UCORE RARE METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2013

This Management's Discussion and Analysis of Ucore Rare Metals Inc. ("Ucore" or the "Company"), prepared as of April 7, 2014, provides analysis of the Company's financial results for the year ended December 31, 2013. The following information should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2013 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. ("Ucore" or the "Company") 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") and uranium 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 October 31, 2013 Geoff Clarke was appointed to the Board of Directors of the Company. Mr. Clarke has almost 20 years of varied experience in investment banking, financial advisory, corporate and securities law as well as teaching experience at the university level in the fields of business law and corporate finance.

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.

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 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. SB 99 passed through the Alaska State Senate in a unanimous vote, with all 20 senators voting in favor of the Bill. The Bill will likely now be referred to the Labor and Commerce Committee of the House of Representatives for consideration and approval before final consideration by the entire House.

Resource Property Interests

Ucore's primary focus during 2013 was, and continues to be the Bokan Mountain/Dotson Ridge REE property in Alaska, where the Company incurred the majority of its exploration expenditures in 2013. The Company's focus for the Bokan property in 2014 is to progress permitting activities and to undertake activities to move towards the completion of a Feasibility Study on the project. 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 detail of the Company's deferred exploration costs for the year ended December 31, 2013 is included in Schedule "A".

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 21st, 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)
Direct Capital Cost	
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
Indirect Capital Cost	
Indirect construction costs	51.1
Owner's costs	10.9
Contingency	24.5
Subtotal	86.5
Total Capital Cost	**221.3**

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
Total Operating Cost	**122.78**

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_2O_3	48.69	20.85	18.42
Ce_2O_3	47.21	21.38	19.23
Pr_2O_3	113.10	110.00	103.08
Nd_2O_3	126.70	108.96	101.58
Sm_2O_3	57.74	71.79	61.42
Eu_2O_3	1,834.94	2,185.00	2010.00

Gd_2O_3	81.70	99.42	96.35
Tb_2O_3	1,520.83	1,907.12	1,840.38
Dy_2O_3	845.80	1,009.42	948.08
Ho_2O_3	211.39	107.25	107.05
Er_2O_3	88.20	153.61	140.08
Tm_2O_3	N/A	N/A	N/A
Yb_2O_3	102.79	124.07	110.51
Lu_2O_3	1,036.40	1,420.79	1,427.56
Y_2O_3	80.41	100.75	85.12
NPV @ 10% Discount	**$577M**	**$620M**	**$513M**

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

0.4	**2,936,000**	**0.365**	**0.249**	**0.614**	**39,731,596**
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
0.4	**1,995,000**	**0.366**	**0.239**	**0.605**	**26,601,729**
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: La2O3, Ce2O3, Pr2O3, Nd2O3, Sm2O3, Eu2O3, Gd2O3, Tb2O3, Dy2O3, Ho2O3, Er2O3, Tm2O3, Yb2O3, Lu2O3, Y2O3

2. Heavy Rare Earth Oxides (HREO) includes: Eu2O3, Gd2O3, Tb2O3, Dy2O3, Ho2O3, Er2O3, Tm2O3, Yb2O3, Lu2O3, Y2O3

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.

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. As well, project permitting is underway and the Company plans to have the Plan of Operations submitted in the coming year.

Expenditure on Bokan

The Company's main focus during the 2013 fiscal year was on the Bokan property. During 2013, the Company incurred expenditure totalling approximately $1.28 million on the Bokan property. Of this amount, approximately $96k was spent on claim maintenance. The Company completed the preliminary economic assessment early in 2013, and as a result, only $34k was spent on that report during 2013. The Company's main focus in the near term is the environmental and permitting process, and as a result, approximately $445k was spent on permitting activities during 2013. The Company spent approximately $172k on metallurgy during the year as the separation process continues to be a focal point for the Company. The remaining $536k was spent on geological activities, which includes mine site overheads.

Lost Pond, Newfoundland and Labrador

The Company holds a 100% interest 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.

