moenkopi formation. The higher grade mineralization is localized by the presence of organic material, concentrated in lacustrine mudstones, immediately overlying the mineralized paleochannels.

The Cedar Mountain mineralization is in the Brushy Basin member of the J-Morrison Formation which is a fluvial sandstone. The mineralization at Cedar Mountain shows good continuity, the deposit is open in most directions and, following evaluation by the Company's technical team, may very well be suitable to ISR. The mineralization is significantly out of equilibrium with chemical assay values of uranium being 2 or more times the radiometric values. The depth to mineralization is approximately 100-120 feet. Cedar Mountain is located approximately 40 miles south of Price, Utah.

All of the claim groups are located on public lands administrated by the U.S. Bureau of Land Management.

QUARTERLY INFORMATION

The following is selected financial data from the Company's unaudited condensed interim consolidated financial statements prepared in accordance with IFRS for the last eight quarters ending with the most recently completed quarter ended March 31, 2016:

	Three Months Ended ($)						
	Mar. 31, 2016		**Dec. 31, 2015**		**Sep. 30, 2015**		**Jun. 30, 2015**
Total Revenues	—		—		—		—
Income (Loss)	4,848		(36,927)		71,450		(35,850)
Earnings (Loss) Per Share (basic and diluted)[(1)]	0.00		(0.00)		0.00		(0.00)
Total Assets	3,965,457		4,297,737		3,598,250		3,460,853

	Three Months Ended ($)						
	Mar. 31, 2015		**Dec. 31, 2014**		**Sep. 30, 2014**		**Jun. 30, 2014**
Total Revenues	—		—		—		—
Loss	(101,312)		(194,574)		(123,123)		(1,989,991)
Loss Per Share (basic and diluted)[(1)]	(0.00)		(0.00)		(0.00)		(0.04)
Total Assets	3,489,917		3,296,751		3,547,556		9,483,933

(1) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options.

The change in total assets during the three months ended March 31, 2016, December 31, 2015, September 30, 2015, June 30, 2015, March 31, 2015, and December 31, 2014 was due to the change of foreign exchange rates affecting the mineral properties held by a US subsidiary. The decrease in total assets during the three months ended September 30, 2014 was due to the sale of a subsidiary, including $3,878,414 of cash, to Timberline Resources Corp.

During the quarter ended December 31, 2015, the Company entered into a comprehensive asset purchase agreement with Energy Fuels Inc. which included the payment of USD$179,960 ($249,748) in cash at closing (paid) to Energy Fuels along with the issuance of 14.25 million of the Company's Class A common shares (issued at a fair value of $427,500) (see Mineral Properties section).

The income recorded during the three months ended March 31, 2016 and September 30, 2015 was primarily due to a realized gain on sale of marketable securities.

The increase in loss recorded for the three months ended June 30, 2014 was due to write downs of $1,378,239 of mineral properties.

RESULTS OF OPERATIONS

Three months ended March 31, 2016

The Company recorded an income of $4,848 ($0.00 per share) for the three months ended March 31, 2016 as compared to a loss of $101,312 ($0.00 per share) for the three months ended March 31, 2015. Individual items contributing to the decrease in loss of $106,160 are as follows:

- Professional fees of $12,562 (2015: $43,149) decreased from the prior period primarily due to lower rate of audit and legal fees and less activity in the current period;
- Staff costs of $21,440 (2015: $35,365) are mainly comprised of costs to the Chief Executive Officer for consulting services; the fees decreased from the prior period due to less activity and a decrease in staff;
- Mineral exploration and evaluation costs of $Nil (2015: $47,661) decreased from the prior period primarily due to decreased evaluation of potential property acquisitions;

- Other income of $Nil (2015: $45,207) in the previous period mainly represents a reversal of an amount due to a related party ($28,350) and a refund for staff costs from a government agency attributable to a prior period ($17,223);

- Realized gain on sale of marketable securities of $76,631 (2015: $3,705) resulting from the sale of 75,000 common shares of NexGen Energy Ltd. ("NexGen") for aggregate gross proceeds of $102,131 in the current period;

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

During the three months ended March 31, 2016, $72,651 (2015: $16,014) of cash was spent on maintenance fees and exploration costs associated with mineral properties.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations used approximately $41,000 of cash for the three months ended March 31, 2016 and approximately $29,000 of cash was received from investing activities.

