

MANAGEMENT'S DISCUSSION AND ANALYSIS, ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion covers results of operations of the Corporation and it is advised that they be read in conjunction with the audited financial statements of Homeland Uranium Inc. for the year ended December 31, 2008 and the related notes thereto. The financial statements and the financial information contained in the related MD&A were prepared in accordance with GAAP.

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Corporation could differ materially from those discussed in the forward-looking statements. These risks and uncertainties are highlighted under "Forward-Looking Statements" and under "Risk Factors" found in this document, further below.

Overview

Homeland Uranium Inc, [the "Corporation"] was incorporated under the laws of Ontario on December 29, 2006 as 2123494 Ontario Inc. by Homeland Energy Corp. ["HEC" or the "Parent"], a private mining company incorporated under the laws of Ontario and continued in the British Virgin Islands. HEC is a wholly owned subsidiary of Homeland Energy Group Limited, a publicly traded company on the TSX. On January 19, 2007, the Corporation changed its name to Homeland Uranium Inc. ("HUI")

The Parent originally held coal and uranium interests in Africa and North America. It decided to divest its uranium assets into a separate Canadian entity, these assets in turn held by two wholly-owned subsidiary companies, Homeland Uranium, Inc. ["USA Sub"], a 100% owned Utah corporation originally incorporated on March 15, 2005, and Pan African Uranium Corp. ["Ontario Sub"], a 100% owned Ontario registered corporation originally incorporated on January 27, 2006. Uranium International Limited Niger ["Niger Sub"] is a wholly-owned subsidiary company of the Ontario Sub, originally incorporated in Niger on April 30, 2007. The transaction of The Parent was executed on February 1, 2007 at a recorded book value of \$6.157 million, in return for 16 million shares of the Corporation. As a result, the Corporation acquired a 100% undivided ownership of the Ontario and Niger Subs, as well as the USA Sub. The Niger Sub retains direct ownership of eight uranium exploration concessions; the USA Sub holds a 100% interest in the USA properties. The Corporation has not made any significant acquisitions or dispositions since its incorporation.

In February 2007, the Corporation closed a seed financing for total gross proceeds of CDN \$1.84 in return for 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 pending formal acquisition of this property.

Whereas the Parent originally retained 100% control position of the Corporation as of February 1, 2007, given that the acquisition occurred between two related entities, the accounting was done on the basis of continuity of interests. Under this accounting method, 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 and subsidiary companies 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 prior to February 1, 2007 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 of the subsidiary companies 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.

The Corporation is a junior mineral exploration company engaged in the acquisition, exploration, and development of properties that have the potential to host economically significant quantities and concentrations of one or more mineral resource commodities, principally uranium. Financial success is dependent upon the discovery of a mineral deposit that can be developed and mined at a profit. The probability of such success is difficult to quantify and the amount of resulting income, if any, cannot be determined with any certainty. None of the mineral property interests held by the Corporation are in production and, as such, the Corporation does not currently have operating income or positive cash flow from operations.

The Corporation is exploring its mineral properties and will continue to assess future opportunities in order to determine whether or not these properties have the potential to host economically significant quantities and concentration of uranium and in some cases vanadium, as well.

Capitalization

The following sets the capitalization of the Corporations as at December 31, 2008:

Description	Number of Securities Outstanding
Issued and outstanding	56,434,100 ⁽¹⁾
Warrants	16,115,403 ⁽²⁾
Stock options	5,005,000 ⁽³⁾
Total Number of Securities Outstanding	77,554,503

⁽¹⁾ inclusive of the 3,600,000 Common Shares currently held in escrow which may be returned to treasury and cancelled in the event the escrow release conditions are not satisfied.

⁽²⁾ this includes 1,898,353 Private Placement Broker Warrants outstanding.

⁽³⁾ 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 December 31, 2008 until certain conditions related to this project is met.

Summary of Quarterly Results

In Canadian Dollars

Description	December 2008	September 2008	June 2008	March 2008	December 2007	September 2007
Current assets	\$11,192,673	\$14,118,213	\$16,021,876	\$17,500,190	\$19,375,972	\$20,920,737
Mineral properties	\$12,452,743	\$15,454,471	\$13,733,741	\$12,807,663	\$11,097,240	\$10,280,215
Current liabilities	\$971,811	\$844,093	\$911,418	\$1,183,767	\$1,253,016	\$1,068,654
Working capital	\$10,220,862	\$13,274,120	\$15,110,458	\$16,316,423	\$18,122,956	\$19,852,083
Loss for the period (total)	\$3,820,941	\$286,825	\$573,777	\$906,589	\$401,842	\$422,052
Loss per common share	\$0.07	\$0.01	\$0.01	\$0.02	\$0.01	\$0.01

Results of operations for the twelve month period ended December 31, 2008 compared to the twelve month period ended December 31, 2007

USA

During the twelve month period ended December 31, 2008, the Corporation expended a total of \$3,129,038 on the acquisition, exploration and development of the US Properties. This is compared to \$1,840,115 that was spent on the acquisition, exploration and development of the US Properties during the twelve month period ended December 31, 2007.

