


FINANCIAL STATEMENTS

Homeland Uranium Inc.



INTERIM
CONSOLIDATED
FINANCIAL STATEMENTS
- Unaudited -

March 31, 2010

CONSOLIDATED BALANCE SHEETS

[in Canadian dollars]

As at	\$ March 31 2010	\$ December 31 2009
ASSETS		
Current		
Cash and equivalents	3,914,677	4,337,215
Accounts receivable and prepaid expenses	15,764	70,533
Total current assets	3,930,441	4,407,748
Investment in Macusani Yellowcake Inc. shares <i>[note 6 [b]]</i>	2,019,046	1,790,475
Investment in Macusani Yellowcake Inc. warrants <i>[note 6 [b]]</i>	356,571	406,857
Investment in Homeland Energy Group Corp. stock <i>[note 6 [a]]</i>	17,500	25,000
Property, plant and equipment, net <i>[note 9]</i>	221,103	258,320
Mineral properties and deferred exploration expenditures <i>[note 10]</i>	12,161,336	11,886,821
Long-term other assets <i>[notes 7 and 8]</i>	159,989	162,742
	18,865,986	18,937,963
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	287,713	232,037
Total current liabilities	287,713	232,037
Future income tax liability	1,950,000	2,150,000
	2,237,713	2,382,037
Shareholders' equity		
Common shares <i>[note 13 [a]]</i>	18,751,611	18,751,611
Stock options and warrants <i>[notes 13 [b] and [c]]</i>	8,392,233	8,386,303
Contributed surplus <i>[note 13 [d]]</i>	2,509,190	2,509,190
Deficit	(13,024,761)	(13,091,178)
Total shareholders' equity	16,628,273	16,555,926
	18,865,986	18,937,963

Commitments *[note 14]*

Subsequent events *[note 16]*

On behalf of the Board:

John Cook
Signed
Director

Stephen Coates
Signed
Director

CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT

[in Canadian dollars]

	\$ Three months ended March 31 2010	\$ Three months ended March 31 2009
INCOME		
Interest earned	6,280	71,928
	6,280	71,928
EXPENSES		
Project development	---	30,000
Corporate and investor relations	192,402	169,814
Professional fees	59,165	50,820
Office rent and general expenses	44,662	44,729
Depreciation <i>[note 9]</i>	11,621	13,813
Stock options <i>[note 13[h]]</i>	5,930	181,829
Impairment of mineral properties <i>[note 10]</i>	---	---
Unrealized gain on held-for-trading securities	(170,785)	(155,341)
Loss on sale of property, plant and equipment	---	5,305
Foreign exchange gain	(203,132)	(128,224)
Realized loss on Macusani Yellow shares <i>[note 6[b]]</i>	---	101,591
	(60,137)	314,336
Loss (gain) before income tax	(66,417)	242,408
Income tax recovery	---	---
Loss (gain) for the period	(66,417)	242,408
Deficit, beginning of period	13,091,178	6,767,999
Modification to warrants <i>[note 13[g]]</i>	---	---
Deficit, end of period	13,024,761	7,010,407
Loss (gain) per common share – basic and diluted	(\$0.002)	\$0.005
Weighted average number of common shares outstanding – basic and diluted	44,175,733	52,834,100

See accompanying notes

CONSOLIDATED STATEMENTS OF CASH FLOWS

[in Canadian dollars]

	\$	\$
	Three months ended	Three months ended
	March 31	March 31
	2010	2009
OPERATING ACTIVITIES		
Gain (loss) for the period	66,417	(242,408)
Add (deduct) items not affecting cash		
Depreciation	11,621	13,813
Stock options	5,930	181,829
Foreign exchange gain on future income tax liability	(200,000)	(100,000)
Unrealized loss (gain) on Macusani Yellowcake Inc. warrants	50,286	(155,341)
Unrealized gain on Macusani Yellowcake Inc. shares	(228,571)	---
Realized loss on Macusani Yellowcake Inc. shares	---	101,591
Unrealized loss on Homeland Energy Group shares	7,500	---
	(286,817)	(200,516)
Changes in non-cash working capital balances		
Accounts receivable and prepaid expenses	54,769	76,020
Accounts payable and accrued liabilities	55,676	86,589
Cash used in operating activities	(176,372)	(37,907)
INVESTING ACTIVITIES		
Mineral properties and deferred exploration expenditures	(248,919)	(1,295,175)
Additions to property, plant and equipment	---	41,710
Decrease in short-term investment	---	(2,500,000)
Decrease (increase) in long-term other assets	2,753	(10,998)
Cash provided by (used by) investing activities	(246,166)	(3,764,463)
FINANCING ACTIVITIES		
---	---	---
Cash provided by (used by) financing activities	---	---
Net decrease in cash and equivalents during the period	(422,538)	(3,802,370)
Cash and equivalents, beginning of period	4,337,215	10,102,265
Cash and equivalents, end of period	3,914,677	6,299,895

See accompanying notes

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

[in Canadian dollars, except where otherwise noted]

1. BASIS OF PRESENTATION

Homeland Uranium Inc. [the "Corporation"] was incorporated under the laws of Ontario on December 29, 2006 as 2123493 Ontario Inc. by Homeland Energy Corp. [the "Parent"], a mining company incorporated under the laws of Ontario and continued in the British Virgin Islands. On January 19, 2007, the Corporation changed its name to Homeland Uranium Inc. The Parent, which changed its name to Homeland Energy Group Ltd. in March 2008, held coal and uranium interests in Africa and North America and decided to divest its uranium interests into a new separate Canadian entity. Under an agreement, the Parent transferred all of its USA and Niger uranium assets which were held either directly or indirectly through the Parent's subsidiaries, at a recorded book value of \$6.157 million in return for 16 million shares of the Corporation [note 12]. This transfer was done on February 1, 2007. The Corporation completed a seed financing for total gross proceeds of \$1.84 million and the issuance of 8 million shares of the Corporation at a price of \$0.23 per share. The Corporation further issued 400,000 shares to several individuals for services rendered towards the acquisition of another Uranium property. A further 3.6 million shares remain in escrow until the property is formally acquired.

