

**UCORE RARE METALS INC.**  
**(A Development Stage Enterprise)**

Unaudited Interim Consolidated Financial Statements

**Third Quarter**  
**For the nine month period ended September 30, 2011**

In accordance with National instrument 51-102, released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the period ended September 30, 2011.

**UCORE RARE METALS INC.**

Condensed Interim Consolidated Statement of Financial Position

Expressed in Canadian dollars

(unaudited - Prepared by Management)

	September 30, 2011 \$	(Note 11) December 31, 2010 \$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	142,134	9,306,218
Short-term deposits	10,224,083	2,306,363
Marketable securities	11,250	30,500
Sales taxes recoverable	119,392	51,605
Prepaid expenses (note 7)	108,074	38,786
	<u>10,604,933</u>	<u>11,733,472</u>
<b>Capital assets</b>	60,533	66,273
<b>Resource properties and related deferred costs</b>	22,585,323	18,724,619
	<u>33,250,789</u>	<u>30,524,364</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	757,628	369,015
<b>Future income tax liability</b>	878,000	878,000
	<u>1,635,628</u>	<u>1,247,015</u>
<b>Shareholders' equity</b>		
Share capital (note 8)	37,510,977	31,102,550
Contributed surplus	4,573,819	4,036,691
Warrants (note 9)	2,740,011	4,884,270
Cumulative translation account	(703,283)	(413,646)
Accumulated other comprehensive loss	(34,500)	(15,250)
Deficit	(12,471,863)	(10,317,266)
	<u>31,615,161</u>	<u>29,277,349</u>
	<u>33,250,789</u>	<u>30,524,364</u>

Nature of operations (note 1)

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

**Approved on behalf of the Board of Directors***(s) Jim McKenzie***Jim McKenzie, Director***(s) Jos De Smedt***Jos De Smedt, Director**

**UCORE RARE METALS INC.**

Condensed Interim Consolidated Statements of Comprehensive Income

Expressed in Canadian dollars

(unaudited - Prepared by Management)

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2011	2010	2011	2010
	\$		\$	\$
<b>EXPENSES</b>				
Amortization	5,897	5,249	17,447	15,535
Investor relations and marketing	84,450	27,278	204,827	234,218
Office and premises	55,577	32,316	161,005	102,369
Professional services	93,955	34,209	377,002	62,563
Salaries and consultants	261,807	127,781	680,617	531,529
Securities and regulatory	32,227	7,380	82,642	49,176
Share-based payments	134,461	240,045	515,813	283,607
Travel	35,461	54,475	187,218	194,407
	<u>703,835</u>	<u>528,733</u>	<u>2,226,571</u>	<u>1,473,404</u>
<b>OTHER INCOME (LOSS)</b>				
Interest income	60,015	1,612	67,720	5,183
Foreign exchange	2,642	(1,562)	4,254	(6,639)
	<u>62,657</u>	<u>50</u>	<u>71,974</u>	<u>(1,456)</u>
<b>LOSS BEFORE INCOME TAXES</b>	<u>(641,178)</u>	<u>(528,683)</u>	<u>(2,154,597)</u>	<u>(1,474,860)</u>
<b>FUTURE INCOME TAX RECOVERY</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET LOSS FOR THE PERIODS</b>	<u>(641,178)</u>	<u>(528,683)</u>	<u>(2,154,597)</u>	<u>(1,474,860)</u>
<b>Loss per share - basic and diluted</b>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.01)</u>	<u>(0.02)</u>
<b>Weighted average number of common shares outstanding</b>	<u>150,549,752</u>	<u>106,016,456</u>	<u>147,533,437</u>	<u>94,369,182</u>
<b>COMPREHENSIVE LOSS:</b>				
Net loss for the periods	(641,178)	(528,683)	(2,154,597)	(1,474,860)
Unrealized gain (loss) on available-for-sale securities	(6,000)	5,000		500
	<u>(647,178)</u>	<u>(523,683)</u>	<u>(2,154,597)</u>	<u>(1,474,360)</u>

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

**UCORE RARE METALS INC.**

Interim Consolidated Statement of Changes in Equity

Expressed in Canadian dollars

(unaudited - Prepared by Management)