The Company recorded an impairment on the Lost Pond property in 2012 and 2013, as a result of the following circumstances:

The Company had entered into a Letter Agreement with Kirrin Resources Inc. ("Kirrin") pursuant to which Kirrin had the ability to earn up to a 50% interest in the Lost Pond property by completing work commitments of $2,045,000 on the property by December 31, 2014 and by issuing 300,000 Kirrin common shares (split adjusted) to the Company.

A minimum of $1,200,000 of this work was required to be completed by December 31, 2012. Kirrin did not reach this level of expenditure by December 31, 2012 and as a result, the Letter Agreement was terminated.

As a result of the termination of the Letter Agreement in 2012, the Company assessed the property for indicators of impairment. This assessment identified an indicator of impairment, and as such, the Company was required to write down the property by the excess of the carrying value over the recoverable amount. The recoverable amount was determined based on the fair value of the property less costs to sell. The fair value was based on the amount of a recent third party offer for a 70% interest in the property, which represented the best information available. Based on this, the recoverable amount of the asset was estimated to be $800,000 at December 31, 2013, resulting in an impairment of $2,000,000.

In the current year, due to uncertain plans for future development of these claims, the Company has again identified an impairment indicator. As a result, during the fourth quarter of 2013, the Company has written 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 $306k of expenditure has been incurred on the property. The costs consist of initial staking costs, and the aforementioned sample collection and geochemical analyses. There was no expenditure made on this property during 2013, as the Company remains very focused on the Bokan project. The Company believes the project has potential and continues to evaluate its options for advancement.

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. The Company raised $252,000 in a flow-through share issuance in December of 2013, which is currently intended for the advancement of the Sandybeach Lake property.

Selected Annual Information

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

	For the year ended December 31, 2013 $	**For the year ended December 31, 2012 $**	**For the year ended December 31, 2011 $**
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

The Company has no operating revenues and is dependent on equity financings and/or project financing alternatives to fund its operations. As a result, the Company expects to incur operating losses until such time as an economic resource is identified, developed and exploited on one or more of the Company's properties.

During the year ended December 31, 2013, the Company incurred a net loss before income taxes of $4.0 million compared to a net loss before income taxes of $5.7 million for the year ended December 31, 2012. Excluding the $800,000 impairment charge from 2013 and the $2,000,000 impairment charge from 2012, and loss before income taxes has decreased approximately $472k. The decrease in the loss was the result of significant cuts in spending on non-property related expenditures. This resulted in decreases in all expense categories with the exception of salaries expense and non-cash amortization. Salaries expense has increased as the company has increased staffing levels over the past two years in an effort to decrease reliance on external consultants.

The Company earned approximately $27k less interest income during the year ended December 31, 2013 than during the same period in fiscal 2012. This decrease was due to higher average cash balances on hand during 2012; the Company completed an equity offering in May of 2013 increasing cash on hand.

Operating expenses (not including impairment charges) totalled $3.2 million in 2013, compared with $3.7 million for the prior year. The broad reason for this decrease is a focus on reducing expenditures other than those related to exploration and evaluation activities in an effort to continue the advancement of the Bokan property while conserving as much cash as possible.

The expense categories with the most significant decrease include investor relations / marketing, travel, professional services, and non-cash share-based payments expense. Investor relations / marketing and travel decreased by $74k and $128k respectively as the Company has limited expenditures other than those related to exploration and evaluation activities. The most significant driver of this decrease is due to lower use of professional services where the year over year decrease was $392k. This decrease is due to less reliance on external consultants as the Company has increased its staffing level as well as simply having fewer instances where consultants were necessary during 2013. These decreases are partially offset by salaries and consultants' expenditures of approximately $1,488,000, an increase of $220k, as the Company hired three employees in 2012 who worked their first full year in 2013.

