enCore Energy Corp.

TSX.V:EU

enCore Energy Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2020 AND 2019

Set out below is a review of the activities, results of operations and financial condition of enCore Energy Corp. and its subsidiaries ("enCore", or the "Company") for the six months ended June 30, 2020. The following information, prepared as of August 26, 2020, should be read in conjunction with the unaudited condensed consolidated interim financial statements for the six months ended June 30, 2020 and audited consolidated financial statements for the year ended December 31, 2019, and the accompanying notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included in management's discussion and analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. Additional information related to the Company is available on SEDAR at www.sedar.com.

COMPANY BACKGROUND

enCore Energy Corp. was incorporated on October 30, 2009 under the Laws of British Columbia and is principally engaged in the acquisition and exploration of resource properties in the United States. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the TSX Venture Exchange (symbol "EU") and on the OTCQB Venture Market (symbol "ENCUF").

The Company holds advanced uranium exploration properties in Arizona, New Mexico, and Utah.

CORPORATE HIGHLIGHTS

In March 2020, the Company announced that Greg Hayes has resigned his position of Chief Financial Officer and Scott Davis has been reappointed as Chief Financial Officer. In connection with the appointment of Mr. Davis as Chief Financial Officer, the Company has granted him 50,000 stock options. The options were granted for a period of five years and will allow the holder to purchase common shares of the Company at an exercise price of $0.115.

In March 2020, the Company signed an Letter of Intent ("LOI") with EnviroLeach Technologies Inc. (CSE: ETI) (OTCQB: EVLLF) and Golden Predator Mining Corp. (TSX-V: GPY) (OTCQB: NTGSF) to establish Group 11 Technologies Inc ("Group 11"), a US-based technology firm focused primarily on non-invasive extraction technology utilizing environmentally friendly liquids to recover gold and other metals. Group 11's new proprietary process has been tested on high grade concentrates and is now ready for market and testing on further applications, providing the mining industry for the first time with a commercially viable, sustainable alternative to standard cyanide processes and conventional mining practices which often face community opposition and require slow moving and expensive regulatory compliance. Sustainable metals extraction has become a serious challenge for the mining industry which faces growing concerns over its carbon footprint, energy consumption, operational safety and especially its impact on water use and water quality while responding to an ever increasing need for metals in our daily lives. Each Group 11 owner makes an important contribution to this business opportunity. EnviroLeach Technologies Inc. (CSE: ETI) (OTCQB: EVLLF) has developed an economically-viable proprietary iodine leach technology. The Company has pioneered a proprietary expertise in in-situ metal recovery that opens a remarkably large opportunity for recovering metals from deposits without the environmental disturbance of both open pit and underground mining. Golden Predator Mining Corp. (TSXV:GPY) (OTCQB:NTGSF) has spearheaded and successfully tested the application of EnviroLeach technology to the recovery of gold from sulfide concentrates where cyanide is not feasible or permitted, using its proprietary mobile recovery unit. To learn more about Group 11, please visit www.gr11tech.com.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and related adverse public health developments, have adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time

In May 2020, the Company granted 3,200,000 stock options to directors, officers, advisors and consultants, to purchase an aggregate of up to 3,200,000 common shares at a price of $0.205 per share for a five year period, in accordance with its stock option plan.

In June 2020, the Company donated medical supplies and personal protective equipment to several Navajo communities. The Company holds numerous projects within the traditional territory of the Navajo Nation, which has one of the highest incidences of coronavirus cases per capita in the United States.

The Company has provided medical supplies and personal protective equipment directly to medical and other facilities for the Navajo Nation including the:

- Navajoland Nursing Home, Chinle, Arizona
- Chinle Comprehensive Health Care Facility, Chinle, Arizona
- St. Paul Catholic Church in Crownpoint, New Mexico
- Crownpoint Health Care Facility, Crownpoint, New Mexico
- Churchrock Chapter, Churchrock, New Mexico
- Gallup Indian Medical Center, Gallup, New Mexico
- Northern Navajo Medical Center, Shiprock, New Mexico
- Navajo Police Headquarters, Windowrock, Arizona
- Utah Farm Bureau-Farmers Feeding Utah: Miracle Utah Navajo Nation

MINERAL PROJECTS

1. Crownpoint and Hosta Butte, New Mexico

In June 2012, the Company filed a National Instrument ("NI") 43-101 Technical Report containing an updated resource estimate covering the Company's Crownpoint and Hosta Butte Project (the "Project") located in the Grants Uranium District of McKinley County, New Mexico, USA. The Company owns a 100% mineral interest in the region comprised of the approximately 113,000 acre McKinley Properties and adjacent 3,020 acre Crownpoint and Hosta Butte resource area.