	Number of Shares	Share Capital	Contributed Surplus	Warrants	Cumulative translation account	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity
<b>Balance at January 1, 2010</b>	86,475,198	\$ 20,306,580	\$ 3,050,800	\$ 2,320,708	\$ -	\$ (24,500)	\$ (6,511,436)	\$ 19,142,152
Net Loss							(1,474,860)	(1,474,860)
Unrealised loss on available for sale securities						-		-
Foreign currency translation adjustment					183,726	500		184,226
Share-based payments			315,967					315,967
Shares issued on exercise of warrants	4,634,625	967,018						967,018
Fair value of warrants exercised		872,610		(872,610)				-
Shares issued on exercise of options	35,000	3,500						3,500
Fair value of options exercised		3,150	(3,150)					-
Expiry of warrants			962,400	(962,400)				-
Private placement (net of costs)	18,181,818	2,465,015		1,151,880				3,616,895
<b>Balance at September 30, 2010</b>	<b>109,326,641</b>	<b>\$ 24,617,873</b>	<b>\$ 4,326,017</b>	<b>\$ 1,637,578</b>	<b>\$ 183,726</b>	<b>\$ (24,000)</b>	<b>\$ (7,986,296)</b>	<b>\$ 22,754,898</b>
<b>Balance at January 1, 2011</b>	<b>136,653,253</b>	<b>\$ 31,102,550</b>	<b>\$ 4,036,691</b>	<b>\$ 4,884,270</b>	<b>\$ (413,646)</b>	<b>\$ (15,250)</b>	<b>\$ (10,317,266)</b>	<b>\$ 29,277,349</b>
Net Loss							(2,154,597)	(2,154,597)
Unrealised loss on available for sale securities						(19,250)		(19,250)
Foreign currency translation adjustment					(289,637)			(289,637)
Share-based payments			574,878					574,878
Shares issued under private placement								-
Shares issued on exercise of warrants	14,636,499	4,186,418						4,186,418
Fair value of warrants exercised		2,144,259		(2,144,259)				-
Shares issued on exercise of options	75,000	40,000						40,000
Fair value of options exercised		37,750	(37,750)					-
<b>Balance at September 30, 2011</b>	<b>151,364,752</b>	<b>\$ 37,510,977</b>	<b>\$ 4,573,819</b>	<b>\$ 2,740,011</b>	<b>\$ (703,283)</b>	<b>\$ (34,500)</b>	<b>\$ (12,471,863)</b>	<b>\$ 31,615,161</b>

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

**UCORE RARE METALS INC.**

Condensed Interim Consolidated Statements of Cash Flows

Expressed in Canadian dollars

(unaudited - Prepared by Management)

	For the Nine Months Ended September 30	
	2011	2010
	\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the periods	(2,154,597)	(1,479,222)
Adjustments for items not involving cash:		
Amortization	17,447	15,535
Share based payments	515,813	287,969
	<u>(1,621,337)</u>	<u>(1,175,718)</u>
Change in non-cash operating working capital:		
Decrease (increase) in sales taxes recoverable	(67,787)	(2,736)
Decrease (increase) in prepaid expenses	(69,288)	(14,889)
Increase (decrease) in accounts payable and accruals	(162,967)	542,886
	<u>(1,921,379)</u>	<u>(650,457)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of common shares and warrants for cash	-	4,000,000
Issuance of common shares on exercise of options and warrants	4,226,418	970,518
Financing costs	-	(383,105)
	<u>4,226,418</u>	<u>4,587,413</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of capital assets	(11,707)	(2,050)
Resource property interests and options, net	(3,539,696)	(3,052,125)
Short-term deposits	(7,917,720)	(607,260)
	<u>(11,469,123)</u>	<u>(3,661,435)</u>
<b>INCREASE (DECREASE) IN CASH</b>	<b>(9,164,084)</b>	<b>275,521</b>
<b>CASH, beginning of periods</b>	<b>9,306,218</b>	<b>183,830</b>
<b>CASH, end of periods</b>	<b><u>142,134</u></b>	<b><u>459,351</u></b>
Non-cash financing and investment activities:		
Accounts payable and accrued liabilities related to resource properties and related deferred costs	(551,580)	268,527
Issuance of common shares on payment of property option agreements	-	(6,250)
Issuance of warrants as compensation pursuant to private placement financing	-	165,454

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

# UCORE RARE METALS INC.

Notes to Condensed Interim Consolidated Financial Statements  
For the nine month period ended September 30, 2011

(unaudited – Prepared by Management)  
(Expressed in Canadian dollars)

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## 1. NATURE OF OPERATIONS

Ucore Rare Metals Inc. (the “Company”) is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. To date, the Company has not earned significant revenues and is considered to be a development stage company. The recoverability of the amounts shown for resource properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, obtaining necessary financing and permitting to complete the development, and future profitable production or proceeds from the disposition thereof.