Whereas the Parent had an original 100% control position of the Corporation as at February 1, 2007 and the fact that the purchase and the acquisition occurred between two related entities, the accounting was prepared on the basis of continuity of interests. Under this accounting, the Corporation is deemed to have acquired the Uranium assets of the Parent at book value. Subsequent to the acquisition, the Corporation's financial statements presented for comparative purposes reflect the financial position, results of operations and cash flows as if the Corporation existed in the period of comparison and was managing those transferred assets.

The Parent's operations had shared staff and services prior to February 1, 2007. Historically, the Parent has maintained accounting records necessary to support its consolidated financial statements and for other internal and tax reporting purposes. While the amounts applicable to the Uranium assets for periods prior to February 1, 2007 can be derived directly from the accounting records of the Parent, it has been necessary to allocate certain items in the manner described below.

Cash, property, plant and equipment, mineral properties and deferred exploration expenses and future income tax liability as at December 31, 2006 have been directly derived from the accounting records of the Parent.

Shared expenses incurred by the Parent for periods prior to February 1, 2007 have been allocated on a pro rata basis using the estimated percentage of time spent by individual employees on the Uranium assets during the relevant period. For purposes of allocating the shared expenses to the Uranium assets, certain expenses which did not relate to the operation of the Uranium assets, such as those related to the financing costs of the Parent, have been excluded from the pool of expenses used to calculate the allocation.

For parts of the period prior to February 1, 2007, the subsidiaries of the Parent comprising the Uranium assets had separate bank accounts related to the Uranium assets. For purposes of presentation of the statement of cash flows prior to February 1, 2007 for parts of the period when the subsidiaries of the Parent comprising the Uranium assets did not have separate bank accounts, cash receipts and disbursements were deemed to be transferred to and from Parent's corporate account with the respective inflow and outflow of cash and are presented as "Net investment by Parent".

Nature of operations

The Corporation is a development stage company engaged in the business of acquisition and development of uranium resource properties across the world. The Corporation has not yet determined whether its properties contain reserves that are economically recoverable and the ability to recover amounts from these properties is dependent upon a number of factors including environmental risks, legal and political risks, the discovery of economically recoverable reserves, confirmation of the Corporation's interest in the underlying properties, the ability

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of the Corporation to obtain necessary financing to complete the development and future profitable production or proceeds from the disposition of the properties. The Corporation is considered to be a development stage enterprise as it has yet to generate significant revenue from operations.

Although the Corporation has taken steps to verify title to the mineral properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Corporation's title. Although management is not aware of any such agreements, transfers or defects, property title may be subject to unregistered prior agreements, claims or transfers and title may be affected by undetected defects. Assets located outside of North America are subject to the risk of foreign investment, including currency exchange fluctuations and restrictions and political uncertainty.

The Corporation faces risks and uncertainties such as the ability to obtain the financing necessary to complete the development of its properties and/or realizing proceeds from the sale of its properties and risk of the Corporation's licenses and/or permits being revoked as a result of title disputes or a failure to comply with agreements. Such risks and uncertainties could result in material write-down of the mineral properties.

The Canadian dollar is the functional currency of the Corporation's business.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies are summarized as follows:

Basis of consolidation

These consolidated financial statements include the accounts of the Corporation and its subsidiaries, Homeland Uranium, Inc. ["USA Sub"], a 100% owned Utah corporation; Pan African Uranium Corp. ["Ontario Sub"], a 100% owned Ontario registered corporation from January 27, 2006 and Uranium International Limited Niger ["Niger Sub"], a branch of the Ontario Sub, registered in Niger from April 30, 2007. All intercompany transactions and balances have been eliminated on consolidation.

Use of estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. The most significant estimates and assumptions include the valuation of warrants and the impairment of the mineral exploration properties and the valuation of stock-based compensation. Actual results could differ materially from those estimates. Management believes that the estimates are reasonable.

Financial instruments

All financial instruments are classified into one of the following five categories: held-for-trading, held-to-maturity, loans and receivables, available for sale financial assets or other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity-investments and other financial liabilities which are measured at amortized cost using the effective interest method. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading financial assets are measured at fair value and changes in fair value are recognized in the statement of loss in the period in which they arise; available for sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is de-recognized or impaired at which time the amounts would be recorded in the statement of loss.

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The Corporation has made the following classifications:

Cash and equivalents	Held-for-trading
Accounts receivable	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Investment in Macusani Yellowcake Inc. shares	Held-for-trading
Investment in Macusani Yellowcake Inc. warrants	Held-for-trading
Investment in Homeland Energy Group Ltd.	Held-for-trading
Other long-term assets	Held-for-trading

Transaction costs are expensed as incurred for financial instruments classified as held-for-trading. For other financial instruments, transaction costs are expensed on initial recognition. The Corporation accounts for regular purchases and sales of financial assets using trade date accounting. Fair market value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

Investments

Investments in companies which the Corporation is able to significantly influence are accounted for using the equity method. Under the equity method, the original cost of the shares is adjusted for the Corporation's share of post-acquisition earning or losses less dividends. Investments designated as held-for-trading are recorded at their fair value and investments in warrants are recorded at their Black-Scholes value using estimates made by management.

Cash and equivalents

Cash and equivalents include highly liquid short-term investments which may be settled on demand without penalty or within a maximum of 90 days period from the date of purchase.

Mineral properties

The costs relating to acquisition, exploration and development of mineral properties, for which the Corporation holds legal title to are capitalized, less recoveries, by project until the commencement of commercial production. If commercially profitable reserves are developed, capitalized costs of the related project will be reclassified as mining assets and amortized on a unit of production method. If it is determined that capitalized acquisition, exploration and development costs are not recoverable over the estimated life of the property, or the project is sold or abandoned, the project cost is written down to its realizable value. Other exploration costs that relate to properties which have not yet been acquired by the Corporation are classified as project development costs and expensed in the same period of disbursement.

The recoverability of the amounts shown as mineral properties and deferred exploration expenditures is dependent upon the existence of economically recoverable reserves, the ability of the Corporation to obtain necessary financing to complete the exploration and development, and future profitable production or proceeds from the disposition of such properties.