The "Crownpoint and Hosta Butte Uranium Project Mineral Resource Technical Report - National Instrument 43-101," dated May 14, 2012, and authored by Douglas L. Beahm, PEng, PGeo, President of BRS Inc. (a registered member of the Society for Mining, Metallurgy and Exploration and an independent Qualified Person as defined in NI 43-101), calculates Indicated Mineral Resources on the project attributable to enCore totaling 26.55 million pounds of U3O8 at an average grade of 0.105% eU3O8 and inferred mineral resources totaling 6.08 million pounds of U3O8 at an average grade of 0.110% eU3O8 as set out in further detail below. The report can be found under the Company's profile on SEDAR at www.sedar.com.

The Crownpoint and nearby Hosta Butte resources occupy subparallel mineral trends within an approximate 3,020 acre (approximately 1,222 hectares) property package controlled by the Company. At Crownpoint, the Company holds a 60% interest in a 140 acre portion of section 24. With the exception of the shared interest in section 24, enCore Energy holds a 100% mineral interest in the rest of the Crownpoint and Hosta Butte project area (2,880 acres) subject only to a 3% gross profits royalty on uranium produced.

	Tons[(1)]	**Grade eU_3O_8 (%)**	**Contained U_3O_8 (Pounds)**
Crownpoint – Indicated[(2)]	7,876,000	0.102	16,071,000
Hosta Butte– Indicated	4,799,000	0.109	10,477,000
Total Indicated	**12,675,000**	**0.105**	**26,548,000**
Crownpoint – Inferred[(2)]	712,000	0.105	1,508,000
Hosta Butte – Inferred	2,046,000	0.112	4,571,000
Total Inferred	**2,758,000**	**0.110**	**6,079,000**

[(1)] GT cutoff: Minimum Grade (% eU_3O_8) x Thickness (Feet) for Grade > 0.02 % eU_3O_8
[(2)] Disclosed tonnage represents the Company's 100% interest in the Section 19/29 Crownpoint Property and its 60% interest in Section 24 Crownpoint Property

2. Marquez, New Mexico

The Marquez project consists of private mineral leases located in McKinley and Sandoval counties of New Mexico, USA on the eastern end of the Grants Uranium District in northern New Mexico. According to the New Mexico Bureau of Geology and Mineral Resources, the Grants district was the most prolific uranium mining region in the United States during the last uranium cycle (1950 to 1980), with cumulative production exceeding 340 million pounds U3O8. The Marquez property comprises 14,582 acres (approximately 5,900 hectares) and includes the western extent of the historically known "Marquez/Bokum" mineralized zone. The property was previously explored during the 1970s and 1980s by Kerr-McGee Resources Corp. (Kerr-McGee). Kerr- McGee drilled more than 390 exploratory holes for more than 800,000 feet on the main property. In the late 1970s, Kerr-McGee began mine development operations. Production was expected to begin during the early 1980s by conventional underground mining methods. The Bokum mill was constructed approximately one mile away on an adjoining property, but the Marquez project was not advanced owing to the decline in the price of uranium in 1980. The mill was later dismantled (M. Hassan Alief, AIPG, CPG and documented in a report titled "Marquez Uranium Property, McKinley and Sandoval Counties, New Mexico, Mineral Resource Report for Strathmore Minerals Corp." dated June 10, 2010). A copy of this technical report is available on the SEDAR website under Strathmore's issuer profile at www.sedar.com.

The Marquez property contains a historical mineral resource estimate with an estimated 998,625 tons averaging 0.126% U3O8 for a "Measured Mineral Resource" totaling 2,512,301 pounds U3O8, and 2,611,584 tons averaging 0.127% U3O8 for an "Indicated Mineral Resource" containing 6,618,042 pounds U3O8, for a combined "Measured and Indicated Mineral Resource" of 3,610,209 tons at an average grade of 0.126% U3O8 for a total of 9,130,343 pounds U3O8 plus 2,159,520 tons averaging 0.114% U3O8 for an "Inferred Mineral Resource" of 4,906,695 pounds U3O8 (Alief, 2010).