## 2. BASIS OF PRESENTATION AND FIRST-TIME ADOPTION OF IFRS

### Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. Accordingly, these unaudited condensed interim consolidated financial statements do not include all of the information and footnotes required by International Financial Reporting Standards (“IFRS”) for complete financial statements for year-end reporting purposes.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 11. This note includes reconciliations of equity and total comprehensive income for comparative periods and of equity at the date of transition reported under previous Canadian GAAP to those reported for those periods at the date of transition under IFRS.

The policies applied in these consolidated financial statements are presented in Note 3 and are based on the IFRS expected to be applicable as of December 31, 2011. The date the Board of Directors approved the financial statements is November 30, 2011.

### Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for available for sale financial assets and share based payments measured at fair value.

Items included in the financial statements of each of the Company’s subsidiaries are measured using the currency of the primary economic environment in which the entity operates (“functional currency”). The condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional and presentation currency of the Company.

### Use of estimates and judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated financial statements and in preparing the opening IFRS consolidated statement of financial position at January 1, 2010 for the purposes of the transition to IFRS, unless otherwise indicated. The exemptions the Company has taken in applying IFRS for the first time are set out in note 11.

# UCORE RARE METALS INC.

Notes to Condensed Interim Consolidated Financial Statements  
For the nine month period ended September 30, 2011

(unaudited – Prepared by Management)  
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(a) Consolidation:

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Ucore Resources LP (NS) Inc., Rare Earth One LLC (AK), Mineral Solutions LLC (AK), Landmark Alaska Limited Partnership (AK), Landmark Minerals Inc., 5621 N.W.T. Ltd. and Landmark Minerals US. All significant intercompany balances and transactions have been eliminated on consolidation.

(b) Resource properties and related deferred costs:

As a development stage enterprise, the Company defers all expenditures related to its resource properties until such time as the properties are put into commercial production, sold or abandoned. Under this method, all amounts shown as resource properties represent costs incurred to date less amounts amortized, received from exploration partners and/or written off, and do not necessarily represent present or future values.

If a property is put into commercial production, the expenditures will be depleted following the units of production method. If a property is sold or abandoned, or considered to be impaired in value, the expenditures will be charged to operations. The Company does not accrue the estimated future costs of maintaining in good standing its resource properties.

Resource properties are reviewed for impairment, on a property-by-property basis, whenever events or changes in circumstances indicate that the carrying amount of a resource property may not be recoverable. If the Company has sufficient information about a resource property to estimate future cash flows expected to be generated by the resource property then recoverability is measured by a comparison of the carrying amount to the estimated cash flows. If the Company does not have sufficient information about the resource property to estimate future cash flows expected to be generated by the resource property, then the carrying amount is compared to the estimated fair value. If the carrying amount exceeds the estimated future cash flows or estimated fair value, the resource property will be written down to its estimated fair value. The ultimate recoverability of the amounts capitalized for the resource properties is dependent upon the delineation of economically recoverable ore reserves, the Company's ability to obtain the necessary financing to complete their development and realize profitable production or proceeds from the disposition thereof.

Management's estimates of recoverability of the Company's investment in various projects have been based on current conditions. However, it is reasonably possible that changes could occur in the near term which could adversely affect management's estimates and may result in future write downs of capitalized property carrying values.

# UCORE RARE METALS INC.

Notes to Condensed Interim Consolidated Financial Statements  
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(c) Property option agreements:

From time to time, the Company may acquire or dispose of an interest in a resource property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable, in accordance with the terms of the options, are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

(d) Foreign currency translation:

i. Foreign currency transactions

In preparing the financial statements of each individual Company entity, transactions in currencies other than the entity's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised in the cumulative translation account and reclassified to profit or loss on repayment of the monetary items.

ii. Foreign operations

The results and financial position of all Company entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Shareholders' equity are translated at historical rates of exchange at the reporting date;
- All other balance sheet items are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each income statement presented are translated at average exchange rates for the period;
- All resulting exchange differences are recognised as a separate component of equity ("Cumulative translation account").

(e) Short-term deposits:

Short-term deposits consist of Guaranteed Investment Certificates which are convertible into cash without penalty with remaining maturities of one year, or less, when purchased.