As at December 31, 2008, the Corporation, through its USA subsidiary, held seven properties in the state of Colorado and two properties in the state of Utah. The properties in Colorado consist of Atkinson Mesa, CNX, Dry Creek, Norma Jean, Slickrock, TEX and VEX. The property in Utah consists of Deremo West.

Drilling was the primary focus of efforts in the USA during the second half of 2008. The six months leading up to the commencement of drilling was occupied with data interpretation, map preparation, drill target delineation and permitting. The BLM and the Utah and Colorado Divisions of Natural Resources regulations involve lengthy permitting procedures and require comprehensive supporting documentation. An average over four months is spent in the permitting process prior to initiating actual drilling. This time parameter requires technical planning is initiated about six months ahead of time.

During the twelve month period ending December 31, 2008, fifty-five holes were completed on the Big Indian, Wray Mesa, Dry Creek, Slick Rock and Vex properties. At the Big Indian property, the deeper,

Chinle uranium-bearing formation was targeted to in an effort to discover mineralization similar to that at the historical nearby original Big Indian uranium deposit trend. Two holes were completed to an average depth of 1700 feet. Though the regionally uranium-bearing Mossback Member was present and reduced, the presence of Moenkopi Formation conformably underlying the Chinle did not meet the criteria necessary to satisfy the prevailing geologic model for uranium in this formation. Consequently, the claims were dropped reducing annual land payments by approximately \$75,000 for the calendar year 2009. The total amount of the property write-down was \$441,219.

Drilling at Wray Mesa has confirmed known uranium mineralization and extended it along what appears to be a mineralized trend. A total of twenty-seven holes were completed, for a total of just over 27,000 feet. No further work was planned on the Wray Mesa property in 2009. In April 2009, the Corporation reviewed the lease agreement with Future Energy, LLC, which expires on April 30, 2009, in conjunction with the current economic downturn, the decline in uranium prices and the renewal terms of the agreement. The Corporation decided not to go ahead with purchasing the property and informed the owners that it was retuning the property to them. The total amount of the property write down was \$3,568,216.

Drilling at the Slickrock property was a technical success in that three of the four encountered mineralization within thick, reduced and altered sandstone, for a total of 3,911 feet. No additional work is planned on this property in 2009.

Two holes totalling 2,398 ft. were completed at Dry Creek Basin. Several historical mineralized intercepts are known in the property area; one was offset. Mineralized sandstone was encountered at the same stratigraphic interval, indicating lateral continuity of the mineralization. No further work is planned on this property in 2009.

The VEX property was originally staked as a possible extension of the Curley-Van deposit discovered by Union Carbide over twenty years ago. Denison Mines currently owns the deposit and the Van 4 shaft above it. The VEX property surrounds this deposit. Seven holes were completed for a total of 5,180 feet, six of them encountering minor uranium mineralization over narrow widths. No further work is planned on this property in 2009.

As at December 31, 2008, the cumulative net expenditures on the US properties were \$3,168,054 compared to \$4,048,451 as at December 31, 2007. During the year 2008, the Corporation wrote down a total of \$4,009,435 in mineral properties and deferred exploration expenditures.

NIGER

On February 1, 2007, Homeland Uranium entered into a material acquisition agreement with HEC pursuant to which Homeland Uranium acquired the USA Sub and the Niger Sub from HEC in return for 15,999,999 shares of Homeland Uranium in addition to the one founding share held. An administrative office was set up in Niamey, Niger with an exploration warehouse facility in Agadez and an exploration field compound in Arlit, Niger. Several experienced Nigerian geologists and field technicians were hired during the second quarter of 2007 and by the third quarter of 2007 an exploration program had been finalized and field work subsequently commenced. A considerable amount of field equipment including all-terrain vehicles, computers, tents and related equipment was purchased and shipped to Niger.

During the twelve month period ended December 31, 2008, the Corporation spent a total of \$2,235,900 on mineral exploration on its licenses in the Republic of Niger. This is compared with \$1,553,814 that was spent on the development of the Niger licenses during the twelve month period ended December 31, 2007. The concessions, each being 500 square kilometres in size, were awarded towards the end of the

first quarter in 2007 which explains the low expenditures during that period. The higher expenditure in 2008 reflects the extent of the exploration activities in Niger during the first quarter of 2008 including geophysical and geochemical surveys, and drilling.