The Company's aggregate operating, investing and financing activities during the three months ended March 31, 2016 resulted in a net decrease of $11,231 in its cash balance of $277,506 at December 31, 2015 to $266,275 at March 31, 2016. The Company's working capital deficiency was $31,973 at March 31, 2016.

The Company has no long-term liabilities.

TRANSACTIONS WITH RELATED PARTIES

During the three months ended March 31, 2016, the Company incurred $20,687 in staff costs for the Chief Executive Officer of which $19,534 was owed at March 30, 2016 (2015 - $Nil) and $7,500 in office and administration fees for the Chief Financial Officer.

These services were incurred in the normal course of operations for general corporate matters, attendance at committee and board meetings, as well as evaluating business opportunities. All services were made on terms substantially equivalent to those that prevail with arm's length transactions.

Key management includes Directors and Officers of the Company. The compensation paid or payable to key management for services during period ended March 31, 2016 and 2015 is as follows:

		2016		2015
Staff costs	$	20,687	$	13,908
Office and administration fees		7,500		-
Total key management compensation	$	28,187	$	13,908

FINANCIAL INSTRUMENTS

Classification of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, marketable securities and accounts payable and accrued liabilities. The Company classified its cash and cash equivalents and receivables as loans and receivables, which are measured at amortized cost. Marketable securities are classified as available-for-sale, which are measured at fair value through other comprehensive income (loss). Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

Fair Value of Financial Instruments

The Company classified the fair value of the financial instruments according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

- Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

The value of the marketable securities has been classified as Level 1. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy.

OUTSTANDING SHARE DATA

As at the date of this report, the Company had the following outstanding:

- 71,492,750 common shares.
- Stock options:

Expiry Date	Outstanding Options	Exercise Price ($)
December 7, 2017	25,000	0.45
December 19, 2019	2,795,000	0.05
December 31, 2019	475,000	0.05
January 6, 2021	950,000	0.05
	4,245,000	

OFF BALANCE SHEET ARRANGEMENTS

At March 31, 2016, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

CRITICAL ACCOUNTING ESTIMATES

The Company has prepared its condensed interim consolidated financial statements in accordance with IFRS. Note 3 to the audited consolidated financial statements for the year ended December 31, 2015 provides details of significant accounting policies and accounting policy decisions for significant or potentially significant areas that have had an impact on the Company's financial statements or may have an impact in future periods. There were no material changes to the accounting policies applied by the Company to the condensed interim consolidated financial statements for the three months ended March 31, 2016, from those applied to the audited consolidated financial statements for the year ended December 31, 2015.

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities, as well as revenues and expenses. There have been no changes to the Company's critical accounting estimates since December 31, 2015. Readers are encouraged to refer to the critical accounting policies and estimates as described in the Company's audited consolidated financial statements for the year ended December 31, 2015.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three months ended March 31, 2016 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

CONTINGENCIES

There are no contingent liabilities.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

RECENT ACCOUNTING POLICIES

Please refer to the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2016 on www.sedar.com.

RISK FACTORS AND UNCERTAINTIES

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Availability of financing

There is no assurance that additional funding will be available to the Company for additional exploration or for the substantial capital that is typically required in order to bring a mineral project to the production decision or to place a property into commercial production. There can be no assurance that enCore will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Title matters

While the Company has performed its diligence with respect to title of its properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements of transfer or other adverse land claims, and title may be affected by undetected defects.

Management

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the Company.

Economics of developing mineral properties

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines.

With respect to the Company's properties, should any mineral resource exist, substantial expenditures will be required to confirm that mineral reserves which are sufficient to commercially mine exist on its current properties, and to obtain the required environmental approvals and permits required to commence commercial operations. Should any resource be defined on such properties, there can be no assurance that the mineral resources on such properties can be commercially mined or that the metallurgical processing will produce economically viable, merchantable products. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (i) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (ii) availability and costs of financing; (iii) ongoing costs of production; (iv) market prices for the minerals to be produced; (v) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (vi) political climate and/ or governmental regulation and control.