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Notes to Condensed Interim Consolidated Financial Statements  
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(f) Future income taxes:

The Company follows the asset and liability method of accounting for income taxes. Under this method, the Company records future income taxes for the effect of any difference between the accounting and income tax basis of an asset or liability, using the enacted or substantively enacted income tax rates. Accumulated future income tax balances are adjusted to reflect changes in income tax rates that are substantively enacted, with the adjustment being recognized in earnings in the period that the change occurs. Future tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and deferred income tax liabilities of the same taxable entity are offset when they relate to taxes levied by the same taxation authority and the entity has a legally enforceable right to set off current tax assets against current tax liabilities. The principal temporary differences arise from differences between accounting and tax value of resource properties, deductible share issue costs, non-capital losses carried forward, and property plant and equipment.

(g) Share based payments:

The Company has a share-based compensation plan, which is described in note 9. Awards of options under this plan are expensed based on the estimated fair value of the options at the grant date, with a corresponding credit to share-based compensation in shareholders' equity. Fair value is measured using the Black-Scholes pricing model. If the options are subject to a vesting period, the estimated fair value is recognized over this period on a straight-line basis, based on the Company's estimate of the shares that will eventually vest.

Equity-settled share based payment transactions with parties other than employees and those providing similar services are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Consideration paid by employees on the exercise of stock options is credited to share capital together with the amounts originally recorded as share based compensation related to the exercised options.

(i) Loss per share:

The calculation of basic loss per common share is based on net loss divided by the weighted average number of common shares outstanding. The Company follows the treasury stock method of calculating diluted per share amounts. Since the Company has a net loss for all years being presented, the effect of the exercise of options and warrants has not been included in the calculation as it would be anti-dilutive.

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(j) Capital assets:

Capital assets are recorded at cost. The Company provides for amortization using the declining balance method at rates designed to amortize the cost of the capital assets over their estimated useful lives. The annual amortization rates are as follows:

Asset	Basis	Rate
Office equipment	Declining balance	30%
Exploration equipment	Declining balance	30%

(k) Flow-through shares:

The Company has, in prior years, financed portions of its exploration activities through the issuance of flow-through shares. The income tax attributes of the related exploration expenditures are renounced to investors in accordance with income tax legislation. The proceeds received on the issue of flow-through shares are allocated between share capital and the obligation to deliver the tax deduction to investors. This allocation is based on the difference between the quoted price of the Company's non-flow through shares and the amount the investor pays for the flow-through shares.

(l) Marketable securities:

Marketable securities are measured at fair value based on quoted market prices, with changes in fair value recorded in other comprehensive income (loss) or in the Statement of Operations to the extent that the decline in value is considered to be other than temporary.

# UCORE RARE METALS INC.

Notes to Condensed Interim Consolidated Financial Statements  
For the nine month period ended September 30, 2011

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## 4. FUTURE CHANGES IN ACCOUNTING POLICIES

IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The Company has not early adopted IFRS 9 and is currently evaluating the impact on its financial statements.

The following IFRS standards have been recently issued by the IASB: IFRS 13 Fair Value Measurement, IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities. The Company is assessing the impact of these new standards, but does not expect them to have a significant effect on the condensed consolidated interim financial statements.

## 5. CAPITAL MANAGEMENT

The Company's capital consists of share capital, contributed surplus and warrants. The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financings. Future financings are dependent on market conditions, and there can be no assurance the Company will be able to raise funds in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

## 6. FINANCIAL INSTRUMENTS

The Company recognizes financial instruments based on their classification. Depending on the financial instruments' classification, changes in subsequent measurements are recognized in net income or comprehensive income (loss).

If a financial instrument is measured at fair value, changes in its fair value shall usually be recognized in the period in which the change occurs, with some exceptions, such as available-for-sale investments. For investments designated as being available-for-sale, changes in the fair value shall be recorded directly in shareholders' equity in a separate account called "Accumulated Other Comprehensive Income (Loss)" until the asset is disposed of or is impaired. At that time, the gains and losses are transferred to the Statement of Comprehensive Income.

The Company has implemented the following classifications:

- Cash and short-term deposits are short term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less on the date they are acquired by the Company.
- Marketable securities are classified as available-for-sale financial assets and are marked to market with changes in fair value recognized in other comprehensive income (loss) each period or in the Statement of Comprehensive Income to the extent the decline in value is considered to be other than temporary.
- Sales taxes recoverable, accounts receivable and due from related parties are classified as "Loans and Receivables". After their initial fair value measurement, they are measured at amortized cost using the effective interest method, less impairment losses.
- Accounts payable and due to related parties are classified as "Other Financial Liabilities". After their initial fair value measurement, they are measured at amortized cost using the effective interest method.