Overall and during the twelve month period of this current year, four major tasks were completed on the Niger properties held by the Corporation. These consisted of:

- a comprehensive Remote Sensing study, including a regional structural analysis;
- a property wide radon detection survey comprising 1,626 track etch detectors;
- a property wide and detailed mobile metal ion (“MMI”) soil sampling program including 3,500 samples;
- a reconnaissance drilling program on the eastern margin of the Agelal (I) concession comprising six rotary holes for a total of 2,225 meters.

The remote sensing survey and the Radon Detection program were completed using contractors and the MMI and drilling program were completed by the Corporation’s personnel along with those of its Niger subsidiary, Uranium International Limited (“UIL”). Exploration was completed by the end of May while drilling was halted due to the worsening security situation in the area related to the ongoing dispute between the Touareg tribes of northern Niger and the southern-based government of Niger. The Corporation believes the security situation may have improved and is planning to resume exploration on its concessions in Niger in 2009

The remote sensing contract was completed and the final report submitted in February 2008. This task was completed by MIR Teledetection Inc., based in the Province of Quebec, Canada. This Survey had the added benefit of including an analysis of the structural characteristics associated with mineralization in known deposits located proximally to the Algelal and Asekra concessions (Cominak, Somair, and Imouraren).

The radon detection program was completed by Stratamodel Inc., based in Pennsylvania, USA, and the final report submitted in March 2008. A total of 942 radon detectors were placed in the Asekra concessions and an additional 684 in the Agelal concessions. Spacing for the detectors was 1 km along lines placed 2 km apart. Analysis of results show two well defined multiple point anomalies and scattered single point anomalies. The most significant radon anomaly on the Agelal property is located in the southeast quadrant of Agelal (I). It is linear in shape, oriented at 70 degrees and is approximately 16 km long and 2 km wide. The most significant radon anomaly on the four Asekra concessions defines a planar area of approximately 150 sq km straddling the border between Asekra (I) and (II).

The MMI soils sampling program was completed in April 2008. HUI-UIL staff completed the survey collecting 3,500 soil samples while working with the radon detection crew. The MMI program defined two highly anomalous areas on the concessions. The first anomalous area, located in the Agelal property, features a zone trending west to east, which in turns roughly corresponds to the south margin of the Agelal (I) license. This area, extending into the northern half of Agelal (II), was the location for much of the historical drilling in the area. Many of these drill holes have anomalous values at depth; HUI’s MMI survey results appear to corroborate at surface the mineralization encountered at depth in this historical drilling. The values plotted for the radon detection display a similar trend; however, it is located to the north of the MMI trend. Results from the MMI sampling program at Asekra feature a pronounced northwest-southeast trending anomaly starting in the lower southwest corner of Asekra (II) and extending 18 km to the southeast into the middle of Asekra (III). This trend corresponds with a northwest trending topographical high associated with the Irhazer Group (Lower Cretaceous). These ridges represent more

resistant sandstone units of the Irhazer. The strong continuity of the anomalous zone suggests a persistent uranium bearing formation. Mineralization in this area would be expected to be found at or near the surface, perhaps within 50 meters of surface.

Six drill holes for a total of 2,225 meters were drilled in the first half of 2008. These holes were completed along the eastern margin of the Algelal (I) concession with the objective of achieving the following:

- test and confirm the underlying geology;
- determine the depth to various formations on the west side of the Arlit Fault;
- test for the presence of uranium mineralization on the west side of the fault in the same formations as those currently being mined on the east side of the fault (Somair deposit; 31 million pounds at 0.3% U₃O₈);
- test the uranium-bearing Guezouman Formation at the eastern edge of the property where it is estimated to be at a relatively shallow depth.

Drill hole AGL1-08-002 intercepted significant uranium mineralization in the Madaouela Formation at a depth of from 70 to 74 meters and averaged 0.126% or 2.77 pounds U₃O₈ per tonne. The 2008 exploration season was halted mid-season due to increased bandit and rebel activity in the exploration area.

Field work in Niger during the fourth quarter of 2008 consisted of scintilometer surveys conducted on the four Asekra concessions. 10,000 line kilometres of scintilometer surveys were conducted at Asekra utilizing four crews utilizing hand-held scintilometers. Scintilometers grids were established on a 200 meter spacing (east-west lines) with samples taken every 50 meters. These data were collected between October and December 2008.

