

**UCORE RARE METALS INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED SEPTEMBER 30, 2014**

*This Management's Discussion and Analysis of Ucore Rare Metals Inc. ("Ucore" or the "Company"), prepared as of November 28, 2014, provides analysis of the Company's financial results for the period ended September 30, 2014. The following information should be read in conjunction with the unaudited financial statements and notes thereto for the period ended September 30, 2014 which are prepared in accordance with International Financial Reporting Standards. All amounts are expressed in Canadian dollars unless otherwise noted.*

*This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address anticipated operating costs, possible future resource property expenditures, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects, are considered forward-looking because we have used what we know and expect today to make a statement about the future. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements usually include words such as may, expect, plan, anticipate, budget, believe or similar words. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Additional details of the specific risks associated with the operations of the Company and such forward-looking statements are set out below under "Risks and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.*

## **Overview**

Ucore Rare Metals Inc. is a junior exploration company listed on the TSX Venture Exchange (the "Exchange"), whose corporate strategy is to build shareholder value through the exploration and development of economically viable rare earth element ("REE") properties. Ucore is currently focusing its exploration activities on its Bokan Mountain/Dotson Ridge property in Alaska, while exploring various options for advancement of its other properties.

On November 28, 2012, the Company released a preliminary economic assessment, prepared by Tetra Tech on the Bokan property, which estimated an NPV of \$577 million at a 10% discount rate and an IRR of 43%. Further details of the assessment are disclosed below.

On October 21, 2013, the Company released the results of an upgrade to the resource estimate for the Bokan property. Mineral Resources were modeled via five alternative total rare earth oxide (TREO) cut-off grades, with a baseline case ("Base Case") employing a TREO cut-off of 0.4%. The Base Case renders an Inferred Mineral Resource of 2.0 million tonnes grading 0.61% TREO, an Indicated Mineral Resource of 2.9 million tonnes grading .61% TREO, and a skew of approximately 40% HREO over TREO. Further details of the upgrade are disclosed below.

On February 18, 2014, Alaska Senator Bert Stedman (AK-R) presented an Amendment to Alaska Senate Bill No. 99 ("SB99" or "the Bill"), originated by Alaska State Senator Lesil McGuire (AK-R) in 2013. The amended Bill would give the Alaska Industrial Development and Export Authority ("AIDEA") the authority to issue long term bonds to finance the infrastructure and construction costs of the Bokan-Dotson Ridge rare earth project up to a Principal Amount of \$145,000,000 subject to its own board approval and due diligence. SB 99 passed through the Alaska State Senate in a unanimous vote, with all 20 senators voting in favor of the Bill.

On April 28, 2014, SB 99 passed the Alaska State Legislature in a unanimous vote with all 38 representatives in attendance voting in favor of the bill. AIDEA will undertake its due diligence subsequent to the completion by the Company of a feasibility study on the Bokan-Dotson Ridge property.

On April 17, 2014 the Company completed the third and final tranche of a non-brokered private placement for cumulative gross proceeds of \$7,878,126. The details of this offering are discussed in the liquidity and capital resources section.

On September 12, 2014 the Company completed a drill program on the Bokan-Dotson Ridge property. The purpose of this program is to upgrade the existing inferred resource to the indicated category under NI 43-101 guidelines, drilling multiple deep holes with the goal of expanding the existing resource at further depth, and to obtain supplementary data for use in the engineering and permitting of the project. The program consisted of 17 diamond drill holes totaling 3,960 meters. Assay results from these drill holes are being processed and are expected to be released in the near future. In addition, the Company also drilled 13 geo-tech holes and groundwater monitoring wells to be used for engineering and permitting with a total depth of 597 meters.

Until a decision is made to proceed with the commercial development of one of its properties, the annual level of exploration expenditures of the Company is dependent on the Company's ability to either raise capital through the sale of shares or to attract project financing to continue to finance its exploration programs.

## **Resource Property Interests**

Ucore's primary focus for the first three quarters of 2014 has been, and continues to be the Bokan-Dotson Ridge REE property in Alaska, where the Company has incurred the majority of its exploration expenditures for the past several years. Ucore's strategy continues to be, to the extent possible, to progress its properties, to seek strategic opportunities for the advancement of its properties or to release the properties. A detailed schedule of the Company's deferred exploration costs for the three and nine month periods ended September 30, 2014 is included in Schedule "A". and "B" respectively.

### ***Bokan Mountain/Dotson Ridge, Alaska***

In 2006, the Company acquired the right to the Bokan Mountain property through five separate option agreements to acquire a 100% interest in a parcel of unpatented mineral claims from underlying owners and through staking a 100% interest in an additional parcel of prospective ground. The option agreements provide for the Company to acquire a 100% interest in the optioned claims in exchange for total remaining payments of US\$90,000. The five vendors will retain Net Smelter Royalties ("NSR") ranging from 2% to 4% on their specific claims. The Company has the right to purchase between 33% and 100% of the NSR for cash payments of US\$500,000 to US\$1,000,000 per vendor.

On November 28, 2012, the Company reported the results of the Preliminary Economic Assessment ("PEA") completed by Tetra Tech of Vancouver, BC, regarding the Dotson Ridge Zone of the Company's Bokan Mountain heavy rare earth property in Southeast Alaska.