# UCORE RARE METALS INC.

Notes to Condensed Interim Consolidated Financial Statements  
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## Fair value

The fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The carrying values of cash, short-term deposits, accounts receivable, due to/from related parties, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. The fair value of all quoted investments is determined based on current bid prices.

## Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. Short-term deposits are held in interest bearing instruments that can be converted to cash without penalty at any time and are recorded at fair value.

## Foreign currency rate risk

A significant portion of the Company's transactions occur in United States dollars and accordingly, the related financial assets are subject to fluctuations in the respective exchange rates. At September 30, 2011, the Company had net US dollar financial liabilities of \$136,000. A 10% weakening in the exchange rate would result in a foreign exchange loss of \$13,600. (A 10% strengthening would have an equal but opposite impact).

## Concentration of credit risk

Management does not believe it is exposed to any significant concentration of credit risk. All of the sales taxes recoverable are with the Government of Canada.

## Interest rate risk

The Company has cash, short-term deposits and no interest-bearing debt. The Company's short term funds are held primarily in guaranteed investment certificates, the rates of which are fixed for periods ranging up to one year. A one-percent change in the interest rate for these instruments would affect the Company by an annualized amount of interest equal to approximately \$104,000.

## 7. RELATED PARTY TRANSACTIONS

As at September 30, 2011 the Company has recorded an advance, for corporate expenses, to an Officer of the Company in the amount of \$13,095 as a prepaid expense (December 31, 2010 - \$13,095), which is non-interest bearing with no fixed terms of repayment.

During the period ended September 30, 2011, the Company entered into transactions with related parties as follows:

Geological consulting fees paid to a company owned by a director of the Company	\$ 60,500
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All related party transactions were in the normal course of operations and were valued at the exchange amount agreed to between the parties.

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Notes to Condensed Interim Consolidated Financial Statements  
For the nine month period ended September 30, 2011

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## 8. SHARE CAPITAL

On June 18, 2010, the Company completed a brokered private placement financing of 18,181,818 units at a price of \$0.22 per unit, for aggregate gross proceeds of \$4,000,000. Each unit consisted of one common share and one half warrant, with each full warrant entitling the holder to purchase an additional common share at a price of \$0.30 until June 18, 2012. The value allocated to the common shares was \$2,909,091 and the value allocated to the warrants was \$1,090,909. The Company paid broker fees of 7% of the gross proceeds in cash and broker warrants equal to 7% of the units issued. Each broker warrant gives the right to purchase one common share at a price of \$0.22 for a period of two years. A total of \$280,000 and 1,272,727 broker warrants were paid and issued. Other costs associated with the private placement totaled \$103,105.

The value allocated to the warrants was based on the Black-Scholes model, using an assumed volatility of 115% and an expected life of 2 years, resulting in the following allocation of proceeds and costs between common shares and warrants:

	Common Shares Ascribed Value \$	Warrants Ascribed Value \$	Total \$
<b>Gross Proceeds</b>	<b>2,909,091</b>	<b>1,090,909</b>	<b>4,000,000</b>
Cash costs	(278,622)	(104,483)	(383,105)
Broker Warrants	(165,454)	165,454	-
<b>Net Proceeds</b>	<b>2,465,015</b>	<b>1,151,880</b>	<b>3,616,895</b>

On December 9, 2010, the Company completed a brokered private placement financing of 25,000,000 units at a price of \$0.40 per unit, for aggregate gross proceeds of \$10,000,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.55 until December 9, 2012. The value allocated to the common shares was \$6,780,000 and the value allocated to the warrants was \$3,250,000. The Company paid finder's fees of 7% of the gross proceeds in cash and issued broker's warrants equal to 7% of the units issued. Each broker's warrant gives the holder the right to purchase one common share at an exercise price of \$0.40 for a period of two years. A total of \$700,000 and 1,750,000 broker's warrants were paid and issued. Other costs associated with the private placement totaled \$171,386. \$283,201 of the issued costs have been allocated to the issue of the warrants. An officer of the Company purchased 75,000 of the units issued. A director of the Company purchased 50,000 of the units issued.