Asset retirement obligations

The Corporation is subject to the provisions of CICA Handbook Section 3110, Asset Retirement Obligations, which requires the estimated fair value of any asset retirement obligations to be recognized as a liability in the period in which the related environmental disturbance occurs and the present value of the associated future costs can be reasonably estimated. As at March 31, 2010 the Corporation has not incurred and is not committed to any asset retirement obligations in respect of its mineral exploration properties.

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Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets on a straight-line basis over the following periods:

Computer and office equipment	3 years
Automotive equipment	3 to 5 years
Furniture and fixtures	10 to 20 years
Exploration equipment	3 to 5 years

Stock-based compensation

The fair value method of accounting for stock options is used. The fair value of option grants is calculated using the Black-Scholes option pricing model and is recognized as compensation expense over the vesting period of those grants with a corresponding adjustment to stock options and warrants. On the exercise of stock options, the consideration paid by the employee and the related amounts in stock options and warrants are credited to common share capital.

Foreign exchange translation

Transactions denominated in foreign currencies are translated into Canadian dollars at the rate of exchange in effect at the time of the transaction. Monetary assets and liabilities are translated into Canadian dollars at the period-end rates of exchange and non-monetary assets and liabilities are translated at historical rates of exchange. Exchange gains or losses arising on translation are recorded in the consolidated statement of loss and deficit.

Financial statements of the Corporation's integrated foreign operations are translated into Canadian dollars using the temporal method. Under this method, monetary assets and liabilities denominated in foreign currencies are translated at current rates of exchange with the resultant gains or losses recognized in the consolidated statement of loss, while non-monetary items are translated at historical rates of exchange. Expenses are translated using rates of exchange approximating those in effect when the transactions occur.

Revenue Recognition

Interest and other income are recorded when earned.

Loss per share

Basic loss per share is calculated by dividing the loss for the period by the weighted average number of common shares outstanding during the period. The diluted loss per share gives effect to the exercise of any option or warrant for which the exercise price is lower than the average market price during the period using the treasury stock method. For the periods ended March 31, 2010 and 2009, the weighted average shares outstanding for purposes of calculating diluted loss per share were 44,175,733 and 52,834,100 respectively. In computing diluted loss per share for the periods ended March 31, 2010 and December 31, 2009, all options and warrants were excluded from the computation as a result of their antidilutive effect.

Income taxes

The Corporation uses the liability method of accounting for income taxes. Under the liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is recorded against any future tax asset if it is more likely than not that the asset will not be realized. The effect on future tax assets and

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liabilities of a change in tax rates is recognized in earnings in the period that includes the date of enactment or substantive enactment.

Fair Value Hierarchy and Liquidity Risk Disclosure

In June 2009, the CICA issued an amendment to Handbook Section 3862 to provide improvements to fair value and liquidity risk disclosures. The amendment was applied to the Corporation's fiscal year ending December 31, 2009. This adoption resulted in additional disclosure as provided below.

The following summarizes the methods and assumptions used in estimating the fair value of the Corporation's financial instruments where measurement is required. The fair value of short-term financial instruments approximates their carrying amounts due to the relatively short period to maturity. These include cash and cash equivalents and short-term investments. Fair value amounts represent point-in, time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in GAAP. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data.

December 31, 2009

	Level One	Level Two	Level Three
Investments in Macusani Yellowcake Inc. shares	\$1,790,476	---	---
Investments in Macusani Yellowcake Inc. warrants	---	\$406,857	---
Investments in Homeland Energy Group Corp. shares	\$25,000	---	---

March 31, 2010

	Level One	Level Two	Level Three
Investments in Macusani Yellowcake Inc. shares	\$2,019,046	---	---
Investments in Macusani Yellowcake Inc. warrants	---	\$356,571	---
Investments in Homeland Energy Group Corp. shares	\$17,500	---	---

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

In January 2009, the Emerging Issues Committee of the CICA issued EIC-173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities, which applies to interim and annual financial statements for periods ending on or after January 20, 2009. The adoption of this standard had no impact on the Corporation's presentation of its financial position or results of operations as at March 31, 2010.

Goodwill and Intangible Assets

In February 2008, the CICA approved Handbook Section 3064, "Goodwill and Intangible Assets" which replaces the existing Handbook Sections 3062, "Goodwill and Other Intangible Assets" and 3450 "Research and Development Costs". This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The adoption of these amendments has had no material impact on the financial statements.

3. FUTURE ACCOUNTING PRONOUNCEMENTS

Homeland Uranium Inc.

Transition to International Financial Reporting Standards

Canadian public companies will be required to prepare their financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board, for fiscal years beginning on or after January 1, 2011. The Corporation is working to implement the IFRS changes to its consolidated financial statements. . Effective January 1, 2011, the Corporation will adopt IFRS as the basis for preparing consolidated financial statements and will report the financial results for the quarter ended March 31, 2011 prepared on an IFRS basis. The Corporation will also provide comparative data on an IFRS basis, including an opening balance sheet as at December 31, 2010.

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests

The CICA issued three new accounting standards in January 2009: Section 1582, Business Combinations, Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Corporation is in the process of evaluating the requirements of the new standards.

Sections 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standards IFRS 3 - Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27 - Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

The Corporation is currently assessing the impact of these new accounting standards on its consolidated financial statements.

4. CAPITAL MANAGEMENT

The Corporation's objective when managing capital is to maintain adequate levels of funding to support development of its exploration projects, to expand regional exploration activities within Niger and the USA and to maintain corporate and administrative functions.

The Corporation considers its capital to be equity, which is comprised of share capital, warrants, stock options, contributed surplus and deficit, which at March 31, 2010 totaled \$16,628,273 (December 31, 2009 - \$16,555,926).

The Corporation manages its capital structure in an effort to provide sufficient funding for its development projects. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurances that the Corporation will be able to continue raising equity capital in this manner.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Corporation's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

There were no changes in the Corporation's approach to capital management during the three month period ended March 31, 2010. The Corporation is not subject to externally imposed capital requirements.

5. FINANCIAL INSTRUMENTS

Homeland Uranium Inc.

The Corporation's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including fair value, interest rate and foreign exchange rate).