The ability of the Company to sell and profit from the sale of any eventual mineral production from any of the Company's properties will be subject to the prevailing conditions in the global minerals marketplace at the time of sale. The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long term viability of the Company and its operations.

Foreign Exchange Risk

A portion of the Company's financial assets and liabilities are denominated in US dollars. The Company monitors this exposure, but has no hedge positions.

At March 31, 2016, a 5% change in the value to the US dollar as compared to the Canadian dollar would result in an immaterial change in net loss and shareholders' equity.

Credit Risk

Credit risk arises from cash held with banks and financial institutions and receivables. The maximum exposure to credit risk is equal to the carrying value of these financial assets. The Company's cash is primarily held with a major Canadian bank and a major US bank.

Interest Rate Risk

Interest rate risk mainly arises from the Company's cash and cash equivalents, which receive interest based on market interest rates. Fluctuations in interest cash flows due to changes in market interest rates are negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its current obligations as they become due. The majority of the Company's accounts payable and accrued liabilities are payable in less than 90 days. The Company prepares annual exploration and administrative budgets and monitors expenditures to manage short-term liquidity. Due to the nature of the Company's activities, funding for long-term liquidity needs is dependent on the Company's ability to obtain additional financing through various means, including equity financing. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable

Stage of Development

The Company's properties are in the exploration stage and the Company does not have an operating history. Exploration and development of mineral resources involves a high degree of risk and few properties which are explored are ultimately developed into producing properties. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other conditions.

Profitability of Operations

The Company is not currently operating profitably and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of the Company's properties, if production is, in fact, ever achieved. The Company has never earned a profit. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

Uranium and Other Mineral Industries Competition is Significant

The international uranium and other mineral industries are highly competitive. The Company will be competing against competitors that may be larger and better capitalized, have state support, have access to more efficient technology, and have access to reserves of uranium, gold and other mineral that are cheaper to extract and process. As such, no assurance can be given that the Company will be able to compete successfully with its industry competitors.

Fluctuations in Metal Prices

Although the Company does not hold any known mineral reserves of any kind, its future revenues, if any, are expected to be in large part derived from the future mining and sale of uranium, gold and other metals or interests related thereto. The prices of these commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the prices of uranium, gold and other metals, and therefore the economic viability of the Company's operations, cannot be accurately predicted.

Depending on the price obtained for any minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

The Company's Operations are Subject to Operational Risks and Hazards Inherent in the Mining Industry

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution; accidents; industrial and transportation accidents, which may involve hazardous materials; labour disputes; power disruptions; catastrophic accidents; failure of plant and equipment to function correctly; the inability to obtain suitable or adequate equipment; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins; and encountering unusual or unexpected geological conditions and technical failure of mining methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's uranium and other mineral properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Mineral Reserve and Resource Estimates are Only Estimates and May Not Reflect the Actual Deposits or the Economic Viability of Gold Extraction

Reserve and resource figures included for uranium, gold and other minerals are estimates only and no assurances can be given that the estimated levels of uranium, gold and other minerals will actually be produced or that the Company will receive the uranium, gold and other metal prices assumed in determining its reserves. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Company believes that the reserve and resource estimates included are well established and reflect management's best estimates, by their nature reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations in uranium, gold and other metals, as well as increased capital or production costs or reduced recovery rates, may render ore reserves containing lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. The evaluation of reserves or resources is always influenced by economic and technological factors, which may change over time.

Exploration, Development and Operating Risk

The exploration for and development of uranium, gold and other mineral properties involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical, drilling and other related costs which appear to be rising; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

Government Regulation

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

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.
Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

The Company has No History of Mineral Production or Mining Operations

The Company has never had uranium, gold and other mineral producing properties. There is no assurance that commercial quantities of uranium, gold and other minerals will be discovered at the Properties or other future properties nor is there any assurance that the Company's exploration program thereon will yield positive results. Even if commercial quantities of uranium, gold and other minerals are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where uranium, gold and other mineral resources can profitably be produced there from. Factors which may limit the ability of the Company to produce uranium, gold and other mineral resources from its properties include, but are not limited to, the spot prices of gold and other metals, availability of additional capital and financing and the nature of any mineral deposits.