The value allocated to the warrants was based on the Black-Scholes model, using an assumed volatility of 88% and an expected life of 2 years, resulting in the following allocation of proceeds and costs between common shares and warrants:

	Common Shares Ascribed Value \$	Warrants Ascribed Value \$	Total \$
<b>Gross Proceeds</b>	<b>6,750,000</b>	<b>3,250,000</b>	<b>10,000,000</b>
Cash costs	(588,186)	(283,201)	(871,387)
Broker Warrants	(542,500)	542,500	-
<b>Net Proceeds</b>	<b>5,619,314</b>	<b>3,509,299</b>	<b>9,128,613</b>

# UCORE RARE METALS INC.

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## 9. SHARE BASED PAYMENTS

Changes in stock options during the nine month period ended September 30, 2011 and year ended December 31, 2010 are summarized as follows:

	Nine month period ended September 30, 2011		Year ended December 30, 2010	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
<b>Opening balance</b>	<b>5,269,920</b>	<b>0.61</b>	<b>4,177,420</b>	<b>0.59</b>
Granted	300,000	0.75	1,670,000	0.58
Exercised	(75,000)	0.53	(60,000)	0.10
Forfeited or expired	(102,000)	0.76	(517,500)	0.48
<b>Closing balance</b>	<b>5,392,920</b>	<b>0.61</b>	<b>5,269,920</b>	<b>0.61</b>

The following table summarizes information about the stock options outstanding and exercisable at September 30, 2011:

Exercise price per share \$	Number of outstanding options	Expiry Date	Number of exercisable options
0.10	425,000	April 24, 2014	318,750
0.21	150,000	June 10, 2014	112,500
0.35	250,000	August 6, 2014	250,000
0.38	200,000	February 2, 2015	200,000
0.40	300,000	August 19, 2015	200,000
0.45	150,000	July 2, 2013	150,000
0.47	850,000	March 31, 2013	850,000
0.49	20,000	December 1, 2015	6,666
0.50	300,000	October 2, 2011	300,000
0.67	1,150,000	September 29, 2015	766,666
0.84	250,000	September 21, 2014	187,500
0.75	300,000	July 29, 2016	-
0.97	47,600	November 16, 2011	47,600
1.00	100,000	February 1, 2012	100,000
1.04	750,000	December 21, 2011	375,000
1.22	50,320	March 14, 2012	50,320
1.25	100,000	June 13, 2012	100,000
	<b>5,392,920</b>		<b>4,015,502</b>

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## 10. WARRANTS

Changes in share purchase warrants during the nine month period ended September 30, 2011 and year ended December 31, 2010 are summarized as follows:

	Nine month period ended September 30, 2011		Year ended December 30, 2010	
	Number of warrants	Weighted average exercise price \$	Number of warrants	Weighted average exercise price \$
<b>Opening balance</b>	<b>32,514,899</b>	<b>0.39</b>	<b>18,538,750</b>	<b>0.30</b>
Granted	-	-	24,613,636	0.43
Exercised	(14,636,502)	0.29	(6,936,237)	0.23
Forfeited or expired	-	-	(3,701,250)	0.55
<b>Closing balance</b>	<b>17,878,397</b>	<b>0.47</b>	<b>32,514,899</b>	<b>0.39</b>

The following table summarizes information about the warrants outstanding and exercisable at September 30, 2011:

Exercise price per share \$	Number of outstanding warrants	Expiry Date	Number of exercisable warrants
0.30	5,185,272	June 18, 2012	5,185,272
0.22	50,000	June 18, 2012	50,000
0.55	11,674,999	December 9, 2012	11,674,999
0.40	968,126	December 9, 2012	968,126

## 11. TRANSITION TO IFRS

The accounting policies set out in note 3 have been applied for all periods presented in the condensed interim consolidated financial statements for the period ended September 30, 2011.

In preparing its opening IFRS statement of financial position, the Company has adjusted amounts reported previously in its financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables.

The transition from Canadian GAAP to IFRS has had no effect upon the reported cash flows generated by the Company. The reconciling items between the Canadian GAAP presentation and the IFRS presentation have no net impact on the cash flows generated.

IFRS 1 – First time adoption of International Financial Reporting Standards (“IFRS”) sets forth guidance for the initial adoption of IFRS. Under IFRS 1, the standards are applied retrospectively at the date of transition with all adjustments to assets and liabilities taken to retained earnings unless certain exemptions are applied. The Company has applied the following exemptions to its opening statement of financial position dated January 1, 2010.