The Corporation is planning to begin a second phase exploration program during the first quarter of 2009.

As at December 31, 2008, the cumulative net expenditures on the Niger properties were \$ 9,284,689 compared to \$7,048,789 as at December 31, 2007.

During the twelve month period ended December 31, 2008, general and administrative expenses, including rent, legal and audit fees, corporate services, office, general expenses but excluding all non cash expenses, were \$ 1,328,903. This is compared to \$864,954 expended during the same period in the twelve months of 2007. The higher expenditures in 2008 correspond to the legal and administrative expenditures of issuing a prospectus and taking the Corporation public.

Foreign exchange losses for the twelve month period ended December 31, 2008 amounted to gains of \$391,649 compared to losses of \$201,433 for the twelve month period ended December 31, 2007. The foreign exchange gains reflect the fluctuation of the Canadian dollar compared to that of the United States dollar.

The table below reflects a summary of the results for the twelve month period ended December 31, 2008:

Description	As at December 31, 2008	As at December 31, 2007
Mineral properties and deferred exploration costs	\$12,452,743	\$11,097,240
Property, plant and equipment	\$ 502,099	\$621,669
	Twelve month period ended December 31, 2008	Twelve month period ended December 31, 2007
Project development expenses	\$ 32,533	\$138,112
General and administrative expenses	\$ 1,328,903	\$ 864,954

None of the mineral property interests held by the Corporation are in production or producing any cash flow. In order to develop its properties or to acquire additional properties, additional financing will be required to be obtained by the Corporation. The Corporation's accounting policy is the costs relating to acquisition, exploration and development of mineral properties, less recoveries, are capitalized 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.

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.

PERU

Pursuant to a share purchase agreement between the Corporation and Macusani Yellowcake Inc. (TSXV-YEL) ("Macusani") dated October 15, 2008; the Corporation has 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. Consequently, the Corporation now owns approximately 23.5% of the issued and outstanding common shares of Macusani on a non-diluted basis (32.9% on a fully-diluted basis if all warrants acquired in the private placement were exercised).

The Corporation has 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 also preclude Macusani from soliciting other transactions regarding a change of control and provide Homeland with matching rights before Macusani may accept, approve or recommend an unsolicited

change of control transaction.

The TSX Venture Exchange has approved the transaction and all securities issued pursuant to the private placement are subject to a 4-month hold period. Macusani proposes to use the net proceeds from this offering to fund further exploration of the company's Colibri II-III mineral concessions located on the Macusani plateau in Peru, and for working capital and general corporate purposes. Macusani controls over 20,000 hectares (2,000 km²) of mineral exploration properties prospective for uranium on the Macusani plateau in Peru.

SUBSEQUENT EVENTS

On January 21, 2009, The Corporation provided a cash loan to Homeland Energy Group ("Homeland Energy") in the amount of C\$2.5 million at an interest rate of 10% for a term of one year to cover Homeland Energy's short-term cash obligations. Pledged against this loan are 22,250,000 shares of the Corporation owned by Homeland Energy. Homeland Energy also 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 Homeland Energy owns approximately 39% of the issued and outstanding capital of the Corporation, this transaction is a related party transaction within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The transaction is 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 does not exceed 25% of the Corporation market capitalization.

Liquidity and Capital Resources

As at December 31, 2008, the Corporation had no indebtedness other than ordinary trade payables and accruals totalling \$971,811. This is compared to \$1,253,016 of trade payables and accruals as at December 31, 2007. A large part of the trade payables reflect a liability to a third party relating to the acquisition of the Niger subsidiary as at February 1, 2007.

Accounts receivable and prepaid expenses amounted to \$1,090,408 as at December 31, 2008. This is compared to \$ 1,113,301 of accounts receivable and prepaid expenses as at December 31, 2007. A large part of the recorded amount of accounts receivable is for reimbursements due from HEC.

Mineral properties and deferred exploration were \$12,452,743 as at December 31, 2008. The Corporation has also written down \$4,009,435 of mineral properties belonging to the US subsidiary. As at December 31, 2007 mineral properties and deferred exploration expenses amounted to \$11,097,240. The increase in deferred exploration reflects the amount of exploration work executed in Niger and the USA.

During the twelve month period ended December 31, 2008, the Corporation expended \$90,035 on additions to plant and equipment in both Niger and the United States. This is compared to \$653,316 which was expended during the year 2007.

Cash and equivalents and short-term investments as at December 31, 2008 were \$10,102,265 compared to \$18,262,671 as at December 31, 2007. The higher liquidity in 2007 was due to the successful closing of a non-brokered seed financing in February 2007 for net proceeds of \$1,839,961 and the closing of a brokered private placement of Units in June and August 2007 for net proceeds of \$20,714,122. The Corporation did not do any financings in 2008.