#### **Highlights of the PEA Include:**

- **Net Present Value (NPV):** \$577M at a 10% discount rate, pre-tax.
- **Internal Rate of Return (IRR):** 43%.
- **Payback Period:** 2.3 years.
- **Capital Cost:** \$221M, including a complete on-site rare earth oxide ("REO") separation plant, and a contingency provision in the amount of \$25M. Among the lowest capital outlays in the rare earth mining sector.

- **Mining Rate:** 1,500 tonnes per day (“TPD”), 75% of mill feed is eliminated via the use of Dual Energy X-Ray Transmission (“DEXRT”) sorting and magnetic separation, netting approximately 375 TPD to feed the leach circuit.
- **Average Total Rare Earth Recoveries:** 81.6%
- **Production of REOs at site:** Deployment of Solid Phase Extraction (“SPE”) technology to generate high purity individual rare earth oxides at the site.
- **REO Production:** Averaging 2,250 tonnes per year (“TPY”) during the first five years at full production, including 95 tonnes of dysprosium oxide, 14 tonnes of terbium oxide, and 515 tonnes of yttrium oxide.
- **Mine Life:** 11 years, based on existing Inferred Mineral Resource Estimate (April 21, 2011), excluding highly prospective expansion at depth, along strike, and other exploration targets at the I&L Zone and beyond.
- **Direct Employment:** 170 employees.
- **Ease of Shipping Access:** Only rare earth project with immediate deep water shipping facilities, resulting in prospective mine-mouth shipping rates among the lowest in the industry.
- **Elimination of Tailings on Surface at Closure:** Only known mine to eliminate tailings on surface at closure. All tailings will be placed underground via cemented paste backfill. The processing plant will generate approximately 735 TPD of tailings, significantly less than the mine requirement of approximately 1,030 TPD backfill.
- **Recycling of Nitric Acid:** Nitric acid that is not consumed in the leach circuit will be recycled through the use of diffusion dialysis, greatly reducing acid consumption by more than 75%, resulting in significant financial and environmental benefits.
- **Near Term, High Value Production:** Relative high percentage of rare earth metals strategically critical to the US defense, clean energy, aerospace, supercomputing and transportation sectors: including Tb, Dy and Y.
- **Excellent Geopolitical Support:** Offset of completion risk through strong legislative and financial support at state and federal levels.

### Overview of Bokan Project and PEA

Ucore’s Bokan Mountain project is located on Prince of Wales Island, Alaska, approximately 60 km southwest of Ketchikan, Alaska and 140 km northwest of Prince Rupert, British Columbia, with direct ocean access to the western seaboard and the Pacific Rim. The project is situated in the Tongass National Forest, within an area set aside for natural resource development.

The PEA has been completed based on the Inferred Resource Estimate Technical Report filed on April 21<sup>st</sup>, 2011 by Ucore, with the exclusion of the I&L Zone. The resource was estimated by R. J. Robinson of Aurora Geosciences. The resource incorporated into the current mine plan totals 5.3 million tonnes, with an average grade of 0.65% total rare earth oxides (“TREO”), at a cut-off grade of 0.4% TREO. Of the TREO, approximately 40% are comprised of heavy rare earth oxides. A summary of the operating assumptions and financial model for the project is as follows:

Item	Units	Year 1	Year 2	Annual for balance of mine life
Tonnes Mined	Mt	198,000	470,900	540,000
Tonnes Processed	Mt	198,000	470,900	540,000
Mined Grade TREO		0.416%	0.511%	0.473%
Recovery		81.6%	81.6%	81.6%

	(million \$US)
Total Revenue	\$2,546
Initial Capital Expenditure	\$221
Sustaining Capital	\$145
Total Before-Tax Cash Flow (undiscounted)	\$1,516
Before-tax NPV @ 8%	\$697
Before-tax NPV @ 10%	\$577
Before-tax NPV @ 12%	\$478
Before tax IRR (%)	43%

## Geology

The Dotson Ridge deposit is a well delineated REE mineralized vein-dike system related to the Mesozoic Bokan peralkaline granitic complex. The mineralized system is a tabular body exposed at the surface for a strike length of 3.5 km. The deposit was drilled to a depth of 450 m, and remains open both along strike and at depth. The system outcrops along the ridge so that it is readily accessible for drilling and bulk sampling. The REE-bearing veins can be visually identified from the surrounding host rock and the material is amenable to DEXRT sorting, as noted below. An existing road network provides access to all main target areas. There are a number of other occurrences of REE mineralization located within, or at the margins of the Bokan complex which remain highly prospective exploration targets.

### Proposed Mining Plan

The underground mine design was completed by Stantec of Tempe, AZ. The design contemplates trackless mining with adit access and blasthole stoping with paste backfill as the preferred mining method for the project. This mining approach will result in a production rate of 1,500 tonnes per day, at a 0.4% TREO cut-off grade.

The mine plan proposes the use of mill tailings as cemented paste backfill to fill the mined out areas of the underground workings. At full production, the mill will produce approximately 735 TPD of tailings and the mine will require 1,030 TPD of backfill. This will result in all tailings being placed underground as backfill, thereby eliminating the need for a tailings facility at surface upon mine closure. Waste rock will be utilized for the remainder of the backfill.

### Proposed Beneficiation and Processing Plan

The proposed processing flow sheet consists of three areas: physical beneficiation, leaching and downstream REO separation.