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## Business combination election

The election allows the Company to adopt IFRS 3 prospectively from the date of transition.

## Cumulative translation differences

The election allows the Company to deem the cumulative translation difference to zero at the transition date.

## Share based payments

The election allows application of IFRS 2, Share-Based Payments only to equity instruments granted after November 7, 2002 that had not vested by the transition date.

### (a) Functional currency and foreign operations

IFRS requires that the functional currency of each entity in the consolidated Company be determined separately in accordance with IAS 21 – Foreign exchange and should be measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The Company’s presentation currency is the Canadian dollar.

Under IFRS, the results and financial position of all Company entities that have a functional currency different from the Company’s presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet are translated at the closing rate at the date of the balance sheet;
- Income and expenses are translated at the average rates;
- All resulting exchange differences are recognized as a separate component of equity.

As a result of the conversion to IFRS, non-monetary assets, which include Resource properties and related deferred costs, are now translated at the closing rate at the date of the balance sheet. Under Canadian GAAP, these assets were translated at historic exchange rates in effect at the time of acquisition of the asset. This change in policy has resulted in a change in the carrying value of Resource properties and related deferred costs and the Cumulative translation account, as outlined in the following schedules.

### (b) Flow-through shares

Under IFRS, the proceeds received from the issuance of flow-through shares must be allocated between share capital and the obligation to deliver the tax deduction. This allocation is based on the difference between the quoted price of the Company’s non-flow through shares and the amount the investor pays for the flow-through shares.

Under Canadian GAAP, share capital is reduced by the amount of the estimated tax benefit transferred to investors. The renunciation of expenditures associated with all flow-through shares issued by the Company was completed and recognized in accordance with Canadian GAAP prior to the Transition Date. As a result of the conversion to IFRS, both share capital and accumulated deficit have been adjusted as outlined in the following schedules.

### (c) Stock based compensation

Under IFRS, each tranche of a stock-based award with different vesting dates is considered a separate grant for the calculation of fair value, and the resulting fair value was amortized over the vesting period of the respective tranches. Forfeiture estimates are recognized in the period they were estimated, and revised for actual forfeitures in subsequent periods.

Under Canadian GAAP the fair value of stock-based awards with graded vesting was calculated as a single grant and the resulting fair value was recognized over the vesting period for the grant. Forfeitures were recognized as they occurred. As a result of the conversion to IFRS, resource properties, contributed surplus, loss, and deficit balances were adjusted as follows.



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Notes to Condensed Interim Consolidated Financial Statements  
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## 11. Transition to IFRS (continued)

### Reconciliation of equity as reported under Canadian GAAP and IFRS at September 30, 2010

	IFRS	Effect of transition to IFRS			Canadian GAAP
		Functional Currency Note 11(a)	Flow-through Shares Note 11(b)	Stock-based Compensation Note 11(c)	
	\$				\$
<b>ASSETS</b>					
<b>Current assets</b>					
Cash	459,351				459,351
Short-term deposits	2,600,793				2,600,793
Marketable securities	21,750				21,750
Sales taxes recoverable	26,628				26,628
Prepaid expenses	49,535				49,535
	3,158,057				3,158,057
<b>Capital assets</b>	53,880				53,880
<b>Resource properties and related deferred costs</b>	21,005,551	122,788		(2,585)	20,885,348
	24,217,488				24,097,285
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current liabilities</b>					
Accounts payable and accrued liabilities	584,590				584,590
<b>Future income tax liability</b>	878,000				878,000
	1,462,590				1,462,590
<b>Shareholders' equity</b>					
Share capital	24,617,873		616,260		24,001,613
Contributed surplus	4,326,017			(4,075)	4,330,092
Warrants	1,637,578				1,637,578
Cumulative translation account	183,726	183,726			-
Accumulated other comprehensive loss	(24,000)				(24,000)
Deficit	(7,986,296)	(60,938)	(616,260)	1,490	(7,310,588)
	22,754,898				22,634,695
	24,217,488				24,097,285

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## 11. Transition to IFRS (continued)

