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

September 30, 2009

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 three and nine month periods ended September 30, 2009 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 of 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 September 30, 2009:

Description	Number of Securities Outstanding
Issued and outstanding	46,072,448(1)
Warrants	14,217,050
Stock options	4,800,000(2)
Total Number of Securities Outstanding	**65,089,498**

(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. In May 2009, the Corporation cancelled 10,361,652 of its Common Shares which were returned to treasury through a debt cancellation agreement with the Parent *[see Liquidity and Capital Resources below and Note 13[i] in the financial statements]*.

(2) 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 September 30, 2009 until certain conditions related to this project is met.

Summary of Quarterly Results

In Canadian Dollars

Description	September 2009	June 2009	March 2009	December 2008	September 2008	June 2008	March 2008	December 2007
Current assets	$5,472,035	$6,174,961	$9,814,283	$11,192,673	$14,118,213	$16,021,876	$17,500,190	$19,375,972
Mineral properties	$13,567,231	$14,689,239	$13,747,918	$12,452,743	$15,454,471	$13,733,741	$12,807,663	$11,097,240
Current liabilities	$861,984	$1,209,017	$1,058,400	$971,811	$844,093	$911,418	$1,183,767	$1,253,016
Working capital	$4,610,051	$4,965,944	$8,755,883	$10,220,862	$13,274,120	$15,110,458	$16,316,423	$18,122,956
Loss for the period (total)	$2,172,809	$342,261	$242,408	$3,820,941	$286,825	$573,777	$906,589	$401,842
Loss per common share	$0.05	$0.008	$0.01	$0.07	$0.01	$0.01	$0.02	$0.01

Results of operations for the three and nine month periods ended September 30, 2009 compared to the three and nine month periods ended September 30, 2008

USA

During the nine month period ended September 30, 2009, the Corporation expended a total of $877,270 on the acquisition, exploration and development of the US Properties. This is compared to $2,445,974 that was spent on the acquisition, exploration and development of the US Properties during the nine month period ended September 30, 2008.

As at September 30, 2009, 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. During the three months period ended September 30, 2009, the Corporation dropped all of its remaining properties in Utah as well as CNX Norma Jean and TEX properties in Colorado.

Project activities in the USA during the nine month period ended September 30, 2009 focused on reviewing and consolidating the Corporation's project areas. In addition, the Corporation reviewed the status of the bonds deposited for the various projects and initiated a refund process on some of the reclaimed sites. In Colorado and Utah, as a general rule, a partial refund of the reclamation bond can be issued upon meeting the physical requirements for reclamation such as re-contouring the surface, blocking roads with water bars or downed-trees and proper drill-hole abandonment. The remaining amount is issued upon growth of new vegetation on the reseeded disturbed areas. It can take up to one year for a new stand of native grasses to grow. The priority was therefore to conduct field examinations of the reclaimed areas and to photo-document these areas and then apply for the partial refund of the bond.

As at September 30, 2009, the cumulative net expenditures on the USA properties were $7,926,501 [December 31, 2008 - $7,177,489]. During the nine month period ended September 30, 2009, the Corporation wrote down mineral properties and deferred exploration expenditures in the amount of $1,343,743. During the twelve month period ended December 31, 2008, the Corporation wrote down mineral properties and deferred exploration expenditures in the amount of $4,009,435.

NIGER

On February 1, 2007, the Corporation entered into a material acquisition agreement with HEC pursuant to which the Corporation acquired the USA Sub and the Niger Sub from HEC in return for 16 million shares of Homeland Uranium. 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 Nigerien 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 nine month period ended September 30, 2009, the Corporation expended a total of $1,709,219 on the acquisition, exploration and development of mineral properties in Niger. This is compared to $1,911,257 that was spent on the development of the Niger licenses during the nine month period ended September 30, 2008.

During the nine month period ended September 30, 2009, the Corporation remained very active in Niger with ongoing ground and airborne geophysical surveys along with Phase Two rotary and limited core drilling. Whereas the ground geophysical survey and drilling work focused on portions of the Agelal license block (2,000 square kilometres), the airborne survey covered the Asekra license block (2,000 square kilometers).

A total of 32,000 Scintillometer readings were collected at Asekra. The readings were collected by three crew members working from the Arlit field office and base camp. One company-owned hand-held scintillometer along with two rented from the Niger Ministry of Mines in Arlit were used. The survey was completed along the East-West lines on licenses Asekra 2 and 3. Line spacing was 200 meters and readings were collected at 50 meters intervals along the line. The data was collected and manually recorded in field notebooks then transferred into digital format at the Corporation's field office located in Arlit.

