ISOENERGY LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three and Nine Months Ended September 30, 2023 and 2022

Dated: November 1, 2023

GENERAL

This management's discussion and analysis ("**MD&A**") is management's interpretation of the results and financial condition of IsoEnergy Ltd. ("**IsoEnergy**" or the "**Company**") for the three and nine months ended September 30, 2023 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the unaudited financial statements for the three and nine months ended September 30, 2023 and 2022 and the notes thereto (together, the "**Interim Financial Statements**") and other corporate filings, including the annual financial statements for the years ended December 31, 2022 and 2021 (the "**Annual Financial Statements**"), all of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see *Note Regarding Forward-Looking Information* below for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

Technical Disclosure

All scientific and technical information in this MD&A has been reviewed and approved by Dr. Darryl Clark, P Geo., IsoEnergy Vice-President, Exploration. Dr. Clark is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects ("***NI 43-101***")*.

All chemical analyses disclosed in this MD&A were completed for the Company by SRC Geoanalytical Laboratories in Saskatoon, Saskatchewan.

All references in this MD&A to "Mineral Resource", "Inferred Mineral Resource", "Indicated Mineral Resource", and "Mineral Reserve" have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended.

For additional information regarding the Company's Larocque East, Radio and Thorburn Lake projects, including its quality assurance and quality control procedures, please see the technical reports entitled "Technical Report on the Larocque East Project, Northern Saskatchewan, Canada" filed on August 11, 2022, "Technical Report for the Radio Project, Northern Saskatchewan" dated effective August 19, 2016 and "Technical Report for the Thorburn Lake Project, Northern Saskatchewan" dated effective September 26, 2016, in each case, on the Company's profile at www.sedarplus.ca.

Historical drilling results at Geiger discussed herein are derived from historical reports and have not been independently verified by IsoEnergy. The historical work and reports were completed in accordance with contemporary industry standards and are considered sufficiently reliable for qualitative evaluation.

BACKGROUND

Overview

IsoEnergy was incorporated on February 2, 2016 under the Business Corporations Act (British Columbia) as a wholly-owned subsidiary of NexGen Energy Ltd. ("**NexGen**") to acquire certain exploration assets of NexGen. NexGen is a Canadian based uranium exploration company focused on the advancement of its Rook 1 Project in the Athabasca Basin, Saskatchewan. On October 19, 2016, IsoEnergy was listed on the TSX Venture Exchange ("**TSXV**"). NexGen's common shares are listed and posted for trading on the Toronto Stock Exchange, the New York Stock Exchange and the Australian Stock Exchange. As of the date hereof, NexGen holds 49.7% of the outstanding IsoEnergy common shares.

The principal business activity of IsoEnergy is the acquisition and exploration of uranium mineral properties, principally in the Athabasca Basin of Saskatchewan. IsoEnergy's uranium mineral properties are summarized in Table 1 below.

Table 1 – Summary of Uranium Mineral Properties

Area	Project	Hectares	Date Acquired	Acquisition Type	Encumbrances
Saskatchewan	Radio	805	2016	Spun-out from NexGen	2% NSR(1)
	Thorburn Lake	2,802	2016	Spun-out from NexGen	1% NSR and 10% CI(2)
	2Z	682	2016	Spun-out from NexGen	2% NSR(1)
	Carlson Creek	759	2016/20	Spun-out from NexGen/Staked	1% NSR and 10% CI(2)
	Madison	1,347	2016	Spun-out from NexGen	2% NSR(1)
	North Thorburn	1,708	2016	Purchased	None
	Geiger	14,452	2017/18/20/23	Purchased	NPI applies to some claims(3)
	East Rim	30,594	2017/20/21	Staked	None
	Full Moon	12,577	2017/20/23	Staked	None
	Whitewater	7,374	2018	Staked	None
	Larocque East	19,699	2018-2023	Purchased/Staked	2% NSR on certain claims(4)
	Edge	7,313	2019/20/23	Staked	None
	Collins Bay Extension	7,527	2019/20/23	Staked	None
	Evergreen	35,362	2020	Staked	None
	Hawk	5,961	2020	Staked	None
	Larocque West	623	2020	Staked	None
	Ranger	16,476	2020	Staked	None
	Spruce	4,836	2020	Staked	None
	Trident	16,169	2020/21	Staked	None
	Sparrow	374	2020	Staked	None
	Rapid River	2,324	2022/23	Staked	None
	Cable(5)	7,764	2022	Staked	None
	subtotal	197,528			
Nunavut	Mountain Lake(6)	6,853	2016	Staked	None
		204,381			

(1) 2% Net Smelter Royalty ("**NSR**") on minerals other than diamonds, plus a 2% Gross Overriding Royalty on diamond.
(2) 1% NSR plus a 10% Carried Interest ("**CI**"). The CI can be converted to an additional 1% NSR at the Holder's option.
(3) Sliding scale Net Profits Interest ("**NPI**") ranging between 0% and 20% applies to a 7.5% interest in certain claims.
(4) 2% NSR on MC00013747 and MC00013560; can be reduced to 1% for $1,000,000.
(5) The Cable claims staked in 2020 were allowed to lapse in September 2022. The Company re-staked certain claims in the southern portion of the project in December 2022.
(6) Subject to the Mountain Lake Option Agreement, refer to the Company's annual MD&A for the years ended December 31, 2022 and 2021, filed on SEDAR+. On August 2, 2023, the expiry date of Consolidated Uranium's option to acquire the Company's Mountain Lake property in Nunavut, Canada was extended from August 3, 2023 to December 31, 2023.

Figure 1 shows the location of the Company's properties in Saskatchewan.

Figure 1 – Property Location Map

OVERALL PERFORMANCE

General

In the nine months ended September 30, 2023, the Company completed exploration work on its Hawk, Larocque East, Ranger, Geiger, East Rim, Evergreen, Collins Bay Extension and Trident properties in the Athabasca Basin. On July 18, 2022, the Company announced the initial independent Mineral Resource estimate (the "**Resource Estimate**") for the Hurricane uranium deposit on its 100% owned Larocque East project in the eastern Athabasca Basin of Saskatchewan. See *Discussion of Operations* below for details of exploration programs completed, the Resource Estimate and future plans.

As an exploration stage company, IsoEnergy does not have revenues and is expected to generate operating losses. As at September 30, 2023, the Company had cash of $6,965,713, an accumulated deficit of $65,040,993 and working capital of $13,471,339.

Industry and Economic Factors that May Affect the Business

The business of mining for minerals involves a high degree of risk. IsoEnergy is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and uranium price volatility; all of which are uncertain.

As with other companies involved with mineral exploration, the Company is subject to cost inflation on exploration drilling activities and the Company may experience difficulty and / or delays in securing goods (including spare parts) and services from time-to-time.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

In particular, the Company does not generate revenue. As a result, IsoEnergy continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, the price of uranium, exploration risks and the other factors described in the section entitled *Risk Factors* included below.

DISCUSSION OF OPERATIONS

Corporate Activities in 2023

Dr. Darryl Clark was appointed as Vice President, Exploration, effective March 1, 2023.

Proposed Merger with Consolidated Uranium Inc.

On September 27, 2023, the Company and Consolidated Uranium Inc. **("Consolidated Uranium")** announced that they have entered into a definitive arrangement agreement for a share-for-share merger of IsoEnergy and Consolidated Uranium (the "**Arrangement Agreement**"), pursuant to which IsoEnergy will acquire all of the issued and outstanding common shares of Consolidated Uranium not already held by IsoEnergy or its affiliates (the "**Consolidated Uranium Shares**") by way of a court-approved plan of arrangement under the *Business Corporations Act* (Ontario) (the "**Arrangement**" or the "**Merger**").

Under the terms of the Merger, Consolidated Uranium shareholders (the "**Consolidated Uranium Shareholders**") will receive 0.500 of a common share of IsoEnergy (each whole share, an "**IsoEnergy Share**") for each Consolidated Uranium Share held.

The Arrangement will be effected by way of a court-approved plan of arrangement pursuant to the *Business Corporations Act* (Ontario), requiring (i) the approval of the Ontario Superior Court of Justice (Commercial List), and (ii) the approval of (A) 66 $^{2}/_{3}$% of the votes cast on the resolution (the "**Arrangement Resolution**") to approve the Arrangement by the Consolidated Uranium Shareholders; and (B) if required a simple majority of the votes cast on the Arrangement Resolution by Consolidated Uranium Shareholders, excluding Consolidated Uranium Shares held or controlled by persons described in terms (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, at a special meeting of the Consolidated Uranium Shareholders to be held to consider the Arrangement (the "**Consolidated Uranium Meeting**"), which is expected to take place on or about November 28, 2023.

Each of the directors and executive officers of Consolidated Uranium, together with Energy Fuels Inc. and Mega Uranium Ltd., representing an aggregate of approximately 24% of the issued and outstanding Consolidated Uranium Shares, have entered into voting support agreements with IsoEnergy, pursuant to which they have agreed, among other things, to vote their Consolidated Uranium Shares in favour of the Arrangement Resolution at the Consolidated Uranium Meeting.

The Arrangement Agreement includes customary representations and warranties for a transaction of this nature as well as customary interim period covenants regarding the operation of IsoEnergy and Consolidated Uranium's respective businesses. The Arrangement Agreement also provides for customary deal-protection measures, including a $10.8 million termination fee payable by Consolidated Uranium in certain circumstances. In addition to shareholder and court approvals, closing of the Merger is subject to applicable regulatory approvals, including, but not limited to, TSXV approval and the satisfaction of certain other closing conditions customary for transactions of this nature. Subject to the satisfaction of these conditions, IsoEnergy and Consolidated Uranium expect that the Merger will be completed in the fourth quarter of 2023.

Following completion of the Merger, the IsoEnergy Shares will continue to trade on the TSXV, subject to approval of the TSXV in respect of the IsoEnergy Shares being issued pursuant to the Arrangement. The Consolidated Uranium Shares will be de-listed from the TSXV following closing of the Merger.

The Company retained an investment bank to advise on the Merger and provide a fairness opinion to the Company's Board of Directors, for which the investment bank is entitled to a fee customary for this type of transaction, contingent on closing of the Merger.

Details regarding these and other terms of the Merger are set out in the Arrangement Agreement, available under the SEDAR+ profiles of IsoEnergy and Consolidated Uranium at www.sedarplus.ca. Full details of the Merger will also be included in the Consolidated Uranium Circular which will be available under Consolidated Uranium's SEDAR+ profile.

Private Placement of Subscription Receipts

In connection with the Merger with Consolidated Uranium, on October 19, 2023, the Company closed a private placement of 8,134,500 subscription receipts of IsoEnergy (the "**Subscription Receipts**") at an issue price of $4.50 per Subscription Receipt for gross proceeds of $36,605,250 (the "**Offering**").

Each Subscription Receipt entitles the holder thereof to receive, for no additional consideration and without further action on part of the holder thereof, on or about the date the Merger is completed, one IsoEnergy Share.

The gross proceeds of the Offering are being held in escrow pending the satisfaction of the escrow release conditions, including the satisfaction of the conditions to the closing of the Merger, and certain other customary conditions. The Company expects the funds to be released from escrow in the fourth quarter of 2023, concurrently with completion of the Merger.

Stock options

In the nine months ended September 30, 2023, the Company issued 797,500 common shares on the exercise of stock options for proceeds of $419,388 and granted 1,767,500 stock options with a weighted average strike price of $2.70.

Investment in Latitude Uranium Inc.

On April 5, 2023, the Company subscribed to 5,714,300 subscription receipts ("**Latitude Subscription Receipts**") of Latitude Uranium Inc. (previously Labrador Uranium Inc. ("**Latitude Uranium**") at a price of $0.35 per Latitude Subscription Receipt for total consideration of $2,000,005.

On June 19, 2023, after completion of Latitude Uranium's acquisition of a 100% interest in the Angilak Uranium Project in Nunavut Territory from ValOre Metals Corp., the Latitude Subscription Receipts were exercised into one unit of Latitude Uranium, consisting of one common share of Latitude Uranium and one-half of one common share purchase warrant, exercisable at a price of $0.50 at any time on or before April 5, 2026.

This investment provides IsoEnergy with initial exposure to a prospective area of interest to the Company.

Mountain Lake option agreement

The Company and Consolidated Uranium agreed on August 2, 2023 to extend the expiry date of Consolidated Uranium's option to acquire the Company's Mountain Lake property in Nunavut, Canada from August 3, 2023 to December 31, 2023.

Corporate Activities in 2022

Mr. Peter Netupsky was appointed to the Company's Board of Directors on November 1, 2022.

Financings

On December 6, 2022, the Company completed an $18.5 million financing comprised of:

- A non-brokered private placement of 1,801,802 common shares at a price of $3.33 per share to NexGen for gross proceeds of $6 million;
- Issuance of an unsecured convertible debenture (the "**2022 Debentures**") to Queen's Road Capital Investment Ltd. for gross proceeds of C$5.5 million (US$4 million);
- A brokered bought "deal private" placement of 940,000 "flow-through" common shares at a price of $5.35 per share for gross proceeds of $5 million with a syndicate of underwriters led by PI Financial Corp., and including Canaccord Genuity, Haywood Securities Inc., Raymond James Ltd., Sprott Capital Partners LP, and TD Securities Inc. (collectively, the "**Underwriters**"); and
- A brokered private placement of 600,000 common shares at a price of $3.33 per share for gross proceeds $2 million, led by the Underwriters.

Stock options

In the year ended December 31, 2022, the Company issued 1,074,500 common shares on the exercise of stock options for proceeds of $719,891 and granted 3,572,500 stock options with a weighted average strike price of $3.51 to certain directors, officers, employees, and contractors of the Company.

Exploration and Evaluation Activities

Hurricane Initial Resource Estimate

On July 18, 2022, IsoEnergy announced the initial Resource Estimate for the Hurricane uranium deposit on its 100% owned Larocque East project in the eastern Athabasca Basin of Saskatchewan.

Highlights of the Resource Estimate are:

- Indicated Mineral Resources of 48.61 million lb U_3O_8 based on 63,800 tonnes grading 34.5% U_3O_8, including 43.89 million lb U_3O_8 at an average grade of 52.1% U_3O_8 within the high-grade domain
- Inferred Mineral Resources of 2.66 million lb U_3O_8 based on 54,300 tonnes grading 2.2% U_3O_8
- Indicated Mineral Resources are highly insensitive to cut-off grade due to the high-grade and compact nature of the Hurricane deposit

The following is a summary of the Resource Estimate (as of July 8, 2022)

Category	Domain	Tonnage (000 t)	Grade (% U_3O_8)	Contained Metal (Million lb U_3O_8)
Indicated	High-Grade	38.2	52.1	43.89
	Medium-Grade	25.6	8.4	4.72
	Low-Grade	-	-	-
Indicated Total		***63.8***	***34.5***	***48.61***
Inferred	High-Grade	-	-	-
	Medium-Grade	4.0	11.2	1.00
	Low-Grade	50.3	1.5	1.66
Inferred Total		***54.3***	***2.2***	***2.66***

Notes:

1. CIM (2014) definitions were followed for all Mineral Resource categories.
2. Mineral Resources are estimated at a uranium cut-off grade of 1.00% U_3O_8.
3. Tonnes are based on bulk density weighting.
4. Mineral Resources are estimated using a long-term uranium price of US$65/lb.
5. Minimum grade width of one metre was applied to the resource domain wireframes.
6. Bulk density was interpolated using values derived from a regression curve based on U_3O_8 assay values.
7. Numbers may not add due to rounding.

The Indicated Mineral Resources at Hurricane are highly insensitive to cut-off grade due to the high-grade and compact nature of the deposit, as illustrated in the following table:

Resource Category	Cut-off Grade (% U_3O_8)	Tonnage (000 t)	Grade (% U_3O_8)	Contained Metal (Million lb U_3O_8)
Indicated	0.05	63.8	34.54	48.61
	0.25	63.8	34.54	48.61
	0.50	63.8	34.54	48.61
	0.75	63.8	34.54	48.61
	1.00	**63.8**	**34.54**	**48.61**
	2.00	63.8	34.58	48.61
	3.00	63.4	34.78	48.58
	5.00	60.1	36.54	48.29
	10.00	44.1	46.95	45.65
Inferred	0.05	288.2	0.73	4.67
	0.25	199.6	0.99	4.37
	0.50	124.5	1.37	3.77
	0.75	82.3	1.76	3.20
	1.00	**54.3**	**2.23**	**2.66**
	2.00	11.5	5.57	1.42
	3.00	5.1	9.62	1.08
	5.00	4.0	11.21	1.00
	10.00	2.0	13.42	0.61

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. For further information on the Hurricane Resource Estimate, please see the technical report entitled "Technical Report on the Larocque East Project, Northern Saskatchewan, Canada" filed on August 11, 2022 on the Company's profile at www.sedarplus.ca.

Nine months ended September 30, 2023

During the nine months ended September 30, 2023, the Company incurred $10,222,684 of exploration spending primarily on Hawk, Larocque East, Ranger and Geiger, as set out below. See *Outlook* below for future drilling plans.

	Hawk	Larocque East	Ranger	Geiger	Other	Total
Drilling	$ 2,009,550	$ 1,344,783	$ 805,055	$ -	$ -	$ 4,159,388
Geological & geophysical	881,387	676,487	3,850	238,675	785,569	2,585,968
Camp costs	819,743	479,307	92,069	85,877	-	1,476,996
Labour & wages	209,529	221,877	71,412	43,369	103,448	649,635
Geochemistry & Assays	68,681	47,319	12,906	255	42	129,203
Extension of time payments	(58,659)	-	47,473	-	(88,563)	(99,749)
Travel and other	144,383	85,683	24,690	5,186	7,476	267,418
Cash expenditures	4,074,614	2,855,456	1,057,455	373,362	807,972	9,168,859
Share-based compensation	327,386	340,965	137,504	76,415	171,555	1,053,825
Total expenditures	**$ 4,402,000**	**$ 3,196,421**	**$ 1,194,959**	**$ 449,777**	**$ 979,527**	**$ 10,222,684**

<u>Hawk Project</u>

Winter 2023 – Diamond Drilling

Drilling at Hawk for the 2023 Winter program concluded in March 2023 with the primary objective of testing electromagnetic conductors identified in the 2022 geophysical survey. Winter drilling comprised five diamond drill holes totaling 4,273 metres.

The first-pass drilling was successful, intersecting graphitic conductors and prospective brittle structures in the southern half of the property. Basal sandstone intersected in HK23-03 are pervasively bleached with metre-scale zones of structure, desilicification, clay alteration, and "grey" sulphate related alteration which increase in strength near the unconformity. In HK23-05A, located 350 metres north, the upper and middle sandstone contain metre scale zones of fractured and fault disrupted sandstone, with the middle structure associated with desilicification, clay alteration, and bleaching. Anomalous radioactivity associated with sulphide mineralization was intersected at the unconformity of HK23-05A up to 350 counts per second (Figure 4).

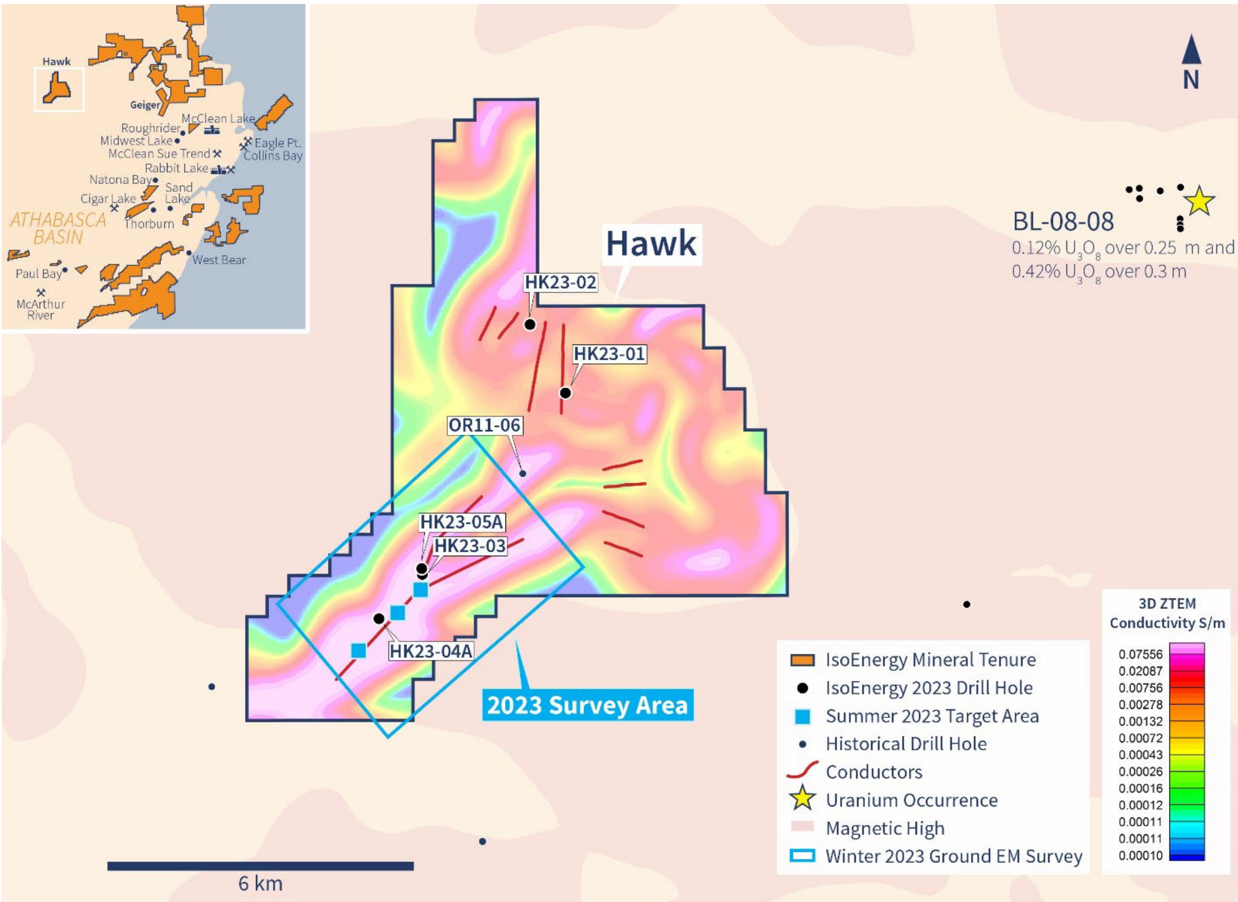
Radioactive intersections encountered during the 2023 winter drilling program were as follows:

Hole-ID	From (m)	To (m)	Length (m)	Radioactivity Min-Max (CPS)	Chemical Assays		Orientation (Azm/Dip)	Hole Length (m)
					U_3O_8 (%)	Ni (%)		
HK23-05A	693.5	694.0	0.5	60-350	Pending		-70	779

Winter 2023 –Ground EM Surveying

The Company completed the inversion of historic ZTEM data along with an additional 36 kilometres of fixed-loop electromagnetic geophysical surveying over its Hawk property early in 2023. The ZTEM inversion highlights the extent of the conductive trend within the property and correlates well with the ground EM data that has been collected over the past two years, as shown in Figure 2.

Figure 2 – Hawk winter ground EM survey results and the results of the 3D inversion of the historic ZTEM data from 100 metres below the unconformity with the proposed summer drill targets



Summer 2023 - Ambient Noise Tomography Surveying

An Ambient Noise Tomography ("**ANT**") survey was completed on the south-western portion of the Hawk property, using EXOSPHERE BY FLEET®. ExoSphere technology by Fleet Space consists of laying an array of 64 lightweight, battery-powered surface sensors called Geodes over a 2 km² survey grid to measure naturally occurring environmental seismic vibrations in the ground (caused by wave action, weather, and anthropogenic activities) over a six-day period. The Geodes collect and deliver information in near real-time to Fleet Space's satellite network.

The ANT survey at Hawk, conducted over 7.3 km of the main north-northeast trending ZTEM conductivity corridor, has defined a large velocity low anomaly (Figure 3) that is coincident with both the on strike projection of the altered brittle fault zone intersected in drill holes HK23-03/05A/08 and the strong conductor picks identified in the winter 2023 ground EM survey. Similar to the ANT signature that is associated with the Hurricane deposit, the velocity low is interpreted as the result of a large hydrothermal system that has altered the sandstone cover sequence above the unconformity target.

Summer 2023 – Diamond Drilling

Drilling at Hawk totaled 1,796 metres and tested electromagnetic conductors identified in the 2022/2023 geophysical surveys. Summer drilling comprised two holes that were completed to target and two holes that encountered poor ground conditions in the upper sandstone cover sequence and had to be abandoned as a result (Figure 3), leaving a highly prospective untested target that will be tested during a future drill program. Drilling successfully intersected prospective brittle structures and alteration in hole HK23-08. The basal sandstone in hole HK23-08 is moderately bleached with metre-scale zones of desilicification and illite/chlorite clay alteration that are associated with structure (Figure 4). A broken and illite/chlorite clay altered fault zone was intersected in the basement from 691 to 707 meters downhole. The unconformity surface is offset by this fault zone, and a sandstone wedge is present within the fault zone between 691 and 693 meters (Figure 5). There is a ~16.75 metre west-side-up reverse component of displacement of the unconformity.

Figure 3 – Hawk map with 2023 drill hole collars, outline of ANT survey low velocity zones at the unconformity, and conductors interpreted from 2023 winter ground EM survey results superimposed on a plan view 100 metres below the unconformity of the 3D inversion of the historic ZTEM data. The main ANT low velocity zone is on the ZTEM conductivity corridor northeast along strike of drill holes HK23-03, 05A and 08 that intersected indicative structural disruption and alteration.