### Reconciliation of equity as reported under Canadian GAAP and IFRS at December 31, 2010

	Effect of transition to IFRS			Canadian GAAP
	IFRS	Functional Currency Note 11(a)	Flow-through Shares Note 11(b)	
				\$
<b>ASSETS</b>				
<b>Current assets</b>				
Cash	9,306,218			9,306,218
Short-term deposits	2,306,363			2,306,363
Marketable securities	30,500			30,500
Sales taxes recoverable	51,605			51,605
Prepaid expenses	38,786			38,786
	11,733,472			11,733,472
<b>Capital assets</b>	66,273			66,273
<b>Resource properties and related deferred costs</b>	18,724,619	(474,584)		19,243,927
	30,524,364	(474,584)		31,043,672
			(44,724)	
			(44,724)	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
<b>Current liabilities</b>				
Accounts payable and accrued liabilities	369,015			369,015
<b>Future income tax liability</b>	878,000			878,000
	1,247,015			1,247,015
<b>Shareholders' equity</b>				
Share capital	31,102,550		616,260	30,486,290
Contributed surplus	4,036,691		(11,800)	4,048,491
Warrants	4,884,270			4,884,270
Cumulative translation account	(413,646)	(413,646)		
Accumulated other comprehensive loss	(15,250)			(15,250)
Deficit	(10,317,266)	(60,938)	(616,260)	(9,607,144)
	29,277,349			29,796,657
	30,524,364			31,043,672

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## 11. Transition to IFRS (continued)

### Reconciliation of loss and comprehensive loss for the nine months ended September 30, 2010

	Effect of transition to IFRS		Canadian GAAP
	IFRS	Stock-based Compensation Note 11(c)	
			\$
<b>EXPENSES</b>			
Amortization	15,535		15,535
Investor relations and marketing	234,218		234,218
Office and premises	102,369		102,369
Professional services	62,563		62,563
Salaries and consultants	531,529		531,529
Securities and regulatory	49,176		49,176
Share-based payments	283,607	(4,362)	287,969
Travel	194,407		194,407
	<u>1,473,404</u>	<u>(4,362)</u>	<u>1,477,766</u>
<b>OTHER INCOME (LOSS)</b>			
Interest income	5,183		5,183
Gain (loss) on disposal of equipment	-		-
Foreign exchange	(6,639)		(6,639)
	<u>(1,456)</u>	<u>-</u>	<u>(1,456)</u>
<b>LOSS BEFORE INCOME TAXES</b>	<u>(1,474,860)</u>	<u>4,362</u>	<u>(1,479,222)</u>
<b>FUTURE INCOME TAX RECOVERY</b>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET LOSS FOR THE PERIODS</b>	<u>(1,474,860)</u>	<u>4,362</u>	<u>(1,479,222)</u>
<b>COMPREHENSIVE LOSS:</b>			
Net loss for the periods	(1,474,860)		(1,479,222)
Unrealized gain (loss) on available-for-sale securities	500		500
	<u>(1,474,360)</u>		<u>(1,478,722)</u>

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## 11. Transition to IFRS (continued)

### Reconciliation of loss and comprehensive loss for the three months ended September 30, 2010

	Effect of transition to IFRS		
	IFRS	Stock-based Compensation Note 11(c)	Canadian GAAP
			\$
<b>EXPENSES</b>			
Amortization	5,249		5,249
Investor relations and marketing	27,278		27,278
Office and premises	32,316		32,316
Professional services	34,209		34,209
Salaries and consultants	127,781		127,781
Securities and regulatory	7,380		7,380
Share-based payments	240,045	78,199	161,846
Travel	54,475		54,475
	<u>528,733</u>	<u>78,199</u>	<u>450,534</u>
<b>OTHER INCOME (LOSS)</b>			
Interest income	1,612		1,612
Gain (loss) on disposal of equipment	-		-
Foreign exchange	(1,562)		(1,562)
	<u>50</u>	<u>-</u>	<u>50</u>
<b>LOSS BEFORE INCOME TAXES</b>	<u>(528,683)</u>	<u>(78,199)</u>	<u>(450,484)</u>
<b>REFUNDABLE TAXES</b>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET LOSS FOR THE PERIODS</b>	<u>(528,683)</u>	<u>(78,199)</u>	<u>(450,484)</u>
<b>COMPREHENSIVE LOSS:</b>			
Net loss for the periods	(528,683)	(78,199)	(450,484)
Unrealized gain (loss) on available-for-sale securities	5,000		5,000
	<u>(523,683)</u>		<u>(445,484)</u>

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## 12. Subsequent Events

Subsequent to September 30, 2011, the company granted 1,920,000 stock options with an exercise price of \$0.55 per share and an expiry date of November 7, 2016.