The Company recorded non-cash stock-based compensation expense of approximately $595,000 attributable to the estimated value of stock options earned and vested during the period, a decrease of approximately $215,000 as compared to the prior year, as well as non-cash amortization expense of approximately $48,000, representing depreciation of the Company's equipment. In addition, the Company capitalized approximately $56,000 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 decrease in non-cash stock-based compensation expense was largely the result of the timing of vesting periods related to different options grants. The most significant grant being expensed in 2012 was issued in November of 2011, which accounted for the majority of 2012 share-based payments expense, but only $90,000 in 2013. A significant portion of the 2013 expense is related to a grant in June of 2013, and accounts for approximately $294,000 in share-based payment expense.

During the prior year the Company conducted an impairment review with respect to the Lost Pond property, which resulted in an impairment of $2,000,000. As a result of uncertain plans for future development of the Lost Pond claims, the Company also conducted an impairment review in 2013. Due to this uncertainty, the Company wrote the value of the Lost Pond property down by $800,000 to a carrying value of $nil. The Lost Pond impairment charges are discussed in greater detail in the resource property section above. Ucore 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. None of the Company's other properties had impairment charges in the current year.

The Company recognized deferred income tax recoveries of approximately $444,000 in 2013 and $82,000 during 2012 as non-capital losses carried forward were used to offset capital gains generated by the expiry of warrants.

The Company realised a currency exchange loss of approximately $15,000 during the year relating to its foreign currency translation, as compared to a gain of approximately $23,000 for 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.

Summary of Quarterly Results

Expressed in thousands of dollars, except per share amounts	12/31/13 $	9/30/13 $	6/30/13 $	3/31/13 $	12/31/12 $	9/30/12 $	6/30/12 $	03/31/12 $
Net loss before provision for taxes	1,550	694	925	842	2,942	882	804	1,055
Loss per share – basic and diluted	0.02	0.00	0.01	0.00	0.02	0.01	0.01	0.01
Total Assets	28,762	29,314	30,167	26,455	26,872	28,972	29,368	30,409

During the fourth quarters of both 2013 and 2012, the Company undertook an impairment reviews of its Lost Pond property as discussed above. This review resulted in a write-down of resource properties in the amount of $2,000,000 in 2012 and the remaining $800,000 in 2013, bringing the property to a value of $nil. This contributed significantly to the loss for the quarters ended December 31, 2012 and December 31, 2013.

The current quarter net loss is in line with those of recent quarters without considering the impairment charge, and is lower than each of the prior year quarters due to continued administrative cost cutting, lower share-based compensation amounts, as well as an increased staffing level which allows the Company to rely less on external consultants.

Liquidity and Capital Resources

At December 31, 2013, the Company had working capital of $2.7 million, with a cash and short-term deposit balance of $2.7 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 $2.4 million of working capital to fund operating expenses for the year ended December 31, 2013. Net cash expenditures on resource properties and related deferred costs totalled $1.5 million during the year. This was primarily funded from working capital, as well as from the May 2013 equity offering.

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 net value allocated to the common shares was $2,166,577 and the net 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 $269,399 in cash commissions 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.

In addition, on December 30, 2013 the Company completed a non-brokered private placement consisting of 1,200,000 common shares of the Company to be issued on a flow through basis pursuant to the Income Tax Act (Canada) at a price of $0.21 per share for gross proceeds of $252,000. Total costs associated with this issuance were $5,059. The proceeds received on the issuance of the flow-through shares has been allocated between share capital, $221,741, and the obligation to deliver the tax deductions to investors, $25,200, for a total value allocated to these shares of $246,941.

In management's view, these offerings enable the Company to meet its resource property obligations, fund its administration costs, and fund its planned exploration programs beyond the next twelve months. There is no certainty that these and other strategies will be sufficient to permit the Company to continue substantially beyond December 31, 2014 without raising additional financing.

Off-Balance Sheet Arrangements

At December 31, 2013, 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 Canadian generally accepted accounting principles 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.

IFRIC 21, Levies, sets out criteria for the recognition of liabilities for levies imposed by governments. The IFRIC identifies the obligating event for the recognition of a liability as the activity that triggers the payment of the levy in accordance with the relevant legislation. The Company is currently evaluating the impact of this interpretation on its consolidated financial statements.