A total of 11,100 line kilometres of Airborne Magnetic and Radiometric Survey were flown. The survey was conducted by the French geophysical contractor Fugro who began flying the Asekra 1,2,3 and 4 licenses on March 16, 2009 and completed the program on March 24 2009. Quality assurance and quality control was carried out on site by independent Professional Geoscientist and Geophysicist John E. Buckle, of Geological Solutions based in Ontario, Canada. According to Mr. Buckle's field report, all data collected were deemed to be within acceptable parameters. As of the end of September 2009, the data have been registered, corrected (levelled) and processed, with interpreted maps expected during the fourth quarter of 2009.

A total of 2,500 line kilometres of Ground Radiometric Data were collected at Agelal. A truck-mounted ground geophysical survey was initiated in mid-February 2009. The survey initially started out collecting both magnetic and radiometric data but there were problems with the magnetic data collection and the process was discontinued after two weeks, leaving only the radiometric instrument on board for the remainder of the survey. This survey was completed along lines oriented East-West and spaced 200 meters apart. Local areas of particular interest where there were anomalous or problematic data values were re-sampled at 100 meters line spacing. The ground survey, along with quality assurance and quality control measures, was supervised by John Buckle of Geological Solutions of whom a final report was completed during the third quarter of 2009.

During the nine month period ended September 30, 2009, the Corporation drilled 37 holes or a total of 3,395 meters of drilling within the Agelal 1 license and included down-hole electric logging. Several hundred samples of rotary cuttings were taken for analysis. The drilling began in mid-February to test a uranium target referred to as "Timisguida" comprising 37 holes at a spacing varying from 25 to 50 meters to test for mineralization surrounding last year's hole AGL1-08-02 where uranium mineralization was intercepted. This follow up drilling was successful in delineating an anomalous zone hosting elevated uranium (with a ground surface expression) of approximately 600 meters long in a northwest direction, by 100 meters wide. The anomalous/mineralized zone occurs at a depth of between 68-72 meters below surface. The anomalous zone is restricted to a specific sandy horizon known as the "Ore Bearing Sandstone of the Madaouela", which varies in thickness from 12 to 28 meters. A total of 958 samples were taken from rotary drill cuttings (along with limited core) and sent to SGS Toronto for multi-element analysis, including blanks, duplicates and standards in accordance with the industry's quality assurance and control standards.

More analytical work will be carried out during the forth quarter of 2009 at the Corporation's exploration office located in Grand Junction, Colorado, in accordance with the Corporation's exploration budget for the year and due to excessively high temperatures in the Sahara desert that render fieldwork impossible. All data generated will be processed and interpreted, with future exploration work planned accordingly.

As at September 30, 2009, the cumulative net expenditures on the Niger properties were $10,993,908 compared to $9,284,689 as at December 31, 2008.

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 18% of the issued and outstanding common shares of Macusani on a non-diluted basis (29% on a fully-diluted basis if all warrants acquired in the private placement were exercised).

The Corporation 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 since expired.

The TSX Venture Exchange has approved the transaction and all securities issued pursuant to the private placement were 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 km^2) of mineral exploration properties prospective for uranium on the Macusani plateau in Peru.

GENERAL

During the three month period ended September 30, 2009, general and administrative expenses, including rent, legal and audit fees, corporate services, office, general expenses but excluding all non cash expenses, were $313,812. This is compared to $218,503 expended during the same period in the first three months of 2008. During the nine month period ended September 30, 2009, general and administrative expenses, including rent, legal and audit fees, corporate services, office, general expenses but excluding all non cash expenses, were $938,021. This is compared to $888,730 expended during the same period in the nine months of 2008. The higher expenditures in 2009 were mainly due to extra staff at the corporate office during the three month period ended September 30, 2009. These personnel have since been laid off.

Foreign exchange gains for the three month period ended September 30, 2009 amounted to a gain of $30,638 compared to a gain of $152,314 for the three month period ended September 30, 2008. Foreign exchange gains for the nine month period ended September 30, 2009 amounted to a gain of $99,467 compared to a loss of $17,793 for the nine month period ended September 30, 2008. The foreign exchange gains reflect the fluctuation of the Canadian dollar compared to that of the United States dollar and the Euro.