#### i) Physical Beneficiation

The mine will produce 1,500 TPD of mineralized material which will be crushed and split into four size ranges. The fines will by-pass the sorters and each of the other size ranges will feed one of three sorters utilizing dual energy x-ray transmission. This circuit will reject approximately 50% of the feed as waste. The concentrated

mineralized material will then be further crushed and ground in a rod mill. The resultant material will be processed by magnetic separators, which will reject a further 50% of their feed as waste.

In total, approximately 75% of non-REE bearing material will be discarded through the physical beneficiation process. The remaining 375 TPD of concentrated mineralized material is further ground to -40 um and then fed to the leaching circuit.

The physical beneficiation circuit results in significant savings in terms of initial capital expenditure and ongoing operating costs, due to reduced power and acid consumption during the leaching and separation process.

## ii) Leaching Circuit

The leaching circuit consists of a nitric acid leach process. The concentrated mineralized material is leached utilizing nitric acid heated to a temperature of 90° C. The resultant slurry is filtered, with solids then submitted to the backfill plant to be placed underground as cemented paste backfill. Prior to the pregnant solution continuing on to the separation circuit it is treated by diffusion dialysis in order to recover the unconsumed nitric acid. The recovered acid is then recycled into the leach circuit, resulting in significant operating cost savings.

## iii) REO Separation Circuit

The separation of individual rare earth oxides is achieved through the use of Solid Phase Extraction, a technology developed by IntelliMet LLC of Montana, in conjunction with Ucore. The pregnant leach solution generated by the nitric acid leach is introduced into a series of purpose-built SPE columns. The first stage of this process removes nuisance materials such as thorium, uranium, and iron from the solution. A subsequent series of columns then separates the rare earths into the following lanthanide sub-classes, Ce-La; Pr-Nd; Y; Sm-Eu-Gd; Tb-Dy; and Ho-Er-Tm-Yb-Lu. The final circuit of columns then separates the subclasses into individual rare earth chlorides, which can then be precipitated to generate individual purified rare earth oxides.

The SPE process produces chemical transfers of selective elements from the pregnant solution to a solid phase within a matter of seconds, giving the columns the capacity to process a large volume of solution in relatively small flow-through extraction units. The result is a relatively low initial capital cost for the SPE circuits. Waste products from the separation process will be returned underground as part of the cemented backfill.

## Capital Cost Estimate

Initial capital cost estimates for the project are as follows:

Item	Total Cost (million \$US)
<b>Direct Capital Cost</b>	
Site development	6.1
Mine underground	18.9
Mine surface facilities	23.8
Process	62.9
Tailings and waste rock management	10.1
Utilities	3.4
Buildings	3.0
Temporary facilities	5.2

Plant mobile equipment & misc.	1.4
Subtotal	134.7
<b>Indirect Capital Cost</b>	
Indirect construction costs	51.1
Owner's costs	10.9
Contingency	24.5
Subtotal	86.5
<b>Total Capital Cost</b>	<b>221.3</b>

Initial capital costs include all costs required to bring the facility to production. The ongoing sustaining capital costs are estimated to be \$145M over the 11 year mine life.

### Operating Cost Estimate

Item	Average Unit Cost (\$US/t mined)
Mining	41.69
Processing	54.83
G&A	13.56
Power	11.78
Misc.	0.93
<b>Total Operating Cost</b>	<b>122.78</b>

### REE Pricing Considerations

In developing rare earth pricing assumptions, a number of sources were considered by both Ucore and Tetra Tech. Price forecasts generated by analysts and Ucore's rare earth peer group vary widely. In selecting pricing assumptions, efforts were made to incorporate assumptions that were independent, supportable, and conservative. As a result, Tetra Tech has used a three-year trailing average of China FOB prices from October, 2009 to October, 2012 to establish prices for the rare earth oxides, except Ho, Lu, Yb & Er oxides, where two-year trailing averages were used due to limited Chinese market data. These prices are displayed in "Scenario 1" below. The Company also considered the impact of pricing REO's based on a 6-month trailing average and a 3-month trailing average. These results are displayed in "Scenario 2" and "Scenario 3" below, respectively.

	Pricing Scenario 1 3-Year trailing average	Pricing Scenario 2 6-Month trailing average	Pricing Scenario 3 3-Month trailing average
REO	\$US/kg	\$US/kg	\$US/kg
La <sub>2</sub> O <sub>3</sub>	48.69	20.85	18.42
Ce <sub>2</sub> O <sub>3</sub>	47.21	21.38	19.23
Pr <sub>2</sub> O <sub>3</sub>	113.10	110.00	103.08
Nd <sub>2</sub> O <sub>3</sub>	126.70	108.96	101.58
Sm <sub>2</sub> O <sub>3</sub>	57.74	71.79	61.42

Eu <sub>2</sub> O <sub>3</sub>	1,834.94	2,185.00	2010.00
Gd <sub>2</sub> O <sub>3</sub>	81.70	99.42	96.35
Tb <sub>2</sub> O <sub>3</sub>	1,520.83	1,907.12	1,840.38
Dy <sub>2</sub> O <sub>3</sub>	845.80	1,009.42	948.08
Ho <sub>2</sub> O <sub>3</sub>	211.39	107.25	107.05
Er <sub>2</sub> O <sub>3</sub>	88.20	153.61	140.08
Tm <sub>2</sub> O <sub>3</sub>	N/A	N/A	N/A
Yb <sub>2</sub> O <sub>3</sub>	102.79	124.07	110.51
Lu <sub>2</sub> O <sub>3</sub>	1,036.40	1,420.79	1,427.56
Y <sub>2</sub> O <sub>3</sub>	80.41	100.75	85.12
<b>NPV @ 10% Discount</b>	<b>\$577M</b>	<b>\$620M</b>	<b>\$513M</b>

### Economic Analysis and Sensitivity Analysis

The economic analysis was based on the mineral resource estimate filed by Ucore in April of 2011, totalling 5.3 million tonnes at an average grade of 0.65% TREO in the Inferred category. This resource is adequate to allow for an 11 year mine life, based on current mining assumptions including a mining rate of 1,500 TPD. TREO recoveries are expected to average 81.6%.