The Corporation has near-term cash needs of approximately \$4.5 million through to December 31, 2009

consisting of existing exploration activities, property commitments, and new project generation as well as general and administrative expenses. This does not include any costs towards merger, investment or acquisition plans that Corporation may undertake during the coming period. The Corporation may require additional financing to satisfy its cash needs in case of any new major project acquisition. It may finance such requirements through equity financing, debt financing, and joint venture arrangements with other mining companies or the sale of interests in certain mining properties. There can be no assurances that such capital will be available to the Corporation.

The Corporation has limited resources of funds to engage in additional exploration and development, which may be necessary to exploit its properties and make additional acquisition payments in order to maintain its property interests. The Corporation may not be able to obtain, on satisfactory terms; the financing necessary to finance its substantial obligations in respect of the Corporation's mineral property interests.

Commitments

The Corporation holds a lease to purchase option from Future Energy, LLC, for mineral properties, known as the Wray Mesa project, in the USA. The agreement with Future Energy, LLC was signed on May 1, 2006 and is valid for three years. It carries a commitment to pay rental and claim fees of US\$331,000 during the first three years. The Corporation is also committed to expend a minimum of US\$239,500 on exploring the property during the first two years and US\$392,000 in the last year. The Corporation has paid the rental and claim fees for the three years of the contract life and exceeded the minimum expenditure requirements on exploration. In April 2009, the Corporation informed Future Energy, LLC that it will not be renewing the agreement and has opted to drop the property.

In Niger, the Corporation is committed to spend a minimum of US\$300,000 per concession in the first year (US\$2,400,000 for the eight concessions). In the second and third years the 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). In addition, the Corporation is obliged to pay 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 the agreement (\$9,460 in total). In the first, second and later terms of renewals, the land royalties are increased to CFA 2000, CFA 3,000 and CFA 5,000 respectively per square kilometer. The Corporation has also 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.

The Corporation was granted the uranium exploration concessions relating to the Niger Properties in January 2007 and received Niger governmental approval on November 30, 2007. These concessions were granted for a three year period plus a six month preparation period. The Corporation currently has sufficient funds to finance the financial commitments and obligations in connection with each of the concessions relating to the Niger Properties over this year.

Risk Factors

An investment in the Corporation's securities is considered speculative. Prospective investors should consider the specific risks that are associated with the business of the Corporation. None of the Corporation's mineral property interests in the Republic of Niger or in the United States are in production and none of its mineral property interests contain a known body of commercial ore. In order to develop its properties, the Corporation may require additional financing which may not be possible to obtain.

The business of mining is generally subject to a number of risks and hazards, insurance for which is generally not available. The Corporation has or is seeking to acquire interests in some volatile regions of the world which have experienced or continue to experience periods of political and/or economic instability including war, terrorism and public disorder. The Corporation's activities may be subject to extensive foreign laws and regulations and the Corporation may become subject to significant liabilities for environmental damage resulting from its exploration activities or for any subsequent development. In addition, changes in mining or investment policies and regulations which cannot be accurately predicted may adversely affect the Corporation's business. There is no guarantee that the Corporation will obtain all required permits to develop its property interests.

The Corporation encounters competition from other companies, some of which have greater financial resources and technical facilities than the Corporation. This applies to Niger, the USA and other countries where the Corporation is pursuing to acquire properties. Market fluctuations in the price of uranium and other energy related minerals is also another major risk factor as it may render ore reserves to be uneconomic.

The Corporation has certain spending commitments on its properties and it is possible that these commitments may not be met in a timely manner for operational, security or other reasons. In normal circumstances, the Corporation could negotiate an extension for its contract obligations but there is no guarantee that it will succeed in obtaining such an extension or relief. In such cases, the Corporation would risk losing its contractual rights on these properties.

The Corporation is relatively a new and young organization. Its success will largely depend on the efforts and abilities of certain senior officers and key employees. Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists a possibility for such directors and officers to be in a position of conflict. See "Conflicts of Interests" below.

Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The operations of Homeland Uranium are subject to all the hazards and risks normally encountered in the exploration, development and production of precious and base metals and other minerals, including but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience and knowledge. While the discovery of uranium and other minerals may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Homeland Uranium will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors

cannot be accurately predicted but the combination of these factors may result in Homeland Uranium not receiving an adequate return on invested capital. There is no certainty that the expenditures made by the Homeland Uranium towards the search and evaluation of uranium and other minerals will result in discoveries of commercial quantities of ore or other minerals.