The U3O8 grade for the above historical mineral resource estimate was calculated from gamma ray logs of the Kerr McGee drill holes. Gamma readings were compared to analytical results from selected core holes and a U3O8 grade versus Gamma ray reading graph was developed by Kerr-McGee. Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources or reserves as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to current NI 43-101 mineral resource estimates. Uranium mineralization is hosted as "roll-front" deposits within sandstone units of the West Water Canyon Member of the Jurassic Morrison formation (Source: Kerr McGee Resources internal document, 1980). The Marquez has never been investigated for its potential to host an In-Situ Recovery (ISR) amenable deposit. The studies to date on the Marquez property predate the emergence of ISR technology as a proven alternative to conventional mining methods. Potential amenability of Marquez mineralization to ISR will be evaluated by the Company's technical team whose members are recognized experts in ISR technology and its application.

3. Nose Rock, New Mexico

The Nose Rock project is located in McKinley County New Mexico, USA on the northern edge of the Grants Uranium District, approximately 10 miles north-northeast of the Company's Crownpoint Project. The Nose Rock property consists of 42 owned unpatented lode mining claims comprising over 800 acres (approximately 335 hectares). The property and surrounding area were extensively explored during the 1970s and 1980s by Phillips Uranium Corp. (Phillips), a subsidiary of Phillips Petroleum. More than 180 holes were drilled within the current property boundary. In the late 1970s, Phillips began mine planning on the greater Nose Rock area. Production was expected to begin during the early 1980s by conventional underground mining methods, but the Nose Rock project was not advanced owing to the decline in the price of uranium in 1980 (Alief, 2009).

The Nose Rock property contains a historical mineral resource estimated at 309,570 tons averaging 0.146% U3O8 for a "Measured Mineral Resource" totaling 905,681 pounds U3O8, and 574,521 tons averaging 0.147% U3O8 for an "Indicated Mineral Resource" containing 1,687,805 pounds U3O8 , for a combined "Measured and Indicated Mineral Resource" of 884,091 tons at an average grade of 0.147% U3O8 for a total of 2,593,486 pounds U3O8 plus 167,012 tons averaging 0.135% U3O8 for an "Inferred Mineral Resource" of 452,129 pounds U3O8. The historical estimate was prepared for and in collaboration with Strathmore Resources by M. Hassan Alief, AIPG, CPG and documented in a report titled "Technical Report on Section 1-Nose Rock Uranium Property, McKinley County, New Mexico" dated February 9, 2009. A copy of this technical report is available on the SEDAR website under Strathmore's issuer profile at www.sedar.com.

The U3O8 grade for the above historical estimate was calculated from gamma ray logs of the Phillips drill holes. Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to current NI 43-101 mineral resource estimates.

4. Moonshine Springs, Arizona

The Moonshine Springs project is located in Mohave County, Arizona, USA. The project comprises approximately 1000 acres (approximately 400 hectares), including 23 owned unpatented lode mining claims along with 7 unpatented lode mining claims and 320 acres of fee land held under lease.

The property was previously explored during the 1970s and 1980s by Exxon Corporation and later by Pathfinder Mines Corporation. Sandstone hosted uranium occurs in at least three stratigraphic zones identified to date within the Triassic Chinle formation. The upper two zones lie at an average depth of 170 feet and are considered open pit candidates with the lower zone lying at a depth of 760 feet. Most of the known mineralization occurs below the ground water surface (water level depth of 120 feet) suggesting the possibility that the ore is amenable to ISR. The Company's technical team will further evaluate the ISR amenability of the mineralization at Moonshine Springs.

Several historical estimates of the uranium resource at Moonshine have been made including:

- Pathfinder historically reported the upper sand to contain 1.44 million pounds of U3O8 at an average grade of 0.325% using a cutoff of 0.15% in an open pit configuration with a strip ratio of 8.8:1. (Cogema Mining, internal report, 2004);

- Exxon reported a global resource figure for the upper two sands of 3.67 million pounds of U3O8 at a grade of 0.15%;

- Exxon reported an estimated resource for the lower sand of 1 million pounds of U3O8 at a grade of 0.26%. (Cogema Mining, internal report, 2004).

Notably Exxon reported that drilling intercepts of 6 feet or more grading 0.35% U3O8 were not uncommon. (Cogema Mining, internal report, 2004)

Readers are cautioned that a qualified person has not done sufficient work to classify any of the historical estimates as current mineral resources or mineral reserves as defined by NI 43-101. The Company is not treating the historical estimates as current mineral resources or reserves as defined by NI 43-101. Further compilation of the historic geological and drilling data, resource modelling and possible confirmation drilling will be necessary to convert the historic estimates outlined above to NI 43-101 conforming mineral resources.