These assumptions, together with capital cost and operating cost estimates noted above, result in a before tax NPV, at a 10% discount rate, of \$577 million. The payback period for the project is 2.3 years from the start of production. The project generates a pre-tax IRR of 43%.

A sensitivity analysis was performed, to test the impact of changes to several key assumptions included in the economic model, with the following results:

Changes to selling price of REOs	NPV at 10%, \$US million	IRR, %
Increase of 20%	802	52%
Increase of 10%	690	47%
Base Case	577	43%
Decrease of 10%	464	38%
Decrease of 20%	352	33%

Changes in operating costs	NPV at 10%, \$ US million	IRR, %
Increase of 20%	519	40%
Increase of 10%	548	42%
Base Case	577	43%
Decrease of 10%	606	44%
Decrease of 20%	635	45%

Change in initial capital expenditure	NPV at 10%, \$ US million	IRR, %
Increase of 20%	526	37%

Increase of 10%	552	40%
Base Case	577	43%
Decrease of 10%	602	46%
Decrease of 20%	627	51%

### Environmental Assessment

Ucore is currently conducting environmental baseline studies to prepare for the forthcoming permitting process at the Dotson Ridge Project. The project plan is being developed in consultation with local stakeholders as well as state and federal regulators. A Plan of Operations, which will be based upon engineered facility designs advanced from the concepts presented in the PEA, will be submitted to the US Forest Service to initiate a National Environmental Policy Act review. Permitting advantages for the project include the elimination of a permanent surface tailings storage facility, due to the use of x-ray sorting technology, which will allow for 100% of the mill tailings to be placed in mined out areas underground as cemented paste backfill. The study includes cost estimates for site water management and treatment.

### Qualified Persons

The technical disclosures in this document have been reviewed and approved by Kenneth W. Collison, P. Eng. a consultant to and COO of Ucore.

### Cautionary Notes

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

### Overview of the Bokan Resource Upgrade

On October 21, 2013, the Company announced an upgraded resource estimate for the Bokan property, which was prepared by Aurora Geosciences (Alaska) Ltd. The base case renders an inferred mineral resource of 2.0 million tonnes grading 0.61% TREO, and indicated mineral resource of 2.9 million tonnes grading 0.61% TREO, and a skew of approximately 40% HREO over TREO.

In keeping with the initial mine design set out by Stantec Inc. of Tempe, AZ, ("Stantec"; released April 18, 2012), the upgraded Mineral Resource excludes the I&L Zone (previously included in the initial resource estimate released by the Company March 7, 2011). On the recommendation of Stantec, I&L mineralization, located outside of the primary Dotson Zone of mineralization, will be examined as part of a prospective Phase II mine expansion program after the commencement of initial mine production.

A summary of the upgraded mineral resource is as follows:

#### *Indicated Mineral Resource Estimate*

TREO CUT-OFF	TONNES	LREO (%)	HREO (%)	TREO (%)	Contained TREO (lbs)
0.2	3,609,000	0.332	0.229	0.561	44,623,264
0.3	3,350,000	0.347	0.238	0.584	43,119,056



<b>0.4</b>	<b>2,936,000</b>	<b>0.365</b>	<b>0.249</b>	<b>0.614</b>	<b>39,731,596</b>
0.5	2,104,000	0.407	0.273	0.679	31,486,697
0.6	1,273,000	0.462	0.305	0.766	21,491,601

*Inferred Mineral Resource Estimate*

TREO CUT-OFF	TONNES	LREO (%)	HREO (%)	TREO (%)	Contained TREO (lbs)
0.2	2,426,000	0.332	0.220	0.552	29,514,910
0.3	2,214,000	0.350	0.230	0.580	28,302,005
<b>0.4</b>	<b>1,995,000</b>	<b>0.366</b>	<b>0.239</b>	<b>0.605</b>	<b>26,601,729</b>
0.5	1,462,000	0.401	0.261	0.662	21,331,282
0.6	836,000	0.456	0.294	0.750	13,819,080

Notes:

1. Total Rare Earth Oxides (TREO) includes: La<sub>2</sub>O<sub>3</sub>, Ce<sub>2</sub>O<sub>3</sub>, Pr<sub>2</sub>O<sub>3</sub>, Nd<sub>2</sub>O<sub>3</sub>, Sm<sub>2</sub>O<sub>3</sub>, Eu<sub>2</sub>O<sub>3</sub>, Gd<sub>2</sub>O<sub>3</sub>, Tb<sub>2</sub>O<sub>3</sub>, Dy<sub>2</sub>O<sub>3</sub>, Ho<sub>2</sub>O<sub>3</sub>, Er<sub>2</sub>O<sub>3</sub>, Tm<sub>2</sub>O<sub>3</sub>, Yb<sub>2</sub>O<sub>3</sub>, Lu<sub>2</sub>O<sub>3</sub>, Y<sub>2</sub>O<sub>3</sub>
2. Heavy Rare Earth Oxides (HREO) includes: Eu<sub>2</sub>O<sub>3</sub>, Gd<sub>2</sub>O<sub>3</sub>, Tb<sub>2</sub>O<sub>3</sub>, Dy<sub>2</sub>O<sub>3</sub>, Ho<sub>2</sub>O<sub>3</sub>, Er<sub>2</sub>O<sub>3</sub>, Tm<sub>2</sub>O<sub>3</sub>, Yb<sub>2</sub>O<sub>3</sub>, Lu<sub>2</sub>O<sub>3</sub>, Y<sub>2</sub>O<sub>3</sub>
3. The mineral resource estimate was completed by Mr. Jim Robinson, a Senior Consulting Geologist at Aurora. Mr. Robinson is an independent qualified person for the purposes of NI 43-101 standards of disclosure for mineral projects of the Canadian Securities Administrators and has verified the data.
4. The resource estimate is based on:
  - A database of 80 diamond drill holes totaling 16,000 m and 56 surface channels totaling 200 m. This diamond drilling and channel sampling was completed by Ucore in 2008, 2009, 2010 and 2011 on the Dotson Ridge zone.
  - All geochemical analyses were performed by ALS Chemex, Eco-tech Laboratories Ltd., and Activation Laboratories.
  - The specific gravity (SG) used is the overall mean of 2.77, determined from 90 SG readings.
  - Block model was estimated by the Ordinary Kriging interpolation method on blocks of maximum 4 m x 4 m and minimum 1 m x 1 m dimensions.

- All REE assays exceeding the 95% confidence level (CL) were cut to the 95% CL for each element.
- All intercepts with a true width of less than 1.5 m were diluted to a potential mining width of 1.5m.

The drill-defined Mineral Resource at Bokan Dotson-Ridge commences at surface and is open both at depth and along strike. Additional information regarding significant drill results from the Company's 2009-2011 exploration programs and maps and sections detailing the drill-hole locations and individual REE values are available at: [www.ucore.com](http://www.ucore.com).

The Company is working towards the completion of a Feasibility Study, which will incorporate the results of this upgraded Mineral Resource estimate, together with additional resource modeling. Subsequent to quarter end, the Company issued a request for proposal to engage a consulting firm to prepare the study. Project permitting is also underway and the Company plans to have the Plan of Operations submitted within the current year. In addition, the Company completed a drilling program at the Bokan site during the third quarter, the results of which are being processed. The purpose of this program is to upgrade the existing inferred resource to the indicated category under NI 43-101 guidelines, drilling multiple deep holes with the goal of expanding the existing resource at further depth, and to obtain supplementary data for us in the engineering and permitting of the project.

#### **Expenditure on Bokan**

During the first three quarters of 2014 the Company has been focussed on environmental and permitting work as well as advancing its metallurgical processes. The Company also started and completed a drill program on the property as discussed above. Expenditures on environmental and permitting during the first three quarters totalled approximately \$204,000, of which \$127,000 was incurred during the third quarter. Expenditures on metallurgy were \$869,000 during the nine month period, of which \$411,000 was incurred in the three months ended September 30, 2014. The drilling program resulted in expenditure of approximately \$2.43 million, all of which was incurred in the three month period. During the nine month period, \$682,000 was spent on non-drilling geology based expenditures, of which \$459,000 was incurred in the third quarter. In total, the Company incurred expenditures totalling \$4.28 million on the project during the nine months ended September 30, 2014, including \$3.53 million in the third quarter. The impact of foreign exchange translation led to an increase in carrying value of \$694,000 during the nine month period and \$747,000 during the three month period. This foreign exchange balance increases or decreases the mineral properties balance depending on the strength of the US dollar versus the Canadian dollar.

#### ***Lost Pond, Newfoundland and Labrador***

The Company holds a 100% interest in certain claims in the Lost Pond uranium and rare earth element property, located east of Stephenville, Newfoundland. The Company's 100% interest is subject to a 2% NSR (1% on contiguous claims optioned from third parties), 50% of which can be purchased by the Company for cash payments of \$500,000 to \$1,000,000 to each of three different vendors.

In 2013, due to uncertain plans for future development of these claims, the Company identified an impairment indicator. As a result, during the fourth quarter of 2013, the Company wrote down the carrying value of the Lost Pond property by \$800,000 to \$nil.

#### ***Ray Mountains, Alaska***

During 2012, the Company acquired through physical staking and claim recording approximately 11,400 acres located in the Ray Mountains, Alaska. Limited work was completed on the project during the year, primarily consisting of initial geochemical analyses of mineral samples obtained in the region. To date, approximately \$315,000 of expenditure has been incurred on the property. The costs consist of initial staking costs, and the aforementioned sample collection and geochemical analyses. Approximately \$27,000 was spent on the Ray

Mountains project during the first three quarters of 2014 as the Company continues its field program on the property including resampling and assay testing of key locations.

### ***Sandybeach Lake, Nunavut***

Ucore holds a 100% interest in the Sandybeach Lake property, located in southwestern Nunavut. The 18-square kilometre property is centered on Sandybeach Lake, located five kilometres northeast of the northern extents of Neultin Lake in Manitoba. The carrying value of the property was written down to nil in 2010.