IAS 32, Financial Instruments: Presentation, clarifies situations in which an entity has a legally enforceable right to set-off a financial liability and financial asset. The amendments to IAS 32 also clarify when a settlement mechanism provides for net settlement or gross settlement that is equivalent to net settlement. The Company is currently evaluating the impact of these amendments on its consolidated financial statements.

The IASB has issued amendments to reverse the unintended requirement in IFRS 13 Fair Value Measurement to disclose the recoverable amount of every cash-generating unit to which significant goodwill or indefinite-lived intangible assets have been allocated. Under the amendments, recoverable amount is required to be disclosed only when an impairment loss has been recognized or reversed. The Company intends to adopt the amendments in its financial statements for the annual period beginning on January 1, 2014. As the amendments impact certain disclosure requirements only, the Company does not expect the amendments to have a material impact on the financial statements.

Related Party Transactions

As at December 31, 2013, the Company has recorded an advance, for corporate expenses, to officers of the Company in the amount of $38,269 (December 31, 2012 - $20,833), which is non-interest bearing with no fixed terms of repayment. This amount is included in trade and other receivables.

During the year ending December 31, 2013, the Company paid $28,875 (2012 - $59,875) in consulting fees to directors of the Company. Additionally, travel expenditures in the amount of $2,494 (2012 - $4,274) 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 is exercisable for one common share of the Company.

Securities	Number	Weighted average exercise price $	Weighted average remaining life (years)
Common shares	176,631,560	n/a	n/a
Warrants	18,629,437	0.35	2.10
Stock options under plans approved by shareholders	10,375,000	0.41	3.03

See subsequent events note below for issuances of shares between December 31, 2013 and the date of this report.

Subsequent Events

Subsequent to December 31, 2013 a total of 2,448,157 shares were issued pursuant to the exercise of warrant agreements, for total cash proceeds of $788,539. Additionally, 350,000 shares were issued pursuant to the exercise of employee stock option agreements, for total cash proceeds of $35,000.

Risks and Uncertainties

The Company's financial instruments consist of cash, short-term deposits, marketable securities, trade and other receivables, and accounts payable and accrued liabilities. Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks. 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.

Exploration for minerals and development of mining operations involve many risks, many of which are outside the Company's control. In addition to the normal and usual risks of exploration and mining, including the possibility that resource properties may not in fact contain mineral deposits that can be exploited on an economical basis, the Company may be required to work in remote locations that lack the benefit of infrastructure and easy access.

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 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 Canadian generally accepted accounting principles.

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 and on the Company's website at www.ucore.com.

UCORE RARE METALS INC. Schedule "A"

Schedule of Resource Properties

For the year ended December 31, 2013

Details of Resource Properties and Related Deferred Costs

	Bokan Mountain/ Dotson Ridge	Ray Mountains, Alaska	Lost Pond Newfoundland	Total December 31, 2013
Mineral Properties				
Balance, beginning of period	$ 3,846,398	$ 52,413	$ 346,788	$ 4,245,599
Expenditures during period	95,728	-	-	95,728
Change in foreign exchange rates	138,130	-	-	138,130
Impairment	-	-	(346,788)	(346,788)
Balance, end of period	4,080,256	52,413	-	4,132,669
Deferred Exploration expenditures:				
Geology	535,767	-	-	535,767
Drilling	-	-	-	-
Environmental & permitting	445,024	-	-	445,024
Preliminary economic assessment	33,551	-	-	33,551
Metallurgy	172,254	-	-	172,254
	1,186,596	-	-	1,186,596
Balance, beginning of period	19,095,093	253,778	453,212	19,802,083
	20,281,689	253,778	453,212	20,988,679
Change in foreign exchange rates	929,060	-	-	929,060
Impairment	-	-	(453,212)	(453,212)
Balance, end of period	21,210,749	253,778	-	21,464,527
Mineral properties and deferred exploration expenditures, end of period	$ 25,291,005	$ 306,191	$ -	$ 25,597,196