Risk management is carried out by the Corporation's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Corporation's credit risk is primarily attributable to accounts receivable and cash and equivalents. Financial instruments included in accounts receivable consist of accrued interest and deposits held with consultants and other service providers. All accounts receivable and deposits held with consultants and other service providers are in good standing. As of March 31, 2010, a total of \$15,764 (December 31, 2009 - \$70,533) represented the maximum credit exposure on accounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is minimal.

Liquidity risk

Liquidity risk refers to the risk that the Corporation will not be able to meet its financial obligations when they become due, or can only do so at excessive cost. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2010, the Corporation had a cash and equivalents balance of \$3,914,677 (December 31, 2009 - \$4,337,215), and current liabilities of \$287,713 (December 31, 2009 \$232,037). All of the Corporation's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Corporation has cash balances and no interest-bearing debt. The Corporation's current policy is to invest excess cash in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major Canadian financial institutions. The Corporation periodically monitors the investments it makes and is satisfied with the creditworthiness of its financial institutions.

A 10% fluctuation in the interest rate, based on the Corporation's financial instruments as at March 31, 2010, could result in an estimated interest gain or loss of \$4,300 on an annual basis.

Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using cash flow forecasting. The Corporation's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Corporation funds certain operations, exploration and administrative expenses in Niger and the United States on a cash call basis using US dollar currency converted from its Canadian dollar bank accounts held in Canada. The Corporation maintains US dollar bank accounts in Canada and the United States. The Corporation is subject to gains and losses due to fluctuations in US dollar and Niger currency against the Canadian dollar.

A 10% fluctuation in the foreign exchange rate, based on the Corporation's foreign denominated financial instruments as at March 31, 2010, could result in an estimated foreign exchange gain or loss of \$30,000.

Fair value

The Corporation has, for accounting purposes, designated its cash and equivalents, the shares and warrants of Macusani Yellowcake Inc. investment, the shares of Homeland Energy Group Ltd. and long-term other assets as held-for-trading, which are measured at fair value. Accounts receivable are classified for accounting purposes as loans and receivables, which are measured at amortized cost which approximates fair market value due to its short-term nature. Accounts payable and accrued liabilities are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also approximates fair market value due to its short-term nature. Fair market value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

6. INVESTMENTS

- [a] **INVESTMENT IN HOMELAND ENERGY GROUP LTD.** - On January 20, 2009, The Corporation provided a cash loan to its Parent in the amount of \$2.5 million at an interest rate of 10% for a term of one year to cover its Parent's short-term cash obligations. In addition, the Parent issued 250,000 common shares priced at \$0.20 per share to the Corporation as a placement fee in respect of this transaction. On June 1, 2009, the loan was settled by means of stock buyback. The accumulated interest amounted to \$90,413 [Note 11]. The Corporation continues to hold the 250,000 common shares of the Parent.
- [b] **INVESTMENT IN MACUSANI YELLOW CAKE INC.** - Pursuant to a share purchase agreement between the Corporation and Macusani Yellowcake Inc. (TSXV-YEL) ("Macusani") dated October 15, 2008, the Corporation acquired 7,619,047 units of Macusani at a price of \$0.2625 per unit for total purchase price of \$2 million. Each unit is comprised of one common share and 0.6 of a common share purchase warrant, with each whole warrant exercisable for a 24-month period to acquire an additional common share at a price of \$0.35 per share. As at March 31, 2010, the market value of these shares was \$2,019,046 and for the warrants was \$356,571. As March 31, 2010, the Corporation owned approximately 14% of the issued and outstanding common shares of Macusani on a non-diluted basis. The Corporation had also acquired certain exclusivity rights until September 15, 2009 to negotiate and enter into an agreement respecting a business combination between the two companies. The exclusivity rights have now expired.

The Corporation opted to use the equity method of accounting for this investment for its December 2008 and March 2009 financial reporting due to the fact that the Corporation owned over 20% of the issued and outstanding common shares of the investee and therefore had the ability to significantly influence their strategic operating, investing and financing policies. However in May and November 2009, Macusani completed equity financings with third parties which have reduced the Corporation's holding of Macusani to 14%. Effective May 2009, the Corporation has since designated the investment as "Held for Trading" [Note 2]. The warrants are valued using the Black-Scholes model with the following parameters.

Expected option life [years]	1.04
Risk-free interest rate	1.41%
Volatility	189%

A 10% fluctuation in the share and warrant prices of the above investments as at March 31, 2010, could result in an estimated gain or loss of \$225,000.

7. LONG-TERM OTHER ASSETS

Long-term other assets are comprised of two cash deposits denominated in US dollars with an average effective yield of 4.0% and a deposit with the Department of Natural Resources of the State of Utah as a reclamation guarantee for the Utah properties with an effective yield of 1.4%.

8. BANK LOAN FACILITIES

As at March 31, 2010, the Corporation had a business loan agreement with Vectra Bank, Colorado that allowed credit facilities of up to US\$86,000. The Corporation has drawn a letter of credit of US\$86,000 in favour of the State of Colorado Mine and Land Reclamation on this facility. The Corporation has pledged as collateral a US\$94,717 cash deposit included in long-term other assets.

9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	March 31, 2010			December 31, 2009		
	Cost	Accumulated Depreciation	Net Book Value	Cost	Accumulated Depreciation	Net Book Value
	\$	\$	\$	\$	\$	\$
Computer and office equipment	154,318	90,394	63,925	154,318	81,911	72,407
Automotive equipment	248,127	200,517	47,610	248,127	181,509	66,618
Furniture and fixtures	78,862	31,545	47,317	78,862	28,407	50,455
Exploration equipment	129,487	67,236	62,251	129,488	60,648	68,840
Outstanding, end of period	610,795	389,692	221,103	610,795	352,475	258,320

Total amount of depreciation on property, plant and equipment for the three month period ended March 31, 2010 amounted to \$37,217 [2009 – \$39,644] out of which \$ 11,621 [2009 – \$13,813] was expensed and \$25,596 [2009 – \$25,831] was capitalized to mineral properties.

10. MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

The Corporation is engaged in the business of the acquisition and development of mineral resource properties across the world, with an emphasis on uranium based resources. As at March 31, 2010, the Corporation's mineral properties are comprised of:

USA properties

As at March 31, 2010, the Corporation, through its USA subsidiary, held four properties in the state of Colorado. The properties consist of Atkinson Mesa, Dry Creek, Slickrock and VEX. The Corporation leases the mining rights for all of these properties directly from the Bureau of Land Management.

During the year ended December 31, 2009, the Corporation did not renew the mining leases of four properties and were ultimately dropped. These properties consisted of CNX, Norma Jean, and Tex in the state of Colorado and the Deremo West property in Utah. The Corporation wrote down a total of \$1,335,907 against these properties. In addition, the Corporation wrote down the sum of \$1,974,207 against the properties of Atkinson Mesa, Dry Creek and Slickrock in Utah. The Corporation did not write down any properties during the three month period ended March 31, 2010.

During the three month period ended March 31, 2010, the Corporation expended a total of \$150,551 [2009 - \$238,113] on the acquisition, exploration and development of the USA properties. As at March 31, 2010, the cumulative expenditures on the USA properties were \$ 8,046,835 [December 31, 2009 - \$7,177,489]. The amounts of cumulative expenditures don't include mineral property write downs which amounted to \$3,310,114 in 2009 [2008 - \$4,009,435].

Niger Concessions

The Corporation was granted Uranium exploration concessions in January 2007 and approved by a governmental order on May 31, 2007. The concessions are located in the Agadez-Arlit district of northern Niger and are held in the name of Uranium International Limited Niger, a branch of the Corporation's Ontario subsidiary. These concessions are granted until November 30, 2010. The Corporation is continuing its negotiations with the Government of Niger to extend the contract duration to beyond these dates. The key terms of the agreement include:

[a] 50% of the concessions must be relinquished on or before November 30, 2010.;

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- [b] a minimum expenditure of US\$2,125,000 per concession during the three year period [note 14[a]];
- [c] a 10% free carried interest for the state in the mining phase with an option to acquire up to 30% at market value;
- [d] exemptions during the exploration period include:
 - value added tax;
 - corporate income tax;
 - income tax for expatriate employees;
 - land tax
 - licence contributions
 - mining flat tax and other registration fees
 - import duties on certain equipment and spare parts;
- [e] a sliding scale mining royalty between 5.5% to 12% of the market value of production on FOB terms;
- [f] exemptions during the mining phase include:
 - value added tax until the date of production
 - apprentice and scheduled taxes on industrial and business profits for three years from production;
 - land and mining flat taxes indefinitely;
 - import duties on certain equipment and spare parts.

During the three month period ended March 31, 2010, the Corporation expended a total of \$123,964 [2009 - \$1,057,062] on the acquisition, exploration and development of mineral properties in Niger. As at March 31, 2010, the cumulative net expenditures on these properties were \$11,283,499 [December 31, 2009 - \$11,159,535].

11. RELATED PARTY TRANSACTIONS

During the three month period ended March 31, 2010, the Corporation paid \$352 to Grove Communications for corporate and investor relation services [December 31, 2009 - \$9,173]. The owner of Grove Communications is a director of the Corporation.

During the year ended December 31, 2009, the Corporation paid \$14,250 to Laurence Curtis as consulting fees. Mr. Curtis became a Director of the Corporation in June 2009.

Accounts receivable for the period ended March 31, 2010 contains a charge of \$2,250 towards office sub-lease to Tormin Resources. The owner of Tormin Resources is a Director of the Corporation. The Corporation has arranged an agreement to rent out one of its offices to Tormin Resources on a part-time basis for \$750 per month starting May 1, 2008. During the year ended December 31, 2009, the Corporation received \$9,000 from Tormin Resources towards this rent agreement.

The above transactions, occurring in the normal course of operations, are conducted on terms that approximate market value and are measured at the exchange amounts.

On January 20, 2009, The Corporation provided a cash loan to its Parent in the amount of \$2.5 million at an interest rate of 10% for a term of one year to cover its Parent's short-term cash obligations. In addition, the Parent issued 250,000 common shares priced at \$0.20 per share to the Corporation as a placement fee in respect of this transaction. The loan was approved by the independent directors of both companies. As the Parent owned approximately 39% of the issued and outstanding capital of the Corporation, this transaction was a related party transaction within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The transaction was exempt from the valuation and minority shareholder approval requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(a) and 5.7(a) of MI 61-101 in that the fair market value of the transaction did not exceed 25% of the Corporation market capitalization.

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On May 30, 2009, the Corporation signed an agreement with its Parent to accept the cancellation of its indebtedness in exchange for 10,361,652 shares of the Corporation which were pledged by a subsidiary of the Parent. The total settlement amounted to \$2,590,413 and comprised principal and accumulated interest. The Corporation's shares were valued at \$0.25 per share.

As a result of the above transaction, the Corporation cancelled a total of 10,361,652 of its own shares at an assigned value of \$4,217,220 or \$0.407 per share. The \$1,626,807 difference between the assigned value of the cost of the shares and the acquisition cost was credited to contributed surplus.

Prior to this settlement, Homeland Energy Group, either directly or indirectly, held 39.4% (22,250,000 shares) of the Corporation. Following the settlement, Homeland Energy Group is left with a 25.8% position (11,888,348 shares) in the Corporation. The agreement was approved by the independent directors of both corporations.

12. ACQUISITION

Following the incorporation of Homeland Uranium Inc., by agreement dated April 14, 2007 with effective date of February 1, 2007, the Corporation entered into a material acquisition with the Parent in which the Corporation acquired the Uranium assets of the Parent in return for 16 million shares of the Corporation. From February 1, 2007, the operations of the acquired Uranium assets were funded by the Corporation.

As the Parent had an original 100% control position of the Corporation as at February 1, 2007 and the fact that the purchase and the acquisition occurred between two related entities, the transaction was accounted on the basis of continuity of interests. Under this accounting, the Corporation is deemed to have acquired assets of the Parent at book value. Subsequent to the acquisition, the Corporation's consolidated financial statements presented for comparative purposes reflect the financial position, results of operations and cash flows as if the Corporation existed in the period of comparison and was managing those transferred assets.