## **Selected Annual Information**

The following annual information is prepared in accordance with International Financial Reporting Standards (“IFRS”). Amounts are reported in thousands of Canadian dollars, except for per share amounts.

	<b>For the year ended December 31, 2013 \$</b>	<b>For the year ended December 31, 2012 \$</b>	<b>For the year ended December 31, 2011 \$</b>
Net loss	3,567	5,601	3,535
Loss per share – basic and diluted	0.02	0.04	0.02
Total assets	28,762	26,872	31,699

## **Results of Operations**

### **During the nine months ended September 30, 2014**

During the first three quarters of 2014, the Company incurred a net loss before income taxes of \$3.0 million compared to a net loss before income taxes of \$2.5 million for the first three quarters of 2013. The increase in net loss is largely driven by an increase in professional services as well as salaries and consultants.

The Company earned approximately \$39,000 more in interest income during the first three quarters of 2014 than during the same period in fiscal 2013 as a result of an increase in cash and short term deposit balances on hand during the period due to the April 2014 financing. This financing and the May 2013 financing are discussed in more detail in the liquidity and capital resources section.

Operating expenses for the first three quarters of 2014 totalled \$3.0 million, compared with \$2.5 million for the same period during the prior year. Although this increase is the result of a number of offsetting changes, the most significant changes are increases in salaries/consultants expense and professional services.

Office and premises expenses for the three quarters of the year were approximately \$215,000, which is a slight increase from prior year expense of \$196,000 due to opening a small Alaska office in 2013. Expenditures on investor relations were relatively consistent at \$140,000 for the first three quarters of 2014 versus \$113,000 for the same period in 2013. The company has not made any significant changes in these areas since the prior year.

Salaries and consultants’ expenditures of approximately \$1.46 million were incurred during the period, an increase of 33% compared to the same period in 2013. This increase is driven by two different factors; staffing levels and bonuses. The Company added one employee and one director since the same period in the prior year, resulting in a total increase of approximately \$42,000 since the prior year. In addition, bonus payments

totalled \$310,000 during the first three months of 2014 compared to a total bonus payment of \$100,000 in the first three quarters of 2013. This increase is also the result of normal employee pay raises since the prior year. Professional services totalled approximately \$497,000, an increase of \$178,000 compared to the same period in 2013 as the Company relied on a number of consultants during the second quarter of 2014 which is not expected to be an ongoing expense.

The Company recorded non-cash stock-based compensation expense of approximately \$480,000 attributable to the estimated value of stock options earned during the period, an increase of approximately \$20,000 as compared to the first three quarters of 2013. In addition, the Company capitalized approximately \$38,000 of non-cash stock-based compensation expense during the period to resource properties, attributable to the value of stock options earned by the Company's exploration personnel. The increase in non-cash stock-based compensation expense was largely a result of the timing of stock option grants. A significant stock-option grant was made in June of 2014, and as a result, only four months of expense on this grant have been recorded. This would have led to a decrease, however a grant was made to a consultant of the Company in April of 2014 which vested immediately, increasing stock-based compensation by approximately \$94,000. There was also non-cash amortization expense of approximately \$34,000, representing depreciation of the Company's fixed assets, which is very consistent with 2013 amortization of \$35,000.

The Company realised a currency exchange loss of approximately \$10k during the period relating to its foreign currency translation, as compared to a loss of approximately \$14k for the same period of the prior year. As the Company continues to deal in both the Canadian and United States currencies, the Company may continue to incur foreign exchange gains and losses arising from changes in the value of the United States dollar relative to the Canadian dollar.

During the first nine months of 2013, the company recognized a deferred income tax recovery of \$0.4 million as a result of the expiry of warrants during the first quarter of 2013; there is no similar offsetting charge in the current period.

### **During the three months ended September 30, 2014**

During the three months ended September 30, 2014, the Company incurred a net loss of approximately \$889,000, an increase from the three months ended September 30, 2013 in which a net loss of approximately \$694,000 was incurred. Most expense categories are relatively consistent with those incurred in the prior year with the exception of salaries and consultants expense as well as investor relations and marketing.

The loss has been increased by \$130,000 through salaries and consultants expense. As discussed above, this increase is due to the company adding one additional employee and one additional director since the same period in 2013. In addition, normal pay increases were undertaken during the current year. Investor relations and marketing is the only other category with a significant variance. These expenses increased from \$34,000 in the three months ended September 30, 2013 to \$62,000 for the same period in 2014. This was the result of the Company attended tradeshow during the quarter which were not attended in the prior year. The remaining variances are minor and off-set between categories.

During the current quarter, the Company earned approximately \$17k more in interest income than during the same period in fiscal 2013 as a result of higher cash and short term deposit balances due to the April 2014 financing. Amortization expense remained very consistent with the prior year, showing a decrease of \$1k.

The Company realised a currency exchange gain of approximately \$3k during the period relating to its foreign currency translation, as compared to a loss of \$9k for the same period of the prior year. As the Company continues to deal in both the Canadian and United States currencies, the Company may continue to incur foreign exchange gains and losses arising from changes in the value of the United States dollar relative to the Canadian dollar.