The table below reflects a summary of the results for the three month period ended September 30, 2009:

Description	As at September 30, 2009	As at December 31, 2008
Mineral properties and deferred exploration costs	$13,567,231	$12,452,743
Property, plant and equipment	$318,769	$502,099
	Three month period ended September 30, 2009	**Three month period ended September 30, 2008**
Project development expenses	$57,683	$24,102
General and administrative expenses	$313,812	$218,503

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.

Liquidity and Capital Resources

As at September 30, 2009, the Corporation had no indebtedness other than ordinary trade payables and accruals totalling $861,984. This is compared to $971,811of trade payables and accruals as at December 31, 2008. 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 $741,906 as at September 30, 2009. This is compared to $1,090,408 of accounts receivable and prepaid expenses as at December 31, 2008. A large part of the recorded amount of accounts receivable is for reimbursements due from HEC.

Mineral properties and deferred exploration were $13,567,231 as at September 30, 2009. As at December 31, 2008 mineral properties and deferred exploration expenses amounted to $12,452,743. During the nine month period ended September 30, 2009, the Corporation wrote down $1,343,743 of mineral properties, belonging to the US subsidiary. In 2008, the Corporation wrote down $4,009,435 of mineral properties. .

During the nine month period ended September 30, 2009, the Corporation expended $5,521 on additions to plant and equipment in Niger and sold assets that belonged to the US subsidiary that are no longer of use for a total value of $73,135. The Corporation recorded a loss of $16,305 on this sale.

Cash and equivalents and short-term investments as at September 30, 2009 were $4,730,129 compared to $10,102,265 as at December 31, 2008. During the nine month period ended September 30, 2009, the Corporation bought back 10,361,652 of its common shares at a cost of $2,590,413 through a debt cancellation agreement with its parent. The Corporation has near-term cash needs of approximately $500,000 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 the 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 held 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 Corporation 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 the Corporation not receiving an adequate return on invested capital. There is no certainty that the expenditures made by the Corporation 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

The Corporation'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 U_3O_8, and are thus beyond the Corporation'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 U_3O_8 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 U_3O_8 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

The Corporation is exploring uranium mining properties in Niger and the U.S. However, The Corporation 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 the Corporation's control, there can be no assurance that such fluctuations will not have an adverse effect on the Corporation's operations or on the trading value of the Common Shares.

Lack of Operational Liquidity

The expenses of the Corporation 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 the Corporation or that it will be able to locate or sell U_3O_8 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 Nigeriens 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 the Corporation's 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 the Corporation's. As a result of this competition, the Corporation 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 Corporation 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 the Corporation.

Insurance and Uninsured Risks

The business of the Corporation 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 Corporation 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' liability insurance, kidnap insurance risk and vehicle insurance in Niger and the United States. The Corporation may however acquire insurance in the future to protect against certain risks in such amounts as it considers being 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. The Corporation 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 the Corporation or to other companies in the mining and exploration industry on acceptable terms. The Corporation might also become subject to liability for pollution or other hazards which it may not be insured against or which the Corporation may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Corporation 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 the Corporation may provide investment, administrative and other services to other entities and parties. The directors and officers of the Corporation have undertaken to devote such reasonable time as is required to properly fulfill their responsibilities in respect to the business and affairs of the Corporation, 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 the Corporation.

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 the Corporation.

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 the Corporation 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 the Corporation'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, the Corporation 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 the Corporation 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 the Corporation holds no other property interests as of the date of this prospectus.

The exploration of the area encompassed within the Corporation'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 the Corporation 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. The Corporation 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 the Corporation 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 the Corporation'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. The Corporation 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 the Corporation'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 the Corporation 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.

The Corporation 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. The Corporation 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 the Corporation 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 the Corporation 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 the Corporation. 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 the Corporation.

Government Regulation

The mining, processing, development and mineral exploration activities of the Corporation 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 Corporation 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 the Corporation.

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 the Corporation'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 The Corporation'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 the Corporation'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. The Corporation 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 50% 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 year ended December 31, 2008, the Corporation paid $3,500 to Tormin Resources Limited as consulting fees. The owner of Tormin Resources is a Director of the Corporation. Additionally, the Corporation has made 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 nine month period ended September 30, 2009, the Corporation has received $4,500 from Tormin Resources towards this rent agreement. As at September 30, 2009 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 three month period ended September 30, 2009, the Corporation did not enter into any financing transaction.

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 three or nine month periods ended September 30, 2009.

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.