The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. Substantially all of the Common Shares can be resold without material restriction in Canada.

The Company could be deemed a passive foreign investment company which could have negative consequences for U.S. investors.

Depending upon the composition of the Company's gross income or its assets, the Company could be classified as a passive foreign investment company ("PFIC") under the United States tax code. If the Company is declared a PFIC, then owners of the common shares who are U.S. taxpayers generally will be required to treat any "excess distribution" received on their common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund ("QEF") election or a mark-to-market election with respect to the common shares. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of the Company's net capital gain and ordinary earnings for any year in which the Company is classified as a PFIC, whether or not the Company distributes any amounts to its shareholders. U.S. investors should consult with their tax advisors for advice as to the U.S. tax consequences of an investment in the common shares.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A, and in certain documents incorporated by reference herein, contain "forward-looking statements" within the meaning of applicable securities legislation In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. The Company believes the expectations reflected in those forward -looking statements are reasonable, but there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

In particular, this MD&A includes forward-looking statements pertaining to the following, among others:

- business strategy, strength and focus;
- proposed future expenditures;
- the satisfaction of certain conditions in respect of certain properties in which the Company may obtain an interest;
- the granting of regulatory approvals;
- the timing and receipt of regulatory approvals;
- the resource potential of the Company's properties;
- the estimated quantity and quality of mineral resources;
- projections of market prices, costs and the related sensitivity of distributions;
- expectations regarding the ability to raise capital and to continually add to resources through acquisitions and development;
- treatment under governmental regulatory regimes and tax laws, and capital expenditure programs;
- expectations with respect to the Company's future working capital position; and
- capital expenditure programs.

With respect to forward-looking statements contained in this MD&A, assumptions have been made regarding, among other things:

- the future price of commodities;
- geological estimates in respect of mineral resources;
- future development plans for the Company's properties unfolding as currently envisioned;
- future capital expenditures to be made by the Company;
- future sources of funding for the Company's capital program;
- the Company's future debt levels;
- the ability of the Company to make payments required to maintain its existing and future exploration licenses and option agreements in good standing;
- the timing, amount and cost of estimated future production;

- costs and timing of the development of new deposits;
- the regulatory framework governing royalties, taxes and environmental matters in Nevada and any other jurisdictions in which the Company may conduct its business in the future;
- the impact of any changes in the laws applicable in Nevada;
- the ability of the Company to obtain exploration licenses, access rights, approvals, permits and licenses, and the timing of receipt of such items;
- the Company's ability to obtain qualified staff and equipment in a timely and cost-efficient manner;
- the impact of increasing competition on the Company;
- the intentions of the Company's board of directors will respect to executive compensation plans and corporate governance programs; and
- future exchange rates will be consistent with the Company's expectations.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors below and elsewhere in this MD&A:

- the speculative nature of exploration, appraisal and development of mineral properties;
- there are no known mineral resources or commercial quantities of mineral reserves on the Company's properties;
- uncertainties in access to future funding for exploration and development of the Company's properties;
- changes in the cost of operations, including costs of extracting and delivering minerals to market, that affect potential profitability of the Company;
- operating hazards and risks inherent in mineral exploration and mining;
- volatility in global equities, commodities, foreign exchange, market price of precious and base metals and a lack of market liquidity;
- unexpected costs or liabilities for environmental matters, including those related to climate change;
- changes to laws or regulations, or more stringent enforcement of current laws or regulations;
- ability of the Company to obtain and maintain required exploration licenses, access rights, approvals or permits;
- unexpected defects in the Company's rights or title to its properties, or claims by other parties over the Company's properties;
- competition for financial resources and technical facilities;
- ability of the Company to retain the services of its directors or officers;
- in the Company disposes of its properties, it may not be able to acquire other mineral properties of merit;
- unexpected and uninsurable risks may arise;
- limitations on the transfer of cash or assets between the Company and its foreign subsidiaries, or among such subsidiaries, could restrict the Company's ability to fund its operations efficiently;
- changes in the political and related legal and economic environment in jurisdictions in which the Company operates; and
- the other factors discussed under "Risk Factors" in this MD&A.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws.