



Management's Discussion & Analysis

Fission 3.0 Corp.

**For the Six Month Period Ended
December 31, 2016**

Fission 3.0 Corp.

Management's Discussion and Analysis
For the six month period ended December 31, 2016
(Expressed in Canadian dollars, unless otherwise noted)



Introduction

The following Management's Discussion and Analysis ("MD&A"), prepared as of February 28, 2017, should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes of Fission 3.0 Corp. (the "Company" or "Fission 3.0") for the six month period ended December 31, 2016. The reader should also refer to the audited consolidated financial statements for the year ended June 30, 2016 as well as Management's Discussion and Analysis for that year.

The Company's condensed consolidated interim financial statements are unaudited and have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, *IAS 34, Interim Financial Reporting* ("IAS 34") and do not contain all of the information required for annual financial statements.

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com. Further information including news releases and property maps are available on the Company's website at www.fission3corp.com, or by requesting further information from the Company's head office located at 700 – 1620 Dickson Ave., Kelowna, BC, Canada, V1Y 9Y2.

Forward looking statements

Statements in this report that are not historical based facts are forward looking statements that could involve known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Should one or more of these unknown risks and uncertainties, or those described under the headings "Cautionary notes regarding forward-looking statements" and "Risks and uncertainties" materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

Scientific and technical disclosure

Scientific and technical information in this MD&A was reviewed and approved by Ross McElroy, P. Geol. COO of Fission 3.0. Ross McElroy is a "Qualified Person" as defined by Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

Description of business

The Company was incorporated on September 23, 2013 under the laws of the Canada Business Corporations Act in connection with a court approved plan of arrangement to reorganize Fission Uranium Corp. ("Fission Uranium") which was completed on December 6, 2013 (the "Fission Uranium Arrangement").

The Company is a junior resource issuer engaged in the acquisition, exploration, and development of uranium resource properties in Alberta and Saskatchewan's Athabasca Basin as well as Peru. The Company's primary objective is to locate, evaluate and acquire properties with the potential to host high grade uranium. The preference is to evaluate early stage properties with the potential to host high grade uranium at shallow depths and to finance their exploration and potential development by way of equity financing, joint ventures, option agreements or other means. Therefore the Company engages in early stage land acquisitions and is a "Project Generator".

The Company has approximately 308,840 ha of exploration properties with uranium potential in Saskatchewan and Alberta in Canada, and in Peru.

- 55,165 ha (18%) comprise the North Shore property in Alberta;
- 248,575 ha (80%) are located in Saskatchewan in and around the Athabasca Basin; and
- 5,100 ha (2%) comprise the Macusani property in Peru, held by the Company's subsidiary Fission Energy Peru S.A.C.

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Description of business (continued)

The Company's award-winning management and technical team have a track record of acquiring highly prospective uranium properties, and successfully exploring and developing them for potential sale. By embracing the Project Generator model, the Company, through property option and joint venture agreements and technical expertise as operator, attracted financial partners to advance the initial exploration stages of its Patterson Lake North property ("PLN"), Clearwater West property ("CWW"), and Key Lake Area properties.

The Company's four most advanced exploration projects include: 3 projects within the Athabasca Basin region of northern Saskatchewan and Alberta (the North Shore property, the PLN property, which has a property option and joint venture agreement with Azincourt Uranium Inc. ("Azincourt"), and the CWW property); and the Macusani project in Peru. The PLN and CWW properties are adjacent to or in close proximity to Fission Uranium's Patterson Lake South ("PLS") property, host to the high-grade Triple R uranium deposit, located in the southwest part of Saskatchewan's Athabasca Basin.

In January 2015, just over two years since the discovery hole, Fission Uranium announced the results of the independent resource estimate at PLS and the high grade uranium discovery was named the 'Triple R' deposit. In September 2015, Fission Uranium completed a Preliminary Economic Assessment ("PEA") for the Triple R deposit and updated its resource estimate. The updated resource is estimated to contain an indicated mineral resource totaling 81,111,000 lbs. U_3O_8 , at an average grade of 1.83% U_3O_8 and an inferred mineral resource totaling 27,157,000 lbs. U_3O_8 at an average grade of 1.57% U_3O_8 . The 100% owned Triple R deposit is a large, high-grade and near-surface deposit that is part of a 2.63km mineralized trend. This trend has one of the largest mineralized footprints in the Athabasca Basin region and remains open in multiple directions. The results of the PEA, which includes operating expenditures of US\$14.02/lb, demonstrate the potential for the Triple R deposit to be one of the lowest cost uranium producers in the world. Fission 3.0's PLN and CWW properties, which are adjacent to or in close proximity to Fission Uranium's PLS property, are indicative of the strong exploration potential of these projects.

Fission 3.0's common shares are listed on the TSX Venture Exchange under the symbol "FUU" and the Frankfurt Stock Exchange under the symbol "2F3".

Corporate goals

The Company's goals are to discover an economic uranium deposit through exploration and to develop it, as well as use its award-winning technical team to continually identify, evaluate and stake mineral claims in the Athabasca Basin that are prospective for high-grade uranium for exploration at a later stage. The Company's properties are located primarily in and around Saskatchewan's Athabasca Basin, home of the richest uranium deposits in the world.

The Company's intent is to utilize the specialized techniques that led to the successful discovery of Fission Uranium's shallow, high-grade uranium discovery at PLS to advance its properties. These techniques include its innovative approach to radon surveys, underwater spectrometer analysis and the Company's patent-pending radiometric airborne survey; the same technology used to identify the high-grade boulder field at PLS.

The Athabasca Basin has remained the primary focus of continued interest to uranium investors for the following reasons:

1. The region is host to the world's highest grade uranium deposits, with mineral resource grades over ten times the world average. In addition, Saskatchewan is widely recognized as a world-class mining jurisdiction with strong local, provincial and federal support, straight forward permitting, excellent infrastructure and highly skilled labour. In 2015, the Fraser Institute ranked Saskatchewan as the most attractive jurisdiction for mining investment in Canada and 2nd overall in the world.

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Corporate goals (continued)

The Athabasca Basin has remained the primary focus of continued interest to uranium investors for the following reasons (continued):

2. Fission Uranium's PLS shallow high grade uranium discovery announced late in 2012, was made in the underexplored western part of the Athabasca Basin, and resulted in a staking rush in the region and has been followed by other high-grade discoveries in the region.
3. In 2013, Canada signed a free-trade agreement with Europe, which removes a longstanding requirement that buyers are legally bound to take on a Canadian partner in uranium projects. This positive change is expected to continue attracting new foreign investment in the development of uranium projects, most notably in the Athabasca Basin.
4. Rio Tinto's successful acquisition of Hathor Exploration Ltd. in 2012, despite aggressive competing bids from Cameco Corp. ("Cameco"), introduced new competition to the Athabasca Basin in the form of a leading international uranium producer, while confirming Cameco's intent to strengthen its position in the region.
5. Denison Mines Corp.'s successful acquisition of Fission Energy Corp.'s Waterbury Lake deposit in 2013. Both the Hathor Exploration Ltd. acquisition by Rio Tinto and subsequent Waterbury Lake acquisition by Denison Mines Corp., confirmed the premium value attributed to deposits in the Athabasca Basin, despite an overall weak uranium price environment.
6. CGN Mining Company Limited's ("CGN Mining") subscription and offtake agreements with Fission Uranium in January 2016. CGN Mining purchased 19.99% of the issued and outstanding shares of Fission Uranium for \$0.85 per share, representing a premium over its December 18, 2015 market price close. China is leading the global nuclear reactor construction boom, with 22 new reactors currently under construction, 40 reactors planned or already ordered and a further 136 proposed by 2030 according to the World Nuclear Association as of January 2017. CGN Mining's offtake agreement with Fission Uranium is a clear signal that China regards the Athabasca Basin as a key route to securing its long-term uranium supply.

Management continues to believe that long-term world-wide uranium demand and the corresponding nuclear power plant build-out will require new uranium supply to meet this expected new demand. As such, management is highly optimistic about the long-term prospects for the uranium market and the Company remains committed to advancing its exploration plans in the Athabasca Basin to emulate the success of its predecessor companies, Fission Uranium and Fission Energy Corp. In addition, the Company will continue to examine joint venture, property acquisition, and other strategic corporate opportunities to enhance shareholder value.

Summary of significant exploration and development accomplishments for the six month period ended December 31, 2016 and subsequent:

Macusani Property, Peru

In June 2016, the Company initiated a 16 hole 1,370m summer exploration drill program on the property. On June 15, 2016 after announcing the results from the first 6 holes, the Company temporarily stopped drilling while it waited for renewal of its drill operating permit. Drilling resumed in mid-August 2016 and on October 17, 2016 another 7 successful drill holes were announced. In all, 9 holes tested the Llama North prospect and 7 holes tested the Llama South prospect. Mineralization at Macusani is defined where assay results are >75ppm U₃O₈ over widths of at least 0.5m (core width, not necessarily true width). At Llama North, 6 of the 9 holes intersected variably mineralized intervals and at Llama South, all 7 holes intersected variably mineralized intervals.

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Summary of significant exploration and development accomplishments for the six month period ended December 31, 2016 and subsequent (continued):

Macusani Property, Peru (continued)

Drill assay results confirm high-grade uranium, along with lithium mineralization. Drilling intersected uranium mineralization of up to 12,151 ppm U₃O₈ (1.21% U₃O₈) just 16.0m from the surface (hole MAC16-016) and lithium mineralization of up to 533 ppm (hole MAC16-009). 13 of 16 holes were mineralized and 11 of the holes intersected near surface uranium mineralization.

The Llama North and Llama South prospects were identified during surface mapping and prospecting, where numerous anomalous uranium outcrops have assayed >2% U₃O₈ including a maximum of 24.48% U₃O₈. The prospects are part of an anomalous mineralized 8km NE oriented corridor that includes two shallow, resource-defined and heap leachable uranium deposits on Plateau Uranium Inc.'s ("Plateau Uranium") property. Both deposits are also host to substantial lithium mineralization.

Exploration properties

A list of the Company's 22 uranium exploration properties and their project status as at February 28, 2017 is shown below:

Property	Location	Ownership	Claims	Hectares	Stage	Carrying value (\$CDN) ⁽¹⁾
<i>PLS Area</i>						
Clearwater West	Athabasca Basin Region, SK	100%	3	11,786	3	78,278
Patterson Lake North	Athabasca Basin Region, SK	90% ⁽²⁾	10	27,408	3	4,668,597
Wales Lake	Athabasca Basin Region, SK	100%	21	20,800	1	23,804
<i>Total: PLS Area</i>			34	59,994		4,770,679
<i>Key Lake Area</i>						
Hobo Lake	Athabasca Basin Region, SK	100%	17	9,290	1	14,757
Karpinka Lake	Athabasca Basin Region, SK	100%	9	2,743	1	15,696
Millson Lake	Athabasca Basin Region, SK	100%	6	640	1	22,592
<i>Total: Key Lake Area</i>			32	12,673		53,045
<i>Beaverlodge/Uranium City Area</i>						
Beaver River	Athabasca Basin Region, SK	100%	12	25,204	2	452,778
King Lake	Athabasca Basin Region, SK	100%	1	1,205	1	2,537
Midas	Athabasca Basin Region, SK	100%	3	774	1	-
Run Lake	Athabasca Basin Region, SK	100%	14	26,183	1	26,201
Thompson Lake	Athabasca Basin Region, SK	100%	15	4,754	2	81,041
<i>Total: Beaverlodge/Uranium City Area</i>			45	58,120		562,557
<i>Other Saskatchewan Properties</i>						
American Lake	Athabasca Basin Region, SK	100%	20	5,284	1	-
Black Birch	Athabasca Basin Region, SK	100%	18	49,059	2	-
Cree Bay	Athabasca Basin Region, SK	100%	10	18,461	2	-
Dixon Island	Athabasca Basin Region, SK	100%	2	447	1	-
Grey Island	Athabasca Basin Region, SK	100%	1	4,355	1	-
Kendel Island	Athabasca Basin Region, SK	100%	7	2,399	1	-
Manitou Falls	Athabasca Basin Region, SK	100%	3	10,530	2	-
Minor Bay	Athabasca Basin Region, SK	100%	6	5,981	1	-
Perron Lake	Athabasca Basin Region, SK	100%	6	21,272	2	-
<i>Total: Other Saskatchewan Properties</i>			73	117,788		-
<i>Alberta Area</i>						
North Shore	Athabasca Basin, AB	100%	18	55,165	3	207,072
<i>Peru</i>						
Macusani	Peru, South America	100%	9	5,100	3	1,924,003
Totals			211	308,840		7,517,356

Notes:

(1) The carrying value of the properties is shown as at December 31, 2016.

(2) Property option and joint venture agreement with Azincourt.

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Exploration properties (continued)

Exploration Stage:

- 1 - Prospecting
- 2 - Geophysical Exploration, Sampling, Line Cutting, IP Surveys
- 3 - Drilling

Within the Athabasca Basin region, the Company's properties are all located in areas that are prospective for near surface uranium mineralization in both basement and unconformity hosted models. The emphasis for land selection has been on identifying underlying structural and alteration features associated with appropriate lithologic units. As such, property locations tend to be proximal to the Athabasca Basin margins. Three geographic areas represent a key focus area and these include:

1. PLS Area: Includes 59,994 ha in 3 properties.
2. Key Lake Area: Includes 12,673 ha in 3 properties.
3. Beaverlodge/Uranium City Area: Includes 58,120 ha in 5 properties.

10 other highly prospective properties fall outside these 3 geographical areas.

PLS Area

The PLS area portfolio consists of 59,994 ha in 3 properties. The two most advanced projects are the PLN and CWW properties, located immediately to the north and south of Fission Uranium's PLS project respectively. The Wales Lake property is an earlier stage grass roots project located to the southwest of the CWW property.

Clearwater West Property

The CWW property consists of 3 contiguous claims covering 11,786 ha. The uranium mineralization model that is envisioned on the CWW property is analogous to the structurally controlled Athabasca Basin unconformity deposits, which are generally associated with hydrothermally altered, structurally controlled metasedimentary lithology which appear as magnetic lows on geophysical surveys.

On January 28, 2014 the Company entered into a property option agreement with Canex Energy Corp. ("Canex") whereby Canex had the option to earn up to a 50% interest in the Company's CWW Property. Under the terms of the agreement, Canex had to, upon execution of the agreement, issue to the Company 193,486 common shares (received, on a post-consolidation basis) in the capital stock of Canex representing 9.9% of the issued and outstanding common shares of Canex at the date of closing of the agreement.

In addition, Canex had to incur a total of \$5,000,000 in expenditures on the property in accordance with the following schedule:

Interest Earned	Work Obligation	Cumulative Work Obligation	Term	Option Expiry
	\$	\$		
Nil	700,000	700,000 ⁽¹⁾	12 months	Oct 10, 2014
20%	2,000,000	2,700,000	24 months	Oct 10, 2015
50%	2,300,000	5,000,000	36 months	Oct 10, 2016

(1) The \$700,000 work obligation was completed.

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Exploration properties (continued)

PLS Area (continued)

Clearwater West Property (continued)

On October 15, 2015 the Company agreed to the extension of the property option agreement. As consideration for the Company extending the option deadlines, Canex agreed to issue to the Company 333,333 common shares (received, on a post-consolidation basis) in the capital stock of Canex valued at \$0.075 per share.

On April 5, 2016 the Company agreed to further revise the terms of the property option agreement with Canex by changing the staging of expenditures required on the property. The total amount of expenditures to obtain a 50% interest remained the same but the staging had been adjusted to reflect capital/equity market conditions. The original option expiry dates and expenditures had been amended as disclosed in the following table:

Interest Earned	Work Obligation	Cumulative Work Obligation	Amended Option Expiry
	\$	\$	
Nil	700,000	700,000 ⁽¹⁾	Oct 10, 2014
15%	1,000,000	1,700,000	Apr 30, 2016
30%	1,300,000	3,000,000	Apr 30, 2017
50%	2,000,000	5,000,000	Apr 30, 2018

(1) The \$700,000 work obligation was completed.

Under the terms of the agreement, the Company retained a royalty interest in the property of 2% of the net smelter returns on all uranium based products derived from the property after Canex would have acquired any interest in the property. The Company was the operator and was entitled to a management fee for operator services equal to 10% of expenditures.

Due to difficult capital/equity markets for junior mineral exploration companies, Canex was not able to fund the cumulative work obligation required to earn its 15% interest by the option expiry date of April 30, 2016. In accordance with the agreement, the Company provided Canex with an official notice of default allowing Canex 30 days from May 19, 2016 to cure the default.

On June 20, 2016 Canex was deemed to have terminated the property option agreement with the Company as Canex did not cure the default in relation to the cumulative work obligation. Management will pursue alternative options for developing the CWW property.

A brief summary of exploration activity on the CWW property is as follows:

In 2013, a high-resolution magnetic and radiometric airborne survey was completed over the entire property. The survey revealed several areas of interpreted lithological and structural interest and highlighted anomalous readings recommended for ground follow-up and detailed ground geophysical surveying. Ground truthing follow-up of the anomalies was conducted in 2014. Several anomalous sites were identified and most were attributed to exotic granitic transported material.

Also in 2014, an airborne VTEM magnetic and electromagnetic ("EM") geophysical survey was conducted over the property. The survey identified EM conductors to be present on the east side of the property that may represent on-strike continuation of the EM conductors seen on the PLS property immediately to the north.

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Exploration properties (continued)

PLS Area (continued)

Clearwater West Property (continued)

In 2015, a DC resistivity and EM ground geophysical survey was conducted to prioritize drill locations over 8 separate EM conductors identified from a previous airborne VTEM survey.

A 3 hole, 534m drill program was completed as follow-up. Hole CWW15-003 intersected 4 discrete narrow intervals (2.5m total composite) of anomalous radioactivity with a maximum peak of 410 cps over 0.5m at 194.5m - 195.0m (which corresponds to a peak value of 2,333 cps over 0.1m) from the down-hole gamma probe survey between the depths of 109.5m and 195.0m. In addition to the drill results from CWW15-003, highlights included:

- Near-surface alteration confirmed in hole CWW15-002;
- Significant ~9m wide fault zone intersected in CWW15-001; and
- Drill results confirm geological features which makes the area highly prospective for hosting high-grade mineralization.

Patterson Lake North Property Option and Joint Venture Agreement

The PLN property consists of 10 claims covering 27,408 ha and is located immediately adjacent and to the north of Fission Uranium's PLS high grade Triple R uranium deposit.

On April 29, 2013 Fission Uranium entered into a property option and joint venture agreement with Azincourt that was assigned to the Company as part of the Fission Uranium Arrangement. Azincourt had the option to earn up to a 50% interest in the Patterson Lake North property by making payments and incurring expenditures according to the following schedule:

Interest Earned	Consideration	Work Obligation	Cumulative Consideration	Cumulative Work Obligation	Option Expiry
	\$	\$	\$	\$	
10%	500,000	1,500,000	500,000	1,500,000 ⁽¹⁾	June 19, 2014
20%	750,000	3,000,000	1,250,000	4,500,000	June 19, 2015
35%	1,000,000	3,000,000	2,250,000	7,500,000	June 19, 2016
50%	2,500,000	4,500,000	4,750,000	12,000,000	June 19, 2017

(1) - The \$500,000 consideration was received and the \$1,500,000 work obligation has been completed.

The Company is the operator and is entitled to a management fee for operator services equal to 10% of expenditures. The Company retains a royalty interest in the property of 2% of the net smelter returns on all uranium based products derived from the property after Azincourt acquires any interest in the property. Azincourt had 90 days after each option term to either continue earning an additional interest in the property or to form a joint venture agreement with the Company.

Azincourt has earned a 10% interest in the property by meeting both the initial consideration and work obligation.

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Exploration properties (continued)

PLS Area (continued)

Patterson Lake North Property Option and Joint Venture Agreement (continued)

Due to difficult capital/equity markets for junior mineral exploration companies, Azincourt was not able to fund the cumulative work obligation required to earn its 20% interest by the option expiry date of June 19, 2015. As a result both parties are currently working towards a joint venture agreement in which Azincourt will maintain its 10% interest in the joint venture.

On January 21, 2014 the Company commenced a winter exploration program consisting of diamond drilling, radon surveying and ground geophysical surveying. Approximately 1,988m of drilling was completed in 7 holes, testing 3 separate basement EM conductors: 4 holes completed to target depth, 1 hole partially completed before being lost due to technical difficulties and 2 attempts abandoned in overburden. Although no significant radioactivity was encountered, encouraging basement lithology and structural features confirm the high prospectivity of the target areas and further drilling is required to evaluate the target areas. 220 radon-in-water and 10 radon-in-sediment samples were collected by RadonEx Exploration Management over two lake target areas.

Ground EM surveying was conducted by Discovery Geophysics Ltd. outlining a new 8.8km long conductor system and refining drill targets.

A summer 2014 exploration program included diamond drilling and 95.2 line-kms of DC Resistivity ground geophysical surveying. Approximately 2,130m of drilling was successfully completed in 6 holes, testing two separate basement EM conductors. All drill holes reached their planned target depths. Drill hole PLN14-019 encountered anomalous radioactivity which was confirmed with geochemical analysis and assayed 0.047% U_3O_8 over 0.5m. Encouraging lithologies, alteration patterns and structures continued to be intersected and further drilling is warranted on both EM conductors tested during the summer program. Ground resistivity surveying totaling 95.2km was conducted by Patterson Geophysics Inc., increasing the prospectivity of two separate conductor systems as identified by EM surveying during the winter 2014 program, and further refining drill targets.

Key Lake Area

The Key Lake Area property portfolio consists of 12,673 ha in 3 separate, non-contiguous properties. The properties are located in the historic Key Lake District, where Cameco operated open pit uranium mining operations producing 209.8 million pounds of uranium over a 19 year period from 1983 to 2002. Cameco's Key Lake Mill is also located nearby, which continues to process uranium ore from the McArthur River Mine.

Locally the Key Lake Area lies within the Key Lake Shear Zone ("KLSZ"), which is characterized as a broad northeast-southwest trending primarily metasedimentary corridor, which is expressed as a magnetic low in geophysics surveys. Within the KLSZ corridor are numerous basement EM conductors. Such EM conductors in metasedimentary corridors represent the classic setting for structurally controlled Athabasca-style high-grade uranium deposits. The Company believes its Key Lake Area properties have the potential to host near surface high-grade uranium mineralization similar to the near-by historic Key Lake deposits. All of the properties have had significant historic exploration which has identified various features of interest including geophysical and geochemical anomalies, thus upgrading the merits overall. No additional field work has been done by the Company.

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Exploration properties (continued)

Key Lake Area (continued)

The number of claims held at each Key Lake Area property is as follows:

- (i) Hobo Lake property, 17 claims totaling 9,290 ha;
- (ii) Karpinka Lake property, 9 claims totaling 2,743 ha; and
- (iii) Millson Lake property, 6 claims totaling 640 ha.

On February 2, 2015 the Company entered into a property option and joint venture agreement with Power Metals Corp. ("Power Metals", formerly Aldrin Resource Corp.) whereby Power Metals could have earned up to a 50% interest in the Company's Key Lake Area properties. Under the terms of the agreement, Power Metals had to, upon execution of the agreement, i) pay the Company \$100,000 cash (received) and ii) issue to the Company the greater of 1,900,000 or 9.9% of the then issued and outstanding common shares of Power Metals (2,000,318 common shares received).

In addition, Power Metals had to incur a total of \$6,900,000 in expenditures on the property in accordance with the following schedule:

Interest Earned	Consideration	Work Obligation	Cumulative Work Obligation	Consideration Due Date	Option Expiry
	\$	\$	\$		
N/A	100,000 ⁽¹⁾	-	-	July 1, 2015	-
Nil	100,000	1,000,000	1,000,000	February 1, 2016	May 1, 2016
N/A	100,000	-	1,000,000	July 1, 2016	-
20%	100,000	1,700,000	2,700,000	February 1, 2017	May 1, 2017
N/A	100,000	-	2,700,000	July 1, 2017	-
30%	100,000	2,000,000	4,700,000	February 1, 2018	May 1, 2018
N/A	100,000	-	4,700,000	July 1, 2018	-
50%	100,000	2,200,000	6,900,000	February 1, 2019	May 1, 2019

(1) - 714,285 common shares valued at \$100,000 have been received.

Under the terms of the agreement, Power Metals had to make semi-annual payments of \$100,000 to the Company on July 1, and February 1 (commencing July 1, 2015) until the option had been exercised in full. The semi-annual payments could have been made in cash or equivalent Power Metals shares at the option of Power Metals. The Company was the operator and was entitled to a management fee for operator services equal to 10% of expenditures.

Due to difficult capital/equity markets for junior mineral exploration companies, Power Metals was not able to fund its semi-annual payment due on February 1, 2016, and additionally, it was not able to fund the cumulative work obligation required by the option expiry date of May 1, 2016. In accordance with the agreement, the Company provided Power Metals with an official notice of default allowing Power Metals 30 days from May 18, 2016 to cure the defaults.

On June 14, 2016 the Company received written notice from Power Metals that it would immediately terminate its rights under the property option agreement. Management will pursue alternative options for developing the Key Lake Area.

Due to current market conditions and in the interest of conserving cash, based on the Company's lack of planned expenditure on certain claims in the Key Lake Area, the Company recorded a write-down of exploration costs in the amount of \$158,409 during the six month period ended December 31, 2016.

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Exploration properties (continued)

Beaverlodge/Uranium City Area

The Beaverlodge/Uranium City Area portfolio consists of 58,120 ha in 5 properties. Prior to the discovery of high-grade uranium mineralization in the Athabasca Basin with the Key Lake and Rabbit Lake discoveries, the Beaverlodge area was the most important uranium mining district in Saskatchewan. Throughout the 1950's and 1960's, 52 mines, including 12 open-pit mines were operated.

Due to current market conditions and in the interest of conserving cash, based on the Company's lack of planned expenditure on certain claims in the Beaverlodge/Uranium City Area, the Company recorded a write-down of acquisition costs in the amount of \$5,484 and a write-down of exploration costs in the amount of \$9,183 during the six months ended December 31, 2016.

The most recent developments on the Beaverlodge/Uranium City Area's property portfolio are as follows:

Beaver River Property, Canada

The Beaver River property consists of 12 claims totaling 25,204 ha located on the north central edge of the Athabasca Basin in Saskatchewan, approximately 44km east of Uranium City, Saskatchewan. The property includes numerous confirmed EM basement conductors and several uranium showings providing surface outcrop sample assays of up to 3.66% U₃O₈.

During September 2013, a 5,288 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing over the entire property was completed.

In May 2016, the Company completed an 880 line-km airborne VTEM survey at 200m line spacing on the southern portion of the property, over an area with several identified historic in-situ uranium anomalies.

The VTEM survey was instrumental in defining conductive packages over the entire project area. In excess of 258km of conductors were defined by the VTEM survey. The interpreted results indicate complex conductor swarms which will require ground follow-up to establish drill targets. There are numerous areas of enhanced conductivity, as well as many areas of trend widening evidenced by increase in parallel multiple conductors and many offsets and termination points indicative of cross structure. Further work and integration with available geological knowledge may serve to adjust the priority of these responses. Prospecting and geochemical sampling could be a next step in refining target areas.

Thompson Lake Property, Canada

The Thompson Lake property consists of 15 claims totaling 4,754 ha located approximately 10km outside the northwestern edge of the Athabasca Basin, Saskatchewan, 15km west of Uranium City.

In September 2013, a 517 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing over the entire property was completed.

Other Saskatchewan Properties

The Company holds 73 claims totaling 117,788 ha in 9 other Saskatchewan properties located around and within the Athabasca Basin area. All properties are prospective for shallow targets in basement and/or unconformity hosted settings.

Due to current market conditions and in the interest of conserving cash, based on the Company's lack of planned expenditure on its Other Saskatchewan Properties, the Company recorded a write-down of acquisition costs in the amount of \$147,390 and a write-down of exploration costs in the amount of \$1,302,655 during the six month period ended December 31, 2016.

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Exploration properties (continued)

Other Saskatchewan Properties (continued)

The most recent developments on the Company's Other Saskatchewan properties are as follows:

Black Birch Property, Canada

The Black Birch property consists of 18 claims totaling 49,059 ha located on the outside edge of the southern Athabasca Basin. The Centennial uranium deposit is 45km to the northeast along the Virgin River Shear Zone trend.

In September 2015, a 4,744 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing was completed. A number of interpreted radiometric anomalies from the airborne survey have yet to be examined on the ground.

Cree Bay Property, Canada

The Cree Bay property consists of 10 claims totaling 18,461 ha located on the inside edge of the northern Athabasca Basin. The town of Stony Rapids is 20km to the north and the historic Nisto uranium mine is 13km to the northeast.

In August 2015, a 4,214 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing over the property was completed. A compilation of radiometric anomalies and a magnetic interpretation report has been completed.

Manitou Falls Property, Canada

The Manitou Falls property consists of 3 claims totaling 10,530 ha located on the northeastern edge of the Athabasca Basin, Saskatchewan approximately 74km east of Stony Rapids.

In September 2013, a 1,054 line-km high-resolution airborne magnetic and radiometric survey at 50m line spacing over the entire property was completed.

In July 2015, a 4 person geology crew conducted a 9 day ground prospecting program designed to follow up on radiometric anomalies resulting from the high resolution airborne magnetic and radiometric survey. Results from prospecting did not identify proximal bedrock sources for the anomalies.

Perron Lake Property, Canada

The Perron Lake property consists of 6 claims totaling 21,272 ha located 20km north of the Athabasca Basin. The town of Stony Rapids is located 40km to the southeast.

In August 2015, a 9,182 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing was completed. The airborne survey revealed a number of subtle radiometric anomalies.

In September 2015, a 4 person geology crew conducted a 15 day ground prospecting program designed to follow up on radiometric anomalies identified from the high resolution airborne magnetic and radiometric survey. The prospecting did not discover any radiometric sources that would indicate economic uranium mineralization within the property area. However geological traverses revealed lithologies of interest to uranium mineralization as well as base and precious metal possibilities.

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Exploration properties (continued)

Alberta Area

North Shore Property, Canada

The North Shore property consists of 18 metallic and industrial minerals ("MAIM") agreements totaling 55,165 ha situated along the northwest margin of the Athabasca Basin.

In August 2013, a 12,257 line-km high resolution airborne magnetic and radiometric survey at 50m line spacing over the property was completed, revealing two significant and strongly radioactive uranium source anomalous regions.

Peru

Macusani Property, Peru

The Peruvian property portfolio consists of 9 mineral concessions totaling 5,100 ha located within southeastern Peru.

In June 2016, the Company initiated a 16 hole 1,370m summer exploration drill program on the property. On June 15, 2016 after announcing the results from the first 6 holes the Company temporarily stopped drilling while it waited for renewal of its drill operating permit. Drilling resumed in mid-August 2016 and on October 17, 2016 another 7 successful drill holes were announced. In all, 9 holes tested the Llama North prospect and 7 holes tested the Llama South prospect. Mineralization at Macusani is defined where assay results are >75ppm U₃O₈ over widths of at least 0.5m (core width, not necessarily true width). At Llama North, 6 of the 9 holes intersected variably mineralized intervals and at Llama South, all 7 holes intersected variably mineralized intervals.

The Llama North and Llama South prospects were identified during surface mapping and prospecting, where numerous anomalous uranium outcrops have assayed >2% U₃O₈ including a maximum of 24.48% U₃O₈. The prospects are part of an anomalous mineralized 8km NE oriented corridor that includes two shallow, resource-defined and heap leachable uranium deposits on Plateau Uranium's property. Both deposits are also host to substantial lithium mineralization. Based on encouraging surface mapping and assay results, and in the context of the mineralized trend hosting significant identified resources on Plateau Uranium's properties, a drill program was initiated.

Significant drill hole results from the 2016 program include:

Llama South

- Hole MAC16-016: Intersected 0.5m of mineralization (16.0m to 16.5m) and assayed 12,151 ppm U₃O₈, 423 ppm lithium and 4.34% potassium.
- Hole MAC16-003: Near-surface mineralization intersected over a 1.0m interval (1.5m to 2.5m) and assayed 3,838 ppm U₃O₈, 345 ppm lithium and 4.22% potassium.
- Hole MAC16-005: Near-surface mineralization intersected over a 2.0m interval (4.5m to 6.5m) and assayed 1,274 ppm U₃O₈, 413 ppm lithium and 4.47% potassium.

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Exploration properties (continued)

Macusani Property, Peru (continued)

Significant drill hole results from the 2016 program include (continued):

Llama North

- Hole MAC16-010: Intersected 0.5m of mineralization (36.5m to 37.0m) and assayed 1,330 ppm U₃O₈, 469 ppm lithium and 4.07% potassium.
- Hole MAC16-007: Surface mineralization from 0.0m to 0.9m and assayed 1,068 ppm U₃O₈, 411 ppm lithium and 3.53% potassium.
- Hole MAC16-013: Intersected 0.5m of mineralization (83.5m to 84.0m) and assayed 989 ppm U₃O₈, 523 ppm lithium and 3.52% potassium.

Uranium outlook

Management believes that the exploration and development of uranium properties presents an opportunity to increase shareholder value for the following reasons:

- *Increased long-term worldwide demand for nuclear energy*

Worldwide nuclear energy demand and the associated nuclear power plant build-out is projected to increase significantly in the years ahead, and will require new uranium supply to meet this increasing demand. According to the World Nuclear Association, electricity demand is estimated to rise by more than 76% from 2011 to 2030.

- *Increased long-term demand for uranium*

Currently, there are 447 operable reactors worldwide. 60 new reactors are currently under construction, a further 164 are planned or have been ordered and an additional 347 have been proposed for construction by 2030. The Ux Consulting Company expects worldwide uranium demand to increase 22% by 2020. In addition, many analysts continue to forecast a long-term global uranium demand/supply imbalance, which suggests a potential for significantly higher uranium prices.

In January 2016, the uranium spot price began to decrease to its 11 year low of USD \$17.80/lb on November 30, 2016. This figure is substantially lower than the OPEX for many uranium mines. The price drop is attributed to two main factors: excess inventories and slower-than-expected restarts of Japan's reactor fleet. In reaction, producers have begun to curtail their operations, with leading uranium producer, Cameco, shutting down its Rabbit Lake operation (which includes the second largest uranium milling facility in the western world) in April 2016, and announcing temporary production halts at its McArthur River and Cigar Lake mines during the summer months in 2017. As production is taken offline, and with reprocessing (a form of secondary supply) expected to reduce from 2014 onwards (UPC, August 19, 2015), analysts expect the eventual upturn, leading to significantly higher uranium prices over the long-term, to be more aggressive.

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Uranium outlook (continued)

- *Increased long-term demand for uranium (continued)*

Increased long-term demand is expected particularly from developing countries, which are driving the reactor construction boom. Foremost amongst these are China, India, Russia, and South Korea. There are currently 22 nuclear power plants under construction in China, which accounts for 37% of all the reactors under construction worldwide. The majority are scheduled for completion between 2017 and 2023. China's current domestic uranium production accounts for less than 25% of their annual uranium fuel requirements, resulting in increased imports and stockpiling. In 2010, Cameco signed the first of two long-term contracts with Chinese owned utilities for the delivery of uranium. Additional long-term demand is anticipated from other Asian countries, most notably India and South Korea, as they expand their planned nuclear build-out. In 2015, Cameco signed its first contract with India to supply 7.1 million lbs of uranium concentrate through to 2020. CGN Mining's offtake agreement with Fission Uranium is also highly significant as it highlights the fact that China is moving to further secure its long term uranium supply.

The following is a list of selected countries with nuclear reactors that are either planned, proposed, or under construction as of January 1, 2017:

Country	Construction	Planned	Proposed	Total
China	22	40	136	198
India	5	20	44	69
Russia	7	25	23	55
USA	4	18	24	46
Canada	-	2	3	5
France	1	-	1	2
Japan	2	9	3	14
Saudi-Arabia	-	-	16	16
South Korea	3	8	-	11
UAE	4	-	10	14
Ukraine	-	2	11	13
Others	12	40	76	128
Total	60	164	347	571

Source: World Nuclear Association Website (World Nuclear Power Reactors & Uranium Requirements - www.world-nuclear.org - Updated January 1, 2017)

- *Uranium demand/supply*

A global uranium demand/supply imbalance has existed for many years. Primary uranium supply (from mining) has consistently and significantly failed to keep pace with demand. The shortfall has been filled using secondary supply, including the sale of government stockpiles, fuel reprocessing and the highly enriched uranium ("HEU") agreement (which ended late 2013).

After Japan shut down its reactor fleet in March 2011 a decline in uranium demand and subsequently in production was witnessed. Following the shutdown, three operating reactors have restarted with another receiving approval to restart but is currently awaiting the outcome of legal challenges.

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Uranium outlook (continued)

- *Uranium demand/supply (continued)*

In 2014, uranium production declined again, following a series of events including stalled mining license negotiations in Niger, legal action in Kazakhstan, and sanctions against Russia (all three countries are major sources of uranium). This has heightened concerns about security of uranium supply and has led to a general expectation that nuclear energy utilities (the primary users of uranium) will seek their supply in more stable jurisdictions. A deal between Canadian-based uranium producer Cameco and India's power utilities in April 2015 for uranium supply suggests this expectation is correct, as does China based CGN Mining's offtake agreement with Fission Uranium.

Kazakhstan is currently the world's largest producer of uranium with approximately 43% of total worldwide production. The new production is primarily from lower grade deposits, which is not sustainable over the long-term. Canada, home to the highest grade uranium in the world, is the second largest supplier, responsible for approximately 16%.

On January 10, 2017 Kazatomprom, the Kazakhstan state-owned uranium mining company, which owns, solely or by joint venture, every mine in Kazakhstan, announced plans to reduce production by 10% in 2017. This equates to about 5.2 million lbs U_3O_8 , which is approximately 3% of global mine supply. Industry analysts have concluded that this action will not only tighten the market but will also set a floor below which Kazatomprom will not allow prices to fall. Considering that Kazakhstan production is largely sold on a spot-related basis, this is a very positive event.

Uranium prices declined to just over US \$17.80/lb on November 30, 2016 before rising to just over US \$22/lb by early January 2017. Following the announcement that Kazatomprom will be reducing production by 10%, the spot price rose by US \$2.12/lb in a single day to US \$24.12/lb. To support a healthy global uranium mining sector, general consensus among analysts including RBC Capital (Canada), Raymond James Canada, and Resource Capital Research (Australia) is that a uranium price of US \$70-\$80/lb is required to stimulate new exploration and mine development worldwide.

- *Primary supply issues*

As a direct result of low uranium prices, Cameco, one of the world's largest producers of uranium, announced in April 2016 that it is suspending production at its Rabbit Lake uranium mine in Saskatchewan and placing the facility into "care and maintenance". It is also reducing production at McArthur River/Key Lake and at its US uranium operations. It is estimated by Cantor Fitzgerald that this will remove 3% of the uranium available to the spot market and together with the Kazatomprom reduction, shows a strong trend that producers are acting to limit production worldwide.

This follows a period in which several new projects have been categorized as uneconomic. Worldwide projects cancelled or deferred since 2012 include: Yeelirrie and Kintyre in Australia (Cameco), Trekkopje in Namibia (AREVA), Imouraren in Niger (AREVA) and the Olympic Dam expansion in Australia (BHP). Salman Partners estimates that 105.5 million lbs of uranium has been removed from the world's mine plans for the period 2014 to 2021 (Metals Morning Note, February 13, 2014).

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Uranium outlook (continued)

- *Primary supply issues (continued)*

Increasing the pressure on medium to long term supply is the lengthy period (approximately ten years on average) required to take a uranium project from discovery to production. With so many projects stalled or abandoned, it is felt by analysts that a growing supply/demand imbalance may be difficult to deal with once secondary supplies can no longer meet rising demand. This increases the attractiveness of assets that have the potential to be taken into production in the shortest time possible and at a lower cost. Typically such projects would have similar characteristics to Fission Uranium's Triple R deposit: high-grade, shallow, in basement rock and in a stable jurisdiction.

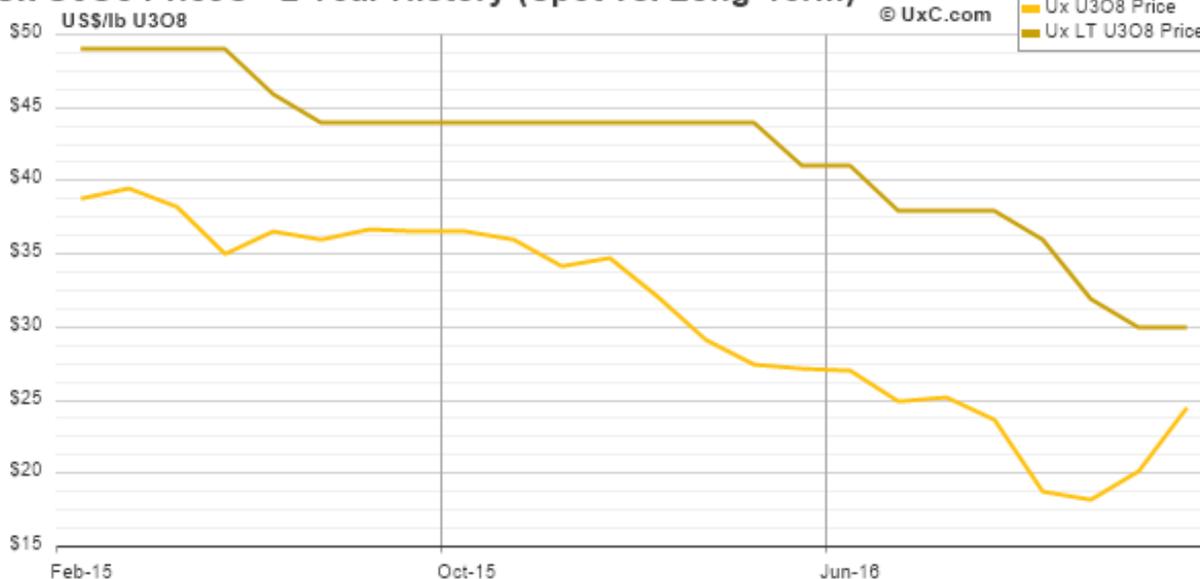
- *Japanese nuclear reactor fleet and uranium stockpiles*

Following the Fukushima incident in March 2011, Japan shut down all of its nuclear reactors, pending new safety regulations, legislation and inspections. A new nuclear regulator was set up and, after a considerable delay, Japan's nuclear operators were given permission to apply to restart their reactors. The process is lengthy, and the time taken has adversely affected uranium spot prices as the market was expecting faster turnaround times. At the time of writing, the first 3 of 25 reactors that are in various stages of the application process have now been restarted.

While the first wave of reactor restarts in Japan is not expected to immediately increase uranium demand, it increases confidence that Japan's utility companies will not sell their uranium fuel stockpiles into the market. The potential for this estimated 90 million lbs of uranium to enter the spot market has been viewed as a significant threat to uranium prices since 2011 and analysts believe it has been a major factor in suppressing the buy cycle and pricing.

Uranium market

Ux U3O8 Price® - 2 Year History (Spot vs. Long-Term)



Source: Ux Consulting Company LLC, www.uxc.com: February 2017

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Selected annual information ⁽¹⁾

The financial information presented below for the current and comparative periods was derived from financial statements prepared in accordance with IFRS and is expressed in Canadian dollars.

	June 30 2016	June 30 2015	June 30 2014
	\$	\$	\$
Net loss	(1,117,339)	(1,306,058)	(3,731,933)
Total assets	10,431,380	11,659,330	10,313,822
Current liabilities	55,762	73,974	1,220,138
Deferred income tax liability	1,066,189	1,263,555	1,394,917
Shareholders' equity	9,309,429	10,321,801	7,698,767
Basic and diluted loss per common share	(0.01)	(0.01)	(0.02)

⁽¹⁾ The results up to December 6, 2013 have been prepared on a carve-out basis from certain allocations of Fission Uranium's financial statements.

Summary of quarterly results

The financial information presented below for the current and comparative periods was derived from annual financial statements prepared in accordance with IFRS or interim financial statements prepared in accordance with IFRS applicable to the preparation of interim financial statements, *IAS 34, Interim Financial Reporting*.

Quarter ended	December 31 2016	September 30 2016	June 30 2016	March 31 2016
	\$	\$	\$	\$
Exploration and evaluation assets	7,517,356	7,329,352	8,462,549	7,800,401
Working capital	752,488	1,261,278	1,872,498	2,697,284
Net loss	(318,930)	(1,258,331)	(135,453)	(254,381)
Net loss per share basic and diluted	(0.00)	(0.01)	(0.00)	(0.00)

Quarter ended	December 31 2015	September 30 2015	June 30 2015	March 31 2015
	\$	\$	\$	\$
Exploration and evaluation assets	7,692,167	7,485,840	6,375,108	6,027,262
Working capital	3,145,806	3,593,075	5,179,338	5,762,788
Net loss	(199,524)	(527,981)	(241,259)	(285,004)
Net loss per share basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

Results of operations

The expenses incurred by the Company are typical of junior exploration and development companies that do not have established cash flows from mining operations. Changes in these expenditures from quarter to quarter are impacted directly by non-recurring activities or events.

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Results of operations (continued)

Comparison of the three months ended December 31, 2016 and December 31, 2015

- The Company had a net loss of \$318,930 ((\$0.00) basic and diluted loss per share) compared to a net loss of \$199,524 ((\$0.00) basic and diluted loss per share).
- Share based compensation expense decreased to \$Nil from \$21,893 as a result of stock options granted in prior periods being fully vested.
- Loss on short-term investments increased to \$142,297 from \$40,327. During the three months ended December 31, 2016, loss on short-term investments was primarily related to realized losses on the Company's disposal of certain short-term investments.
- The Company recognized an exploration and evaluation asset write-down of \$21,545. Due to current market conditions and in the interest of conserving cash, based on a lack of planned expenditure on certain properties, the Company wrote-down certain mineral properties.

Comparison of the six months ended December 31, 2016 and December 31, 2015

- The Company had a net loss of \$1,577,261 ((\$0.01) basic and diluted loss per share) compared to a net loss of \$727,505 ((\$0.00) basic and diluted loss per share).
- Share based compensation expense decreased to \$Nil from \$84,815 as a result of stock options granted in prior periods being fully vested.
- Loss on short-term investments decreased to \$14,775 from \$363,213. The Company's realized losses on disposals of short-term investments were largely offset by increases in the trading prices of short-term investments held. During the six months ended December 31, 2015, there was a decrease in the trading prices of all short-term investments held.
- Exploration management fee income decreased to \$Nil from \$22,263. Due to difficult capital/equity markets for junior mineral exploration companies, the Company's property option agreements with Canex and Aldrin were terminated.
- The Company recognized an exploration and evaluation asset write-down of \$1,623,121. Due to current market conditions and in the interest of conserving cash, based on a lack of planned expenditure on certain properties, the Company wrote-down certain mineral properties.

Liquidity and capital resources

Fission 3.0 is an exploration and evaluation company and has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets, including the acquisition costs, is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

The unaudited condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2016 the Company had a working capital balance of \$752,488 and recorded cash outflows from operating activities of \$436,345 for the six months ended December 31, 2016.

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Liquidity and capital resources (continued)

The Company's ability to continue as a going concern is dependent upon its ability to fund its operations through equity financing, joint ventures, option agreements or other means. There are no assurances that the Company will be successful in raising funds in the future. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The unaudited condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of the assets and liabilities, the reported expenses and statement of financial position classifications that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

On an ongoing basis, the Company monitors and adjusts, when required, exploration programs as well as ongoing general and administrative costs to ensure that adequate levels of working capital are maintained.

The Company has no exploration and evaluation asset agreements that require it to meet certain expenditures.

The Company is currently working towards a joint venture agreement with Azincourt, in which Azincourt will maintain its 10% interest in the joint venture and fund future exploration programs in accordance with its interest.

Changes in working capital for the six months ended December 31, 2016:

- On December 31, 2016, the Company had a working capital balance of \$752,488 compared to \$1,872,498 at June 30, 2016. The decrease in working capital was primarily a result of (i) a summer 2016 drill program as well as administrative expenditures related to the Company's subsidiary Fission Energy Peru S.A.C.; (ii) regular operating and administrative expenditures; and (iii) reclassifying a \$78,711 deficiency deposit (relating to the Hobo Lake property which was posted by the Company in the prior year) to exploration and evaluation assets.

Cash flow for the three months ended December 31, 2016:

Cash and cash equivalents for the three months ended December 31, 2016 decreased by \$336,705 primarily as a result of:

- Exploration and evaluation asset additions in the amount of \$357,581;
- Net operating and administrative expenses in the amount of \$214,422;
- The above decreases were offset by proceeds from the disposition of short-term investments in the amount of \$230,587.

Cash and cash equivalents for the six months ended December 31, 2016 decreased by \$820,336 primarily as a result of:

- Exploration and evaluation asset additions in the amount of \$587,159;
- Net operating and administrative expenses in the amount of \$455,309;
- Issuing notes receivables of \$50,000 which are repayable on demand;
- The above decreases were offset by proceeds from the disposition of short-term investments in the amount of \$253,168.

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Related party transactions

The Company has identified the CEO, COO, President, CFO, VP Exploration, and the Company's directors as its key management personnel.

	Three months ended		Six months ended	
	December 31	December 31	December 31	December 31
	2016	2015	2016	2015
	\$	\$	\$	\$
<i>Compensation costs</i>				
Wages, consulting and directors fees paid or accrued to key management personnel and companies controlled by key management personnel	117,500	116,801	235,000	249,806
Share-based compensation pursuant to the vesting schedule of options granted to key management personnel	-	14,614	-	58,003
	117,500	131,415	235,000	307,809
Exploration and evaluation expenditures (capitalized) and administrative services paid or accrued to Fission Uranium, a company which has significant influence over Fission 3.0	35,794	70,580	79,824	222,178
Total	153,294	201,995	314,824	529,987

Included in accounts payable at December 31, 2016 is \$2,538 (June 30, 2016 - \$7,154) for wages payable and consulting fees due to key management personnel and companies controlled by key management personnel.

Included in accounts payable at December 31, 2016 is \$2,499 (June 30, 2016 - \$9,409) for exploration and evaluation expenditures due to Fission Uranium.

These transactions were in the normal course of operations.

Outstanding share data

As at February 28, 2017, the Company has 178,055,604 common shares issued and outstanding, and 13,629,900 incentive stock options outstanding with an exercise price of \$0.155 per share.

Financial assets

All financial assets are initially recorded at fair value and categorized into the following two categories for subsequent measurement purposes: amortized cost and fair value.

A financial asset is classified at 'amortized cost' only if both of the following criteria are met: a) the objective of the Company's business model is to hold the asset to collect the contractual cash flows; and b) the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

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**Financial assets (continued)**

The Company has classified its cash and cash equivalents and amounts receivable at amortized cost for subsequent measurement purposes. All short-term investments are measured at fair value through profit or loss.

Financial liabilities

Financial liabilities include accounts payable and accrued liabilities and are initially recorded at fair value. Subsequently financial liabilities are measured at amortized cost using the effective interest rate method.

Key estimates and judgments

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the unaudited condensed consolidated interim financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in the following area:

Determination of whether any impairment indicators exist at each reporting date giving consideration to factors such as budgeted expenditures on each of the properties, assessment of the right to explore in the specific area and evaluation of any data which would indicate that the carrying amount of exploration and evaluation assets is not recoverable.

Significant accounting policies

A summary of the Company's significant accounting policies is included in note 2 of the audited financial statements for the year ended June 30, 2016.

Cautionary notes regarding forward-looking statements

Certain information contained in this MD&A constitutes "forward-looking statements" and "forward-looking information" within the meaning of Canadian legislation.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology 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", "be achieved" or "has the potential to".

Forward looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. The Company believes that the expectations reflected in this forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this MD&A should not be unduly relied upon.

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**Cautionary notes regarding forward-looking statements (continued)**

This information speaks only as of the date of this MD&A. In particular, this MD&A may contain forward-looking information pertaining to the following: the likelihood of completing and benefits to be derived from corporate transactions; estimated exploration and development expenditures; expectations of market prices and costs; supply and demand for uranium ("U₃O₈"); possible impacts of litigation and regulatory actions on the Company; the ability for the Company to identify suitable joint venture partners; exploration, development and expansion plans and objectives; and receipt of regulatory approvals, permits and licences under governmental regulatory regimes.

There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in this forward-looking information as a result of the factors discussed below in this MD&A under the heading "Risks and uncertainties".

Accordingly, readers should not place undue reliance on forward-looking statements. These factors are not, and should not be construed as being exhaustive. Statements relating to "mineral resources" are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions that the mineral resources described can be profitably produced in the future. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. The Company does not undertake any obligation to publicly update or revise any forward-looking information after the date of this MD&A or to conform such information to actual results or to changes in the Company's expectations except as otherwise required by applicable legislation.

Risks and uncertainties

The Company is subject to a number of risks and uncertainties, including: uncertainties related to exploration and development; uncertainties related to the nuclear power industry; the ability to raise sufficient capital to fund exploration and development; changes in economic conditions or financial markets; increases in input costs; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological or operational difficulties or inability to obtain permits encountered in connection with exploration activities, labour relations matters, and economic issues that could materially affect uranium exploration and mining. The cost of conducting and continuing mineral exploration and development is significant, and there is no assurance that such activities will result in the discovery of new mineralization or that the discovery of a mineral deposit will be developed and advanced to commercial production. The Company continually seeks to minimize its exposure to these adverse risks and uncertainties, but by the nature of its business and exploration activities, it will always have some degree of risk.