5. White Canyon District, Utah

The White Canyon District, Utah property package includes the Geitus, Blue Jay, Marcy Look and Cedar Mountain projects, which are located 40-65 miles northwest of the White Mesa Mill at Blanding, Utah. White Canyon was one of the more recently discovered uranium districts and as such represents perhaps better upside for further delineation of mineable uranium mineralization than many of the more mature districts on the Colorado Plateau. The first modern exploration occurred in the 1970s and continued with notable production through the 1980s. Utah Power and Light Company (UP&L) conducted the bulk of the work on the first three deposits listed above. They are discussed in a Technical Report prepared by Snowden Mining Industry Consultants Pty Ltd. entitled "White Canyon Uranium: Uranium Projects, Utah, US; Project No. 7554" dated October 21, 2009, authored by Jason Froud and Trevor Bradley. A copy of this technical report is available on the SEDAR website under White Canyon Uranium Limited's issuer profile at www.sedar.com.

At the Geitus project, UP&L drilled 179 vertical diamond drill holes over an approximate 1600-foot strike length targeting uranium mineralization at depths of 390 to 450 feet below surface. All drill holes were geophysically logged, sampled and analyzed for uranium. Based on this drilling, UP&L completed an estimate of the tonnage and grade of the contained uranium mineralization in 1985.

At the Blue Jay project, UP&L carried out significant exploration activities during the 1970s and 1980s culminating in an estimate of tonnage and grade completed in the mid-1980s. A total of 492 drill holes were completed to an average depth of 292 feet. All drill holes were geophysically logged, sampled and analyzed for uranium.

The mineralization at the Geitus, Blue Jay and Marcy Look properties, all in the vicinity of Elk Ridge, occurs in the Shinarump member of the Triassic Chinle formation within paleochannels deeply incised into the underlying Moenkopi formation. The higher-grade mineralization is localized by the presence of organic material, concentrated in lacustrine mudstones, immediately overlying the mineralized paleochannels.

The Cedar Mountain mineralization is in the Brushy Basin member of the J-Morrison Formation which is a fluvial sandstone. The mineralization at Cedar Mountain shows good continuity, the deposit is open in most directions and, following evaluation by the Company's technical team, may very well be suitable to ISR. The mineralization is significantly out of equilibrium with chemical assay values of uranium being 2 or more times the radiometric values. The depth to mineralization is approximately 100-120 feet. Cedar Mountain is located approximately 40 miles south of Price, Utah.

All of the claim groups are located on public lands administrated by the U.S. Bureau of Land Management.

6. Metamin Properties, Arizona, Utah and Wyoming.

During the year ended December 31, 2018, the Company entered into an agreement with Metamin Enterprises Inc. ("Metamin"), a private British Columbia company, to acquire Metamin's wholly owned subsidiary, Metamin Enterprises US Inc. ("MEUS"), which includes 13,605 acres of prospective uranium mining properties located in the States of Arizona, Utah and Wyoming, USA, along with drill core, geophysical data, drilling data and equipment related to the properties.

MEUS owns or controls three Arizona State mineral leases and 467 unpatented federal lode mining claims covering more than 10,000 acres in the northern Arizona strip district. The Arizona strip district is noted for uranium-bearing breccia pipes, which are typically the highest-grade deposits occurring in the United States. MEUS Arizona holdings include three recently discovered uranium bearing breccia pipes that have been identified as priority drill targets from newly applied Versatile Time Domain Electromagnetic System ("VTEM") geophysical surveys. Exploration success in the district has been greatly enhanced with the development and application of VTEM. An additional 145 VTEM targets have been identified on the property package.
Although much of the MEUS acreage was withdrawn from development in 2012 by executive order, which is currently under review by the current U.S. administration, MEUS maintains and asserts its claim to the mineral rights under valid claims. Currently MEUS has three valid discoveries on federal land, and five high-priority VTEM targets on Arizona state lease lands which are not subject to withdrawal and are permitted for drilling. An additional 34 ready-to-drill high-priority targets occur on withdrawn federal lands with approved and bonded notice of intent (NOI) permits.

In Utah and Wyoming, MEUS owns unpatented claims, state leases and private leases covering 4.4 square miles including several former producing mines with historic resources remaining. The Snow and Probe mines in the Tidwell district in Utah and the Sinbad mine in Emery County, Utah, are reported to have historic mineral resources totaling several hundred thousand pounds U_3O_8. Neither MEUS nor EnCore has done sufficient work to verify or properly characterize these historic mineral resources and they should not be relied upon. Considerable additional work will be necessary to verify and report them under National Instrument 43-101 standards. In the Temple Mountain district of Utah, claims cover several untested high-priority breccia pipe targets. MEUS is believed to be the first company to identify prospective breccia pipe targets in the district. MEUS owns claims in Wyoming on the edge of Shirley basin and covering a large untested breccia pipe target in Crook County.

7. VANE Dataset and ROFR, Arizona and Utah

During the year ended December 31, 2018, the Company entered into an agreement with VANE Minerals (US) LLC ("VANE") granting the Company exclusive access to certain VANE uranium exploration data and information as well as a first right of refusal covering seven of Vane's current uranium projects in Arizona and Utah. In exchange, the Company issued 3,000,000 common shares of the Company and granted VANE certain back-in rights for any projects developed from the use of the data. The primary term of the agreement is five years and may be renewed by the Company by written notice for three successive renewal periods of three years each (a total of 14 years).

The northern Arizona data includes18,000 linear miles (30,000 km) of airborne VTEM flight surveys and aeromagnetic data which identify more than 200 untested breccia pipe targets in the Arizona Strip District. These targets are located on state and federal lands, not all of which are encumbered by the current temporary moratorium. Also included are data on seven projects currently held by VANE as well as drill logs and other related information from earlier exploration efforts by other companies.

The Utah information includes drill data from three projects VANE was actively exploring prior to the current market downturn. Various geological, geophysical, historic project reports and maps are also included. VANE has excluded its North Wash project in Garfield County from the transaction.

Dr. Douglas Underhill, CPG, a Qualified Person as defined by National Instrument 43-101 and a consultant for the Company, has reviewed and approved the technical disclosure contained in this MD&A.

QUARTERLY INFORMATION

The following selected financial data is prepared in accordance with IFRS for the last eight quarters ending with the most recently completed quarter:

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Operating expenses, excluding stock option expense	$ (301,854)	$ (154,634)	$ (211,115)	$ (231,935)
Stock option expense	(97,301)	(4,557)	(158,506)	(149,923)
Interest income	3,616	14,814	13,567	10,874
Foreign exchange gain (loss)	(13,267)	56,040	(14,726)	12,630
Gain on extinguishment of accounts payable	83,118	-	-	-
Loss	$ (325,688)	$ (88,337)	$ (370,780)	$ (358,354)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Operating expenses, excluding stock option expense	$ (415,381)	$ (106,569)	$ (89,588)	$ (92,123)
Stock option expense	(80,909)	(12,277)	(19,953)	(3,903)
Interest income	2,991	3,210	5,396	5,138
Foreign exchange gain (loss)	(33,464)	(1,145)	1,596	(2,138)
Loss	$ (526,763)	$ (116,781)	$ (102,549)	$ (93,026)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

RESULTS OF OPERATIONS

Six months ended June 30, 2020

The Company recorded a loss of $414,025 for the period ended June 30, 2020 as compared to a loss of $643,544 for the period ended June 30, 2019. The net decrease of $229,519 was primarily driven by decrease in staff costs, gain on foreign exchange, increase in interest income and extinguishment of debt.

- Staff costs were $146,568 for the six months ended June 30, 2020 compared to $294,752 for the period ended June 30, 2019 - a decrease of $148,184. The higher costs in the prior period were related to the bonus grant of $242,784, made to the directors of the Company.

- Foreign exchange gain was $42,773 for the six months ended June 30, 2020 compared to a loss of $34,609 for the period ended June 30, 2019 – a variance of $77,382. The change was related to the impact of foreign exchange fluctuations on the Company's US-dollar denominated financial assets and liabilities.

- Gain on extinguishment of debt was $83,118 for the six months period ended June 30, 2020 compared to $nil in the prior period. In the current period the Company extinguished accounts payable of $83,118 to a company controlled by the Chief Executive Officer.

Three months ended June 30, 2020

The Company recorded a loss of $325,688 for the three months ended June 30, 2020 as compared to a loss of $526,763 for the three months ended June 30, 2019. The net decrease of $201,075 was primarily driven by decrease in staff costs and gain on extinguishment of debt.

- Staff costs were $91,367 for the three months ended June 30, 2020 compared to $274,775 for the three months ended June 30, 2019 - a decrease of $183,408. The higher costs in the prior period were related to the bonus grant of $242,784, made to the directors of the Company

- Gain on extinguishment of debt was $83,118 for the six months period ended June 30, 2020 compared to $nil in the prior period. In the current period the Company extinguished accounts payable of $83,118 to a company controlled by the Chief Executive Officer.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2020, the Company had cash and cash equivalents of $2,908,660 (December 31, 2019 - $2,787,118) and working capital of $2,861,198 (December 31, 2019 - $2,445,197). The Company has no significant source of operating cash flows and operations to date have been funded primarily from the issue of share capital. Management estimates that it has adequate working capital to fund its planned activities for the next year. However, the Company's long-term continued operations are dependent on its abilities to monetize assets, raise additional funding from loans or equity financings, or through other arrangements. There is no assurance that future financing activities will be successful.

As at the date of this report, the Company issued :

- 15,800,001 shares for warrants exercised for gross proceeds of $1,627,917;
- 587,500 shares for stock options exercised for gross proceeds of $51,625.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Directors and Officers of the Company (key management) and any entities controlled by these individuals. Related parties also include other entities providing key management services to the Company.

The amounts paid or payable to key management or entities providing similar services during the periods ended June 30, 2020 and 2019 is as follows:

	2020	2019
Staff costs	$ 40,758	$ 294,752
Office and administration	16,115	16,500
Stock option expense	78,708	49,233
Total key management compensation	$ 135,581	$ 360,485

As at June 30, 2020, $9,228 was owing to a company controlled by the Chief Executive Officer (December 31, 2019 - $311,712) and $2,221 was owing to an accounting firm in which the Chief Financial Officer is a partner (December 31, 2019 - $nil) for key management services rendered. During the period ended June 30, 2020, the Company extinguished debt of $311,712 to a company controlled by the Chief Executive Officer and recorded a gain of $83,118.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Please refer to the June 30, 2020 condensed consolidated interim financial statements on www.sedar.com.

OFF BALANCE SHEET ARRANGEMENTS

At June 30, 2020, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The Company has prepared its condensed consolidated interim financial statements in accordance with IFRS. Note 2 to the audited consolidated financial statements for the year ended December 31, 2019 provides details of significant accounting policies and accounting policy decisions for significant or potentially significant areas that have had an impact on the Company's financial statements or may have an impact in future periods. Changes resulting from the current year adoption of new accounting standards are described in Note 2 of the Company's consolidated financial statements for the years ended December 31, 2019.

The preparation of consolidated financial statements in conformity with IFRS requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities, as well as revenues and expenses. There have been no changes to the Company's approach to critical accounting estimates since December 31, 2019, and readers are encouraged to refer to the critical accounting policies and estimates as described in the Company's audited consolidated financial statements for the years ended December 31, 2019.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the period ended June 30, 2020 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company on SEDAR at www.sedar.com.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

CONTINGENCIES

There are no contingent liabilities that have not been disclosed herein.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

RISK FACTORS AND UNCERTAINTIES

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Availability of financing

There is no assurance that additional funding will be available to the Company for additional exploration or for the substantial capital that is typically required in order to bring a mineral project to the production decision or to place a property into commercial production. There can be no assurance that enCore will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Title matters

While the Company has performed its diligence with respect to title of its properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements of transfer or other adverse land claims, and title may be affected by undetected defects.

Management

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the Company.

Economics of developing mineral properties

Mineral exploration and development include a high degree of risk and few properties which are explored are ultimately developed into producing mines.

With respect to the Company's properties, should any mineral resource exist, substantial expenditures will be required to confirm that mineral reserves which are sufficient to commercially mine exist on its current properties, and to obtain the required environmental approvals and permits required to commence commercial operations. Should any resource be defined on such properties, there can be no assurance that the mineral resources on such properties can be commercially mined or that the metallurgical processing will produce economically viable, merchantable products. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (i) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (ii) availability and costs of financing; (iii) ongoing costs of production; (iv) market prices for the minerals to be produced; (v) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (vi) political climate and/ or governmental regulation and control.

The ability of the Company to sell and profit from the sale of any eventual mineral production from any of the Company's properties will be subject to the prevailing conditions in the global mineral's marketplace at the time of sale. The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

Foreign Exchange Risk

A portion of the Company's financial assets and liabilities are denominated in US dollars. The Company monitors this exposure but has no hedge positions. The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable and accrued liabilities, and due to related parties, that are denominated in US dollars. At September 30, 2019, a 10% change in the value to the US dollar as compared to the Canadian dollar would affect net loss and shareholders' equity by approximately $27,000.

Credit Risk

Credit risk arises from cash held with banks and financial institutions and receivables. The maximum exposure to credit risk is equal to the carrying value of these financial assets. The Company's cash is primarily held with a major Canadian bank.

Interest Rate Risk

Interest rate risk mainly arises from the Company's cash, which receive interest based on market interest rates. Fluctuations in interest cash flows due to changes in market interest rates are not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its current obligations as they become due. The majority of the Company's accounts payable and accrued liabilities and amounts due to related parties are payable in less than 90 days. The Company prepares annual exploration and administrative budgets and monitors expenditures to manage short-term liquidity. Due to the nature of the Company's activities, funding for long-term liquidity needs is dependent on the Company's ability to obtain additional financing through various means, including equity financing. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Stage of Development

The Company's properties are in the exploration stage and the Company does not have an operating history. Exploration and development of mineral resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other conditions.

Profitability of Operations

The Company is not currently operating profitably, and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of the Company's properties, if production is, in fact, ever achieved. The Company has never earned a profit. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

Uranium and Other Mineral Industries Competition is Significant

The international uranium and other mineral industries are highly competitive. The Company will be competing against competitors that may be larger and better capitalized, have state support, have access to more efficient technology, and have access to reserves of uranium and other minerals that are cheaper to extract and process. As such, no assurance can be given that the Company will be able to compete successfully with its industry competitors.

Fluctuations in Metal Prices

Although the Company does not hold any known mineral reserves of any kind, its future revenues, if any, are expected to be in large part derived from the future mining and sale of uranium and other metals or interests related thereto. The prices of these commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the prices of uranium and other metals, and therefore the economic viability of the Company's operations, cannot be accurately predicted. Depending on the price obtained for any minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

The Company's Operations are Subject to Operational Risks and Hazards Inherent in the Mining Industry

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution; accidents; industrial and transportation accidents, which may involve hazardous materials; labour disputes; power disruptions; catastrophic accidents; failure of plant and equipment to function correctly; the inability to obtain suitable or adequate equipment; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins; and encountering unusual or unexpected geological conditions and technical failure of mining methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's uranium and other mineral properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Mineral Reserve and Resource Estimates are Only Estimates and May Not Reflect the Actual Deposits

Reserve and resource figures included for uranium and other minerals are estimates only and no assurances can be given that the estimated levels of uranium and other minerals will actually be produced or that the Company will receive the uranium and other metal prices assumed in determining its reserves. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Company believes that the reserve and resource estimates included are well established and reflect management's best estimates, by their nature reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations in uranium and other metals, as well as increased capital or production costs or reduced recovery rates, may render ore reserves containing lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. The evaluation of reserves or resources is always influenced by economic and technological factors, which may change over time.

Exploration, Development and Operating Risk

The exploration for and development of uranium and other mineral properties involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body 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. 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 size, grade and proximity to infrastructure; metal prices, which are highly cyclical, drilling and other related costs which appear to be rising; 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 Company not receiving an adequate return on invested capital.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

Government Regulation

The Company's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, 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 Company believes its exploration and development activities 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.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.

Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

The Company has No History of Mineral Production or Mining Operations

The Company has never had uranium and other mineral producing properties. There is no assurance that commercial quantities of uranium and other minerals will be discovered at the Properties or other future properties nor is there any assurance that the Company's exploration program thereon will yield positive results. Even if commercial quantities of uranium and other minerals are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where uranium and other mineral resources can profitably be produced therefrom. Factors which may limit the ability of the Company to produce uranium and other mineral resources from its properties include, but are not limited to, the spot prices of metals, availability of additional capital and financing and the nature of any mineral deposits. The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. Substantially all of the Common Shares can be resold without material restriction in Canada.

The Company could be deemed a passive foreign investment company which could have negative consequences for U.S. investors.