The table below describes the type and value of assets that were acquired for the deemed value of \$6,157,059 as at February 1, 2007:

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Description	USA	USA	USA	Niger	Niger	Total
	2007	2006	2005	2007	2006	
	\$	\$	\$	\$	\$	\$
Deferred exploration expenditures	94,337	959,677	522,815	115,490	150,823	1,843,142
Mineral properties	---	451,500	274,344	18,474	---	744,318
Cash	1,029	74,464	---	---	---	75,493
Mineral property applications – see note 1 below	---	---	---	---	5,344,152	5,344,152
Mineral property – see note 2 below	---	---	---	294,800	---	294,800
Property, plant and equipment (net)	(515)	27,069	---	---	---	26,554
Changes in future income tax liability	---	---	---	13,000	(2,037,000)	(2,024,000)
Changes in accounts payable and accrued liabilities	9,475	193,983	(203,458)	---	---	---
Due to the Parent	---	---	---	(147,400)	---	(147,400)
Net assets acquired	104,326	1,706,693	593,701	294,364	3,457,975	6,157,059

Note 1: By virtue of an amalgamation agreement dated January 27, 2006, the Parent acquired 100% of the outstanding common shares of Pan African Uranium Corp., formerly Uranium International Limited, a private Canadian company with mining interests in Niger. Under the terms of the agreement, Pan African shareholders received one Homeland common share, warrant or option for every two Pan African shares, warrants or options held.

Fair value of net assets acquired:

<i>Mineral property applications</i>	\$	5,344,152
<i>Cash</i>	\$	879,648
<i>Accounts receivable and prepaid expenses</i>	\$	8,296
<i>Future income tax liability</i>	\$	(1,867,000)
<i>Accounts payable and accrued liabilities</i>	\$	(78,261)
	\$	<u>4,286,835</u>

Note 2: In 2007, the Parent issued 125,000 common shares as consulting fees towards the acquisition of the Niger concessions. The Corporation made a cash payment of US\$125,000 to the Parent amounting to 50% of the total cost of issuance.

Note 3: The following table shows the net investment of the Parent on an annual basis during the years 2005, 2006 and 2007.

Description	2007	2006	2005	Total
	\$	\$	\$	\$
Net investment by Parent	398,690	5,164,668	593,701	6,157,059

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Note 4: Prior to the acquisition date, the Parent did not charge the Corporation for certain costs related to shared services including office rent, administration and corporate services.

13. SHARE CAPITAL

[a] The Corporation is authorized to issue an unlimited number of common shares. The common shares have no par value.

Issued	Shares #	Amount \$
Common shares, December 31, 2007 and 2008	56,434,100	22,968,831
Share retirement [note 11]	(10,361,652)	(4,217,220)
Common shares December 31, 2009	46,072,448	18,751,611
Common shares, March 31, 2010	46,072,448	18,751,611

[b] The change in the recorded value of warrants is as follows:

	\$
Balance, December 31, 2007 and 2008	5,834,312
Expired broker warrants [note 13[g]]	(1,057,383)
Modified warrants [note 13[g]]	1,619,067
Balance, December 31, 2009	6,395,996
Balance, March 31, 2010	6,395,996

[c] The change in the recorded value of stock-options is as follows:

	\$
Balance, December 31, 2007	247,413
Stock based compensation - Series 1 [note 13[h]]	170,777
Stock based compensation - Series 2 [note 13[h]]	951,315
Stock based compensation - Series 3 [note 13[h]]	7,177
Balance, December 31, 2008	1,376,682
Stock based compensation - Series 2 [note 13[h]]	486,141
Stock based compensation - Series 3 [note 13[h]]	10,643
Stock based compensation - Series 4 [note 13[h]]	10,420
Modification of stock options - Series 1 [note 13[h]]	41,040
Modification of stock options - Series 2 [note 13[h]]	65,381
Balance, December 31, 2009	1,990,307
Stock based compensation - Series 3 [note 13[h]]	1,835
Stock based compensation - Series 4 [note 13[h]]	4,095
Balance, March 31, 2010	1,996,237

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[d] The change is in contributed surplus is as follows:

Balance, December 31, 2007 and 2008	----
Stock repurchase <i>[note 11]</i>	1,626,807
Expired brokers warrants <i>[note 13[g]]</i>	1,057,383
Income tax recovery	(175,000)
Balance, December 31, 2009	2,509,190
Balance, March 31, 2010	2,509,190

[e] In February 2007, the Corporation completed a non-brokered private placement for seed financing purposes that consisted of 8,000,000 common shares at a price of \$0.23 per common share for total net proceeds of \$1,839,961. No brokerage fees, warrants or cash commissions were payable with this issue.

[f] In February 2007, the Corporation agreed to issue 4,000,000 common shares in return for services rendered towards a prospective acquisition nicknamed the Lighthouse project. 400,000 of these common shares were issued without condition while the remaining 3,600,000 common shares are held in escrow on condition that the said acquisition is formally accomplished by June 26, 2010. For the purposes of these financial statements, 400,000 shares issued without condition has been accounted at \$92,000 and 2,790,000 shares issued to employees and held in escrow has been accounted at \$641,700. 810,000 shares issued to non-employees and held in escrow have not been accounted and the amount of \$641,700 accounted for employee shares held in escrow have been reversed to common shares due to the condition to release these shares from escrow may never materialize. If the condition to release the escrow does not materialize by June 26, 2010 then the remaining 3,600,000 shares will be cancelled.

[g] On June 19, 2007, the Corporation closed the first tranche of a brokered private placement consisting of 16,316,250 subscription receipts at a price of \$0.80 per subscription receipt for total gross proceeds of \$13,053,000. On August 8, 2007, the Corporation closed the second and final tranche of the brokered private placement consisting of 12,117,850 subscription receipts for total gross proceeds of \$9,694,280. The total gross proceeds were \$22,747,280 for a total of 28,434,100 subscription receipts. The main Agent for this placement was Haywood Securities Inc. Each unit is convertible into one common share of the Corporation and one half of one common share purchase warrant of the Corporation. Each whole common share purchase warrant of the Corporation entitles the holder to purchase one additional common share of the Corporation at an exercise price of \$1.25 per share during the 24 months period ending June 19, 2009 for the first tranche of common share purchase warrants of the Corporation and August 8, 2009 for the second tranche of the common share purchase warrants of the Corporation. In conjunction with this funding, the Corporation paid cash brokerage fees and commissions to the Agent and other brokers amounting to \$1,377,321. In addition, the Agent and other brokers were issued 1,898,353 broker Warrants. Each broker compensation option entitles the holder to purchase one additional common share of the Corporation and one half of one common share purchase warrant of the Corporation at an exercise price of \$0.80 per broker compensation option during the 24 months period ending June 19, 2009 for the first tranche and August 8, 2009 for the second tranche. Share issue costs, legal and audit fees associated with the equity financing amounted to \$655,837. The subscription agreement included a penalty dilution clause that entitled the subscribers to the placement to additional units amounting to 20% of units subscribed in case the Corporation did not file a preliminary prospectus within six months of the respective closings. The Corporation did however file a preliminary prospectus within the prescribed period and was accepted by the regulatory authorities on February 13, 2008. The 20% dilution clause has thus become void. A value of \$4,776,929 was ascribed to the common share purchase warrants of the Corporation based on their fair value as determined using the Black-Scholes option valuation method. Similarly a value of \$1,057,383 was ascribed to the Warrants.

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On June 16, 2009, the Corporation provided an exercise extension of its outstanding warrants for a total of 14,217,050 share purchase warrants issued in 2007, to now expire on June 19, 2010. All of the warrants were set to expire between June and August 2009. In addition, the share purchase warrants exercise price was amended from \$1.25 to \$0.80 per warrant. The amendment has been approved by the independent directors of the Corporation. As at March 31, 2010, all of 1,898,353 broker warrants had expired and none had been exercised.

- [h] The Corporation adopted a stock option plan under which options to purchase shares of the Corporation may be granted to directors, officers, employees and consultants of the Corporation. During the three month period ended March 31, 2010, 150,000 options were issued and 1,065,000 expired. The following summary sets out the activity in outstanding stock options

	Options #	Weighted average exercise price \$
Outstanding, December 31, 2007	2,300,000	0.50
Year 2008		
Granted	2,845,000	0.80
Expired	(140,000)	0.58
Outstanding, December 31, 2008	5,005,000	0.67
Year 2009		
Granted	150,000	0.25
Expired	(1,065,000)	0.75
Outstanding, December 31, 2009	4,090,000	0.25
Outstanding, March 31, 2010	4,090,000	0.25

The details of options outstanding at March 31, 2010 are as follows:

Number of stock options #	Remaining contractual life [years]	Exercise price per share	Expiry date
2,005,000	2.1	\$0.25	May 7, 2012
1,835,000	3.0	\$0.25	March 6, 2013
100,000	3.6	\$0.25	November 21, 2013
150,000	4.6	\$0.25	November 12, 2014
4,090,000			

Note: A further 100,000 stock options were conditionally granted on May 7, 2007 to a key individual associated with a project being developed, but have not been issued as of March 31, 2010 until certain conditions related to this project are met.

On November 27, 2009 the Corporation announced that it had re-priced the exercise price of 2,005,000 stock options expiring on May 7, 2012 from \$0.50 to \$0.25, 2,085,000 stock options expiring on March 6, 2013 from \$0.80 to \$0.25 and 100,000 stock options expiring on November 21, 2013 from \$0.80 to \$0.25. These options are held by directors, officers and employees of the Corporation.

All granted options vest over an eighteen month period. As at March 31, 2010, 3,952,500 of all issued options were exercisable. The fair values of the options were estimated using the Black-Scholes option pricing model with the following assumptions:

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	2009	2008
Expected option life [years]	2.4 - 5.0	5.0
Risk-free interest rate	1.7% - 5.5%	5.5%
Volatility	130% - 158%	130%
Dividend yield	0%	0%

[i] The following summary sets out the activity in outstanding warrants:

Number of Warrants #	Remaining contractual life [years]	Exercise price per share \$	Expiry date
14,217,050	0.22	\$0.80	June 19, 2010
14,217,050			

14. COMMITMENTS

[a] Niger mineral properties

The Corporation is committed to spend a minimum of US\$300,000 per concession before November 30, 2008 (US\$2,400,000 for the eight concessions). For the periods ending November 30, 2009 and 2010 the annual expenditures are increased to US\$500,000 and US\$1,325,000 respectively per concession (US\$4,000,000 and US\$10,600,000 for the eight concessions). As at March 31, 2010, the Corporation has spent \$5,664,560 (excluding allowable overhead costs and pre-operational expenditures) on the eight Niger concessions which approximately equate the required expenditures of the first and second years.

The Corporation has encountered many delays during the execution of its Niger project due to events or circumstances beyond the Corporation's control. The government of Niger has acknowledged these delays as "Force Majeure" and has pledged to grant the Corporation an extension to its current contract to compensate for the lost time. The Corporation is in process to make the necessary applications to get the extension formalized.

The Corporation is obliged to pay annual land royalty fees to the government of Niger equivalent to CFA 1,000 (\$2.61) per square kilometer in the first three year term of agreement (\$9,460 in total). In the first, second and later terms of renewals, the land royalties are increased to CFA 2,000, CFA 3,000 and CFA 5,000 respectively per square kilometer.

In addition, the Corporation has agreed to make cash payments to the government for the purpose of training Niger nationals equivalent to US\$10,000 per concession per year or US\$ 80,000 for its eight concessions as part of minimum spending commitments.

[b] Lease and rent agreements

As at March 31, 2010, the Corporation was committed to the following lease and rent agreements:

Location	Type	Monthly payment	Ending
Niamey, Niger	Exploration office rent	200,000 cfa (\$442)	March 1, 2011
Arlit, Niger	Accommodation and office rent	680,000 cfa (\$662)	December 31, 2010
Grand Junction, CO	Technical office rent	US\$2,900 (\$3,100)	August 31, 2010

15. SEGMENTED INFORMATION

The Corporation operates in one industry segment which is mineral exploration. The Corporation's head office is in Toronto, Ontario while its exploration activities are being carried out in the USA and Niger. The following table provides some segmented information for the periods ended 2008 and 2009. In addition, Note [10] to these financial statements sets out further details of mineral properties and deferred exploration expenditures.

March 31, 2010

	Canada	USA	Niger	Company
Interest income	\$ 5,510	\$ 770	---	\$ 6,280
Cash and equivalents	\$ 3,884,004	\$ 17,868	\$ 12,805	\$ 3,914,677
Investments	\$ 2,393,117	\$ 159,989	---	\$ 2,553,106
Write-downs	---	\$ 3,310,114	---	\$ 3,310,114
Fixed assets	\$ 5,225	\$ 51,342	\$ 164,536	\$ 221,103
Mineral properties	---	\$ 877,837	\$ 11,283,499	\$ 12,161,336
Total assets	\$ 6,293,689	\$ 1,104,699	\$ 11,465,348	\$ 18,863,736
Loss for the year	\$ 135,761	\$ 20,290	-\$ 220,218	-\$ 64,167

March 31, 2009

	Canada	USA	Niger	Company
Interest income	\$ 70,399	\$ 1,529	---	\$ 71,928
Cash and equivalents	\$ 6,181,727	\$ 19,909	\$ 98,259	\$ 6,299,895
Investments	\$ 2,255,282	\$ 430,840	---	\$ 2,686,122
Fixed assets	\$ 12,797	\$ 125,880	\$ 307,899	\$ 446,576
Mineral properties	---	\$ 3,406,167	\$ 10,341,751	\$ 13,747,918
Total assets	\$ 11,793,042	\$ 3,827,255	\$ 10,931,393	\$ 26,551,690
Loss for the year	\$ 318,270	-\$ 2,248	-\$ 73,614	\$ 242,408

16. ACQUISITIONS AND SUBSEQUENT EVENTS

On March 2, 2010, the Corporation announced the signing of a letter of intent with Solex Resources Corp. ("Solex") to complete a business combination that has been unanimously approved by the Boards of Directors of both companies. Under the agreement, the Corporation will acquire from Solex approximately 81.65 million common shares of Solex for consideration of \$4 million in cash and approximately 7.619 million common shares of Macusani Yellowcake Inc. ("Macusani") as well as a right to purchase the shares issuable if the Corporation exercises up to approximately 4.57 million Macusani warrants (the "Homeland Assets"). The parties commenced due diligence procedures and negotiated a definitive agreement.

The Proposed Transaction is a purchase by Solex of the Homeland Assets. If the transaction proceeds, Solex would plan to hold special meetings to approve the Proposed Transaction and related matters on April 27, 2010. Shareholder approval of the Solex share issuance and related matters in connection with the Proposed Transaction would have to be approved by not less than a majority of the votes cast by Solex shareholders. The Proposed Transaction is also conditional on obtaining the agreement of Eldorado Gold Corporation on certain aspects of this transaction and would also provide for certain severance and transitional payments to current Solex officers. Solex shareholders will also be asked to approve a possible share consolidation and name change.

On April 5, 2010, the definitive agreement was executed. Insiders and senior officers and members of the Board of Directors of Solex agreed to support the Proposed Transaction and entered into lockup agreements comprising

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approximately 10% and 3% of Homeland and Solex' issued and outstanding shares, respectively. Details of the offer are included in a formal definitive agreement and are described in a Management Information Circular which has been filed with the regulatory authorities and mailed to Solex shareholders in accordance with applicable securities laws. Under certain circumstances if the Proposed Transaction is not completed, a break fee of \$250,000 may be payable by Solex or a reverse break fee of \$250,000 may be payable by Homeland Uranium.

If the Proposed Transaction is completed, the resulting Board of Directors would be comprised of four nominees of Homeland and two nominees of Solex with a representative of Homeland becoming the President and CEO, and a representative of Solex becoming the Chairman.

Homeland has arranged Tranche 1 of a private placement of 6,250,000 units at C\$0.08 for gross proceeds of C\$500,000 and Solex exercised the option to complete an additional private placement, Tranche 2, of 3,125,000 units for gross proceeds of C\$250,000 on the same terms and conditions as Tranche 1. The private placement was not conditional on any aspect of the Proposed Transaction, and the Proposed Transaction was not conditional on the completion of the private placement. The use of proceeds will fund the exploration and development of Solex's uranium projects in the Macusani Plateau uranium district in Peru and for general corporate purposes.

On March 16, 2010 Solex announced the closing of a private placement for total proceeds of C\$750,000. A total of 9,375,000 units priced at C\$0.08 were issued. Each unit comprised one common share and one full share purchase warrant. Each full share purchase warrant entitles the holder to purchase, for a period of 18 months from the closing of the private placement, one common share at a price of C\$0.15 per share. The underlying shares will be escrowed for a period of 4 months and one day according to the policies of the TSX Venture Exchange.

At a Special Meeting of Solex shareholders held on April 27, 2010, the shareholders approved the previously announced Proposed Transaction and related matters with the Corporation. In addition, the shareholders of Solex approved a proposed name change of the company and a proposed 3:1 share consolidation plan following completion of the transaction. The transaction is subject to final TSX Venture Exchange approval.

On May 17, 2010, the Corporation announced the closing of the transaction where it gained control of Solex Resources Corp. [Solex]. The Corporation received 81.7 million (pre-consolidation) common shares of Solex, giving it a majority ownership stake, and received the right to nominate four directors to the Solex board, with former Solex shareholders having the right to nominate two directors to the board, and the right to name the Solex CEO.

The Corporation paid Solex \$4 million in cash and approximately 7.6 million shares of Macusani Yellowcake Inc. representing a 12.7% interest. Solex also has the right to purchase any common shares acquired by the Corporation if it exercises the 4.57 million Macusani warrants it owns.

Also on May 17, 2010, Solex name was changed to Southern Andes Energy Inc. and its shares were consolidated on a 3:1 basis with shares issued and outstanding totalling 53,659,709 post consolidation.

On May 14, 2010, the Corporation closed Tranche (1) of a \$1,000,000 private placement to issue 20,000,000 common shares of the Corporation at \$0.05 per share. The amount raised at Tranche (1) was \$400,000 and the Corporation expects to raise a further \$600,000 at the closing of Tranche (2). The cash will partly be used to comply with the Corporation's liability to close the Solex deal described earlier and to enhance its working capital.