Uranium Price Volatility

Homeland Uranium's activities will be almost exclusively exploration and possibly the development of uranium mining properties in Niger and the U.S. Therefore, the principal factors affecting the price of the Common Shares are factors which affect the price of U3O8, and are thus beyond Homeland Uranium's control. Such factors include, among others, the demand for nuclear power; political and economic conditions in uranium producing and consuming countries such as Canada, the United States and former Soviet Republics; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess civilian and military inventory (including from dismantling of nuclear weapons and industry participants production levels and costs of production in countries like Russia, Canada, United States and Africa.

The market prices of U3O8 are affected by rates of reclaiming and recycling of uranium and rates of production of uranium from mining, and may be affected by a variety of unpredictable international economic, monetary and political considerations, including increased efficiency of nuclear power plants and increased availability of alternative nuclear fuel, such as mixed oxide fuel generated in part from weapons grade plutonium.

Macroeconomic considerations include: expectations of future rates of inflation; the strength of, and confidence in, the U.S. dollar, the currency in which the price of U3O8 is generally quoted, and other currencies; interest rates; and global or regional economic events.

In addition to changes in production costs, shifts in political and economic conditions affecting uranium producing countries may have a direct impact on their sales of uranium.

The price of uranium is also tied directly to the worldwide electrical utility industry. Deregulation of the utility industry, particularly in the U.S. and Europe, is expected to impact the market for nuclear and other fuels for years to come, and may result in the premature shutdown of nuclear reactors. Experience to date with deregulation indicates that utilities are improving the performance of their reactors, achieving record capacity factors. There can be no assurance that this trend will continue.

Foreign Exchange Rates

Homeland Uranium is exploring uranium mining properties in Niger and the U.S. However, Homeland Uranium maintains its accounting records, reports its financial position and results, pays certain operating expenses and the Common Shares trade, in Canadian currency. Therefore, because exchange rate fluctuations are beyond Homeland Uranium's control, there can be no assurance that such fluctuations will not have an adverse effect on Homeland Uranium's operations or on the trading value of the Common Shares.

Lack of Operational Liquidity

The expenses of Homeland Uranium will be funded from cash on hand from the proceeds of the previous

offerings. Once such cash has been expended, Homeland Uranium will be required to seek additional financing. There is no guarantee that any debt or additional equity or equity related offering of securities will be available on terms acceptable to Homeland Uranium or that Homeland Uranium will be able to locate or sell U3O8 in a timely or profitable manner.

Security Threats Due to Armed Conflict

The security situation in the Arlit-Agadez region of northeastern Niger may worsen due to increased rebel activity by a Tuareg movement called the Mouvement des Nigériens pour la Justice (“MNJ”). The MNJ have recently staged several attacks against government military installations in the region. If this conflict escalates and poses a risk to the health and safety of Homeland Uranium personnel operating in the area, then the Corporation may be forced to curtail or cease field exploration operations in the area, which may result in a material adverse effect on the Corporation’s business plan and operations.

Competition

The mining and mineral exploration industry and in particular, the international uranium industry, is competitive in all of its phases. Homeland Uranium faces strong competition from other mining and exploration companies in connection with the acquisition of properties producing, or capable of producing, uranium and uranium oxide. Many of these companies have greater financial resources, operational experience and technical capabilities than Homeland Uranium. As a result of this competition, Homeland Uranium may be unable to maintain or acquire attractive mining or exploration properties on terms it considers acceptable or at all. Consequently, the revenues, operations and financial condition of the Homeland Uranium could be materially adversely affected.

Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydroelectricity. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydro-electricity, as well as the possibility of developing other low cost sources for energy, may result in lower demand for uranium. Furthermore, growth of the uranium and nuclear power industry will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks which could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry.

Nuclear Accident

An accident at a nuclear reactor anywhere in the world could impact on the continued acceptance by the public and regulatory authorities of nuclear energy and the future prospects for nuclear generators, which could have a material adverse effect on Homeland Uranium.

Insurance and Uninsured Risks

The business of the Homeland Uranium is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result

in damage to mineral properties or production facilities, personal injury or death, environmental damage to the properties of the Homeland Uranium or the properties of others, delays in mining, monetary losses and possible legal liability.