Depending upon the composition of the Company's gross income or its assets, the Company could be classified as a passive foreign investment company ("PFIC") under the United States tax code. If the Company is declared a PFIC, then owners of the common shares who are U.S. taxpayers generally will be required to treat any "excess distribution" received on their common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a qualified electing fund ("QEF") election or a mark-to-market election with respect to the common shares. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of the Company's net capital gain and ordinary earnings for any year in which the Company is classified as a PFIC, whether or not the Company distributes any amounts to its shareholders. U.S. investors should consult with their tax advisors for advice as to the U.S. tax consequences of an investment in the common shares.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A, and certain documents incorporated by reference herein, contain "forward-looking statements" within the meaning of applicable securities legislation In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or 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". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Company believes the expectations reflected in those forward -looking statements are reasonable, but there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

In particular, this MD&A includes forward-looking statements pertaining to the following, among others:

- business strategy, strength and focus;
- proposed future expenditures;
- the satisfaction of certain conditions in respect of certain properties in which the Company may obtain an interest;
- the granting of regulatory approvals;
- the timing and receipt of regulatory approvals;
- the resource potential of the Company's properties;
- the estimated quantity and quality of mineral resources;
- projections of market prices, costs and the related sensitivity of distributions;
- expectations regarding the ability to raise capital and to continually add to resources through acquisitions and development;
- treatment under governmental regulatory regimes and tax laws, and capital expenditure programs;
- expectations with respect to the Company's future working capital position; and
- capital expenditure programs.

With respect to forward-looking statements contained in this MD&A, assumptions have been made regarding, among other things:

- the future price of commodities;
- geological estimates in respect of mineral resources;
- future development plans for the Company's properties unfolding as currently envisioned;
- future capital expenditures to be made by the Company;
- future sources of funding for the Company's capital program;
- the Company's future debt levels;

- the ability of the Company to make payments required to maintain its existing and future exploration licenses and option agreements in good standing;
- the timing, amount and cost of estimated future production;
- costs and timing of the development of new deposits;
- the regulatory framework governing royalties, taxes and environmental matters in Nevada and any other jurisdictions in which the Company may conduct its business in the future;
- the impact of any changes in the laws applicable in Nevada;
- the ability of the Company to obtain exploration licenses, access rights, approvals, permits and licenses, and the timing of receipt of such items;
- the Company's ability to obtain qualified staff and equipment in a timely and cost-efficient manner;
- the impact of increasing competition on the Company;
- the intentions of the Company's board of directors will respect to executive compensation plans and corporate governance programs; and
- future exchange rates will be consistent with the Company's expectations.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors below and elsewhere in this MD&A:

- the speculative nature of exploration, appraisal and development of mineral properties;
- there are no known mineral resources or commercial quantities of mineral reserves on the Company's properties;
- uncertainties in access to future funding for exploration and development of the Company's properties;
- changes in the cost of operations, including costs of extracting and delivering minerals to market, that affect potential profitability of the Company;
- operating hazards and risks inherent in mineral exploration and mining;
- volatility in global equities, commodities, foreign exchange, market price of precious and base metals and a lack of market liquidity;
- unexpected costs or liabilities for environmental matters, including those related to climate change;
- changes to laws or regulations, or more stringent enforcement of current laws or regulations;
- ability of the Company to obtain and maintain required exploration licenses, access rights, approvals or permits;
- unexpected defects in the Company's rights or title to its properties, or claims by other parties over the Company's properties;
- competition for financial resources and technical facilities;
- ability of the Company to retain the services of its directors or officers;
- in case the Company disposes of its properties, it may not be able to acquire other mineral properties of merit;
- unexpected and uninsurable risks may arise;
- limitations on the transfer of cash or assets between the Company and its foreign subsidiaries, or among such subsidiaries, could restrict the Company's ability to fund its operations efficiently;
- changes in the political and related legal and economic environment in jurisdictions in which the Company operates; and
- the other factors discussed under "Risk Factors" in this MD&A.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws.

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS REPORT

a) Issued share capital: 160,191,964 common shares.

b) Outstanding stock options:

Expiry Date	Outstanding Options	Exercise Price ($)
January 6, 2021	325,000	0.05
May 11, 2022	300,000	0.10
May 15, 2023	500,000	0.06
January 8, 2024	370,000	0.125
March 27, 2024	200,000	0.135
June 3, 2024	3,945,000	0.15
March 25, 2025	50,000	0.115
May 21, 2025	3,200,000	0.205
	8,890,000	**0.16**

c) Outstanding share purchase warrants:

Expiry Date	Outstanding Warrants	Exercise Price ($)
May 10, 2022	8,549,606	0.225
May 10, 2022	938,272	0.15
	9,487,878	**0.22**

DIRECTORS AND OFFICERS

William M. Sheriff, Executive Chairman
William B. Harris, Audit Committee Chair & Director
Dennis Stover, Chief Executive Officer & Director
Richard M. Cherry, Director
Mark Pelizza, Director
Nathan A. Tewalt, Director
Scott Davis, Chief Financial Officer
Jordan Butler, Executive Vice President