No impairment charge was required for the current or comparative period, however the Company will continue to review its portfolio of resource properties and write-down the carrying costs of any properties considered to be impaired in value, which could have a material impact on the Company's net loss in future periods.

## Summary of Quarterly Results

Expressed in thousands of dollars, except per share amounts	9/30/14 \$	6/30/14 \$	3/31/14 \$	12/31/13 \$	9/30/13 \$	6/30/13 \$	3/31/13 \$	12/31/12 \$
Net loss before provision for taxes	889	1,464	636	1,550	694	925	842	2,942
Loss per share – basic and diluted	0.00	0.01	0.00	0.02	0.00	0.01	0.00	0.02
Total Assets	36,051	35,549	29,594	28,762	29,314	30,167	26,455	26,872

During the fourth quarter of 2012, the Company undertook an impairment review of its Lost Pond property as discussed above. This review resulted in a write-down of resource properties in the amount of \$2 million. This contributed significantly to the loss for the quarter ended December 31, 2012.

The current quarter net loss is relatively consistent with most quarters, but a sharp decline from the loss incurred in the immediately preceding quarter, which was largely the result of a number of one time consulting payments and bonuses in Q2 2014.

## Liquidity and Capital Resources

At September 30, 2014, the Company had working capital of \$4.4 million, with a cash and short-term deposit balance of \$4.8 million. Short-term deposits consist of Guaranteed Investment Certificates that are cashable at any time with no penalty or loss of interest.

The Company used approximately \$2.6 million of working capital to fund operating expenses for the first nine months of the year of which \$0.5 million was used in the third quarter. Net cash expenditures on resource properties and related deferred costs totalled \$3.7 million during the nine month period ended September 30, 2014 of which \$3 million was spent during the three month period. This was primarily funded from working capital. For more details on the resource property expenditures during the period see the resource property interests section.

On May 13, 2013 the Company completed an equity offering of 20,000,000 units at a price of \$0.25 per unit, for gross proceeds of \$5,000,000. Each unit sold was comprised of one common share in the capital of the Company and one common share purchase warrant entitling the holder to purchase one common share at a price of \$0.35 per common share for a period of 36 months. The value allocated to the common shares was \$2,166,577 and the value allocated to the warrants was \$2,072,993. The Company paid broker fees of between 3-6% of the gross proceeds in cash and broker warrants equal to 3-6% of the units issued. Each broker warrant gives the right to purchase one common share at a price of \$0.25 for a period of 36 months. A total of \$269,398.50 and 1,077,594 broker warrants were paid and issued. Other costs associated with the private placement totaled \$491,031 for total costs of \$760,430.

On April 17, 2014 the Company completed the third and final tranche of a non-brokered private placement for cumulative gross proceeds of \$7,878,126 which were received in three tranches on April 11, 2014, April 16, 2014, and April 17, 2014. The offering consisted of 20,731,912 units priced at \$0.38 per unit. Each unit sold was

comprised of one common share in the capital of the Company and one common share purchase warrant. Each warrant will entitle the holder to purchase one Common Share at a price of \$0.50 per common share for a period of 36 months. All common shares and warrants issued in connection with the private placement are subject to a statutory hold period that expires four months after the issuance of each tranche.

The Company paid finder's fees totaling \$26,942 and issued a total of 140,900 finder's warrants pursuant to certain subscriptions. Each finder's warrant issued entitles the holder to acquire one Common Share at a price of \$0.38 per unit for a period of 24 months from the date of issuance. Other costs associated with the private placement totaled \$118,904 for total costs of \$145,846.

In management's view, these offerings will enable the Company to meet its resource property obligations, fund its administration costs, and fund its planned exploration programs beyond the next twelve months. Management believes this will mitigate the adverse conditions and events which raised doubt about the validity of the going concern assumption used in preparing the previous annual financial statements. There is no certainty that these and other strategies will be sufficient to permit the Company to continue beyond September 30, 2015.

## **Off-Balance Sheet Arrangements**

At September 30, 2014, 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 preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Critical accounting estimates used in the preparation of the consolidated financial statements include the Company's estimate of recoverable value of its mineral properties and related deferred expenditures, non-cash stock-based compensation and deferred income tax assets and liabilities.

The Company's recoverability of the recorded value of its resource properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company operates in an industry that is subject to a number of risk factors, including legal and political risks, the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

The factors affecting non-cash stock-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend on a variety of factors including the market value of the Company's shares and the financial objectives of the stock-based instrument holders.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Deferred income tax assets also result from unused losses carried forward and other deductions. The valuation of deferred income tax assets is adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

## **Future Changes in Accounting Policies**

IFRS 9, Financial Instruments proposes to replace IAS 39 Financial Instruments: Recognition and Measurement. The replacement standard has three main phases, the first of which provides new guidance for the classification and measurement of financial assets and liabilities, including elimination of the existing IAS 39 categories of

held-to-maturity, available-for-sale, and loans and receivables, in exchange for the classification of financial assets and liabilities into the categories of either financial assets measured at amortised cost or financial assets measured at fair value. The second part, which is currently an exposure draft, provides guidance for amortised cost and impairment methodology for financial assets. The third part, which is also currently an exposure draft, proposes a revised general hedge accounting modal. The IASB recently suspended the originally planned mandatory effective date of January 1, 2015 and at present the effective date has not been determined. The Company will evaluate the impact of the change to its consolidated financial statements based on the characteristics of financial instruments outstanding at the time of adoption.

## Related Party Transactions

As at September 30, 2014 the Company has recorded an advance to officers of the Company in the amount of \$89,946 (December 31, 2013 - \$38,269), which is non-interest bearing with no fixed terms of repayment. During the period ending September 30, 2014, the Company paid \$122,619 (2013 - \$25,875) in consulting fees to a Company of which a director is a partner. Additionally, no travel expenditures (2013 - \$338) were reimbursed to directors of the Company.

All related party transactions were in the normal course of operations and were valued at the exchange amount agreed to between the parties.

## Outstanding Share Data

The following is the Company's issued and outstanding share data as of the date of this report. Each stock option and warrant is exercisable for one common share of the Company.

Securities	Number	Weighted average exercise price \$	Weighted average remaining life (years)
Common shares	197,563,471	n/a	n/a
Stock options under plans approved by shareholders	13,825,000	0.37	3.16
Warrants	39,502,249	0.43	1.94

## Risks and Uncertainties

The Company's financial instruments consist of cash, short-term deposits, marketable securities, accounts receivable, and accounts payable and accrued liabilities. Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks arising from these financial instruments. The fair market values of these financial instruments approximate their carrying values, unless otherwise noted.

In conducting its business, the principal risks and uncertainties faced by the Company relate to exploration and development success of the Company's mineral properties as well as metal prices and market sentiment to a lesser extent.

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

Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any particular level of recovery of ore reserves or resources will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves and resources, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Material changes in ore reserves and resources, grades, stripping ratios, recovery rates or selling prices of the underlying commodities may affect the economic viability of any project.

The Company's future growth and productivity could possibly depend, in part, on its ability to identify and acquire additional mineral rights, and on the costs and results of continued exploration and development programs. Mineral exploration is highly speculative in nature and is frequently non-productive. Substantial expenditures are required to:

- establish ore reserves and resources through drilling and metallurgical and other testing techniques;
- determine metal content and metallurgical recovery processes to extract metal from the ore; and
- construct, renovate or expand mining and processing facilities.

In addition, the prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. The Company will be reliant on equity or other types of financing for its long-term working capital requirements and to fund its exploration programs. The Company does not generate any revenue and does not have sufficient funds to put any of its resources interests into production from its own financial resources. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

## **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with International Financial Reporting Standards.

TSX Venture-listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) processes to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's GAAP.

## **Other Information**

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.ucore.com](http://www.ucore.com).



**UCORE RARE METALS INC.**

Schedule "A"

Schedule of Resource Properties

For the three months ended September 30, 2014

**Details of Resource Properties and Related Deferred Costs**

	Bokan Mountain/ Dotson Ridge	Ray Mountains, Alaska	Total September 30, 2014
<b>Mineral Properties</b>			
Balance, beginning of period	\$ 4,071,685	\$ 52,413	\$ 4,124,098
Expenditures during period	98,890	-	\$ 98,890
Change in foreign exchange rates	120,609	-	\$ 120,609
Balance, end of period	<u>4,291,184</u>	<u>52,413</u>	<u>4,343,597</u>
<b>Deferred Exploration expenditures:</b>			
Geology	459,145	18,756	477,901
Drilling	2,430,544	-	2,430,544
Environmental & permitting	127,301	-	127,301
Metallurgy	411,366	-	411,366
	<u>3,428,356</u>	<u>18,756</u>	<u>3,447,112</u>
Balance, beginning of period	<u>21,923,275</u>	<u>262,263</u>	<u>22,185,538</u>
	<u>25,351,631</u>	<u>281,019</u>	<u>25,632,650</u>
Change in foreign exchange rates	626,426	-	626,426
Balance, end of period	<u>25,978,057</u>	<u>281,019</u>	<u>26,259,076</u>
<b>Mineral properties and deferred exploration expenditures, end of period</b>	<u>\$ 30,269,241</u>	<u>\$ 333,432</u>	<u>\$ 30,602,673</u>

**UCORE RARE METALS INC.**

Schedule of Resource Properties

For the nine months ended September 30, 2014

Schedule "B"

**Details of Resource Properties and Related Deferred Costs**

	Bokan Mountain/ Dotson Ridge	Ray Mountains, Alaska	Total September 30, 2014
<b>Mineral Properties</b>			
Balance, beginning of period	\$ 4,080,256	\$ 52,413	\$ 4,132,669
Expenditures during period	98,890	-	98,890
Change in foreign exchange rates	112,037	-	112,037
Balance, end of period	<u>4,291,183</u>	<u>52,413</u>	<u>4,343,596</u>
<b>Deferred Exploration expenditures:</b>			
Geology	681,967	27,241	709,208
Drilling	2,430,544	-	2,430,544
Environmental & permitting	203,503	-	203,503
Metallurgy	869,387	-	869,387
	<u>4,185,401</u>	<u>27,241</u>	<u>4,212,642</u>
Balance, beginning of period	<u>21,210,749</u>	<u>253,778</u>	<u>21,464,527</u>
	25,396,150	281,019	25,677,169
Change in foreign exchange rates	581,908	-	581,908
Balance, end of period	<u>25,978,058</u>	<u>281,019</u>	<u>26,259,077</u>
<b>Mineral properties and deferred exploration expenditures, end of period</b>	<u>\$ 30,269,241</u>	<u>\$ 333,432</u>	<u>\$ 30,602,673</u>