Homeland Uranium currently maintains no insurance other than directors' and officers' insurance, kidnap insurance risk and vehicle insurance in Niger and the United States; however it may acquire insurance in the future to protect against certain risks in such amounts as it considers to be reasonable. While we may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. Even after acquiring insurance, such insurance will not cover all the potential risks associated with a mining and/or exploration company's operations. Homeland Uranium may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to Homeland Uranium or to other companies in the mining and exploration industry on acceptable terms. Homeland Uranium might also become subject to liability for pollution or other hazards which it may not be insured against or which Homeland Uranium may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Homeland Uranium to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Resignation by Key Personnel

The success of the Corporation is highly dependent on the services of certain management personnel. The loss of the services of such personnel if not replaced, could have a material adverse effect on the business operations. The Corporation does not currently have key-person insurance on these individuals.

Conflicts of Interest

Directors and officers of Homeland Uranium may provide investment, administrative and other services to other entities and parties. The directors and officers of Homeland Uranium have undertaken to devote such reasonable time as is required to properly fulfill their responsibilities in respect to the business and affairs of Homeland Uranium, as they arise from time to time.

Lack of Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of Homeland Uranium.

Regulatory Change

Homeland Uranium may be affected by changes in regulatory requirements, customs, duties or other taxes. Such changes could, depending on their nature, benefit or adversely affect Homeland Uranium.

Risks Related to Title to Properties

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral concessions may be disputed. Although Homeland Uranium believes that it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of the properties will not be challenged or impaired. Third parties may have known or unknown valid claims underlying portions of Homeland Uranium's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, Homeland Uranium may be unable to operate its properties as permitted or may be unable to enforce its rights with respect to its properties. Homeland Uranium may seek to increase the concentration of its mining activities in areas where it already operates mines, or has exploration licenses which it expects will result in operating mines. If Homeland Uranium seeks to amend its current licenses to include additional resources in the area, there can be no assurance that it will be able to obtain the necessary authorizations and regulatory approvals.

No Mineral Resources or Mineral Reserves

No Mineral Resources or Mineral Reserves have been attributed to the Niger and U.S. properties and Homeland Uranium holds no other property interests as of the date of this prospectus.

The exploration of the area encompassed within Homeland Uranium's properties must be considered to be in an early stage. There is no assurance that any mineralization will be discovered in economic quantities, if at all. The long-term viability of Homeland Uranium depends upon its ability to find or acquire, develop and commercially produce base metals and other minerals.

Environmental Risks

All of Homeland Uranium's planned operations are subject to environmental regulations, some of which are also subject to environmental licensing. This can make the Corporation's business expensive to operate or prevent certain operations altogether. Homeland Uranium is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur as a result of its mineral exploration, development and production. Such liabilities include not only the obligation to remediate environmental damages and indemnify affected third parties, but also the imposition of administrative and criminal sanctions against the Corporation and its employees and executive officers.

To the extent Homeland Uranium is subject to environmental liabilities, the payment of such liabilities or the costs that may be incurred to remedy environmental pollution would reduce funds otherwise available to the Corporation and could have a material adverse effect on Homeland Uranium. If the Corporation is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Corporation. Homeland Uranium has not purchased (and does not intend to purchase) insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) because it is not generally available at a reasonable price.

All of Homeland Uranium's planned exploration and possible development and production activities are or will be subject to regulation under one or more of the various local, state and federal environmental laws and regulations. Many of the regulations require the Corporation to obtain authorizations for its

activities. Homeland Uranium must update and review its authorizations from time to time and are subject to environmental impact analyses and public review processes prior to approval of new activities. It is possible that future changes in applicable laws, regulations and authorizations or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of Homeland Uranium's business, causing those activities to be economically re-evaluated at that time. Those risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond the Corporation's financial capability or that of its subsidiaries. Where posting of a bond in accordance with regulatory determinations is a condition to the right to operate under any material operating authorizations, increases in bonding requirements could prevent Homeland Uranium from operating even if it and its subsidiaries were otherwise in full compliance with all substantive environmental laws.

Need for and Availability of Future Additional Equity Capital

Homeland Uranium's business strategy may require additional substantial capital investment. To the extent that cash generated internally and cash available under any credit facility that may be entered into are not sufficient to fund capital requirements, the Corporation will require additional debt and/or equity financing. However, this type of financing may not be available or, if available, may not be available on satisfactory terms. If the Corporation fails to generate or obtain sufficient additional capital in the future, it could be forced to reduce or delay capital expenditures, sell assets or restructure or refinance indebtedness, if any.

Homeland Uranium may need to obtain additional resources in the future in order to execute the Corporation's growth strategy, including the possible acquisition of new businesses and assets. Homeland Uranium may not be able to obtain debt financing on terms attractive to it, or at all. If the Corporation cannot obtain adequate funds to satisfy its capital requirements internally or through other methods of financing, the Corporation may need to increase its capital through an additional equity offering. Sales by Homeland Uranium of a substantial number of common shares after the completion of the offering could negatively affect the market price of the common shares and dilute existing shareholdings.

Foreign Operations

A majority of the operations of Homeland Uranium are currently conducted outside of Canada in Niger and the U.S. and as such, the operations of Homeland Uranium are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to, currency exchange rates; high rates of inflation; labour unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; and changing political conditions; currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining, exploration or investment policies or shifts in political attitude in Niger or the United States may adversely affect the operations or profitability of Homeland Uranium. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right

applications and tenure, could result in loss, reduction or expropriation of entitlements.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of Homeland Uranium.

Government Regulation

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

Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on Homeland Uranium.

Market Price of Common Shares

The Common Shares do not currently trade on any exchange or market. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metals and uranium oxide or other mineral prices, or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to Homeland Uranium's performance that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning Homeland Uranium's business may be limited if investment banks with research capabilities do not follow the Corporation's securities; lessening in trading volume and general market interest in the Corporation's securities may affect an investor's ability to trade significant numbers of Common Shares; the size of the Corporation's public float may limit the ability of some institutions to invest in the Corporation's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Corporation's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect Homeland Uranium's long-term value. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. Homeland Uranium may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

No Dividends

No dividends on the Common Shares have been paid by the Corporation to date. The Corporation currently plans to retain all future earnings and other cash resources, if any, for the future operation and development of its business. Payment of any future dividends, if any, will be at the discretion of the

Corporation's board of directors after taking into account many factors, including the Corporation's operating results, financial condition, and current and anticipated cash needs.

Control of the Corporation

The Corporation currently has two significant shareholders holding an aggregate of close to 60% of the outstanding securities of the Corporation. As a result, the ability to impact on the election of directors and other corporate actions is concentrated with these shareholders, possibly to the detriment of other shareholders.

Forward Looking Statements

This discussion contains "forward looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, timing and likelihood of obtaining government approval for exploration and other operations, the future price of uranium, exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital and availability of future financing, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of legislative and regulatory matters. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Accordingly, readers should not place undue reliance on forward looking statements. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others, lack of a statutory framework for uranium mining in the country of Niger, lack of access to historic drill core, delays in obtaining governmental and regulatory approvals, uncertainty of acquiring necessary drilling permits, general business, economic, competitive, political, social and security uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of uranium; possible variations of geological parameters; failure of equipment to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability, insurrection, terrorism or war; delays in obtaining financing or in the completion of exploration, development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in this prospectus. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Transactions with Related Parties

During the twelve month period ended December 31, 2008, the Corporation paid \$67,000 to Grove Communications for corporate and investor relation services. The owner of Grove Communications is a director of the Corporation. During the same period, the Corporation paid \$3,500 to Tormin Resources Limited as consulting fees. Additionally, the Corporation received the sum of \$6,000 from Tormin Resources towards sub-leasing office space on a part-time basis during the same period. The owner of

Tormin Resources is a Director of the Corporation. As at December 31, 2008 accounts receivable and prepaid expenses include \$710,000 receivable from the Parent representing the Corporation's liability to a third party relating to the acquisition of Pan African shares, which the Parent has agreed to reimburse.

Future Accounting Changes

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The Corporation is currently assessing the impact of IFRS on its consolidated financial statements.

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 Corporation is currently assessing the impact of this new accounting standard on its consolidated financial statements.

Funding

During the twelve month period ended December 31, 2008, the Corporation did not enter into any financing transaction. During the twelve month period ended December 31, 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.

Also and 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. 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 \$1,057,382 was ascribed to the Warrants. As at December 31, 2008, none of the common share purchase warrants of the Corporation or the broker Warrants had been exercised.

Funding Summary

The following table shows the net proceeds from the two equity offerings that the Corporation has made since its establishment. The Corporation did not raise any funds during the twelve month period ended December 31, 2008.

Description	Amount
Net proceeds from February 2007 funding	\$1,839,961
Net proceeds from the 2007 Private Placement Unit Offering	\$ 20,714,122
Net cash proceeds raised to date	\$22,554,083

Controls and Procedures

The Corporation verifies that, to its best knowledge, neither the financial statements of the Corporation nor this document contain any untrue statement of a material fact. In our opinion, they fairly present the financial condition, results of operations and cash flows of the Corporation, as of the date and for the periods presented in the documents. The certifying officers of the Corporation are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting. These disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Corporation, including its consolidated subsidiaries, is made known to them and to the Board of Directors. In addition, they are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Corporation periodically evaluates the effectiveness of the Corporation's disclosure controls and procedures to ensure accurate and proper financial reporting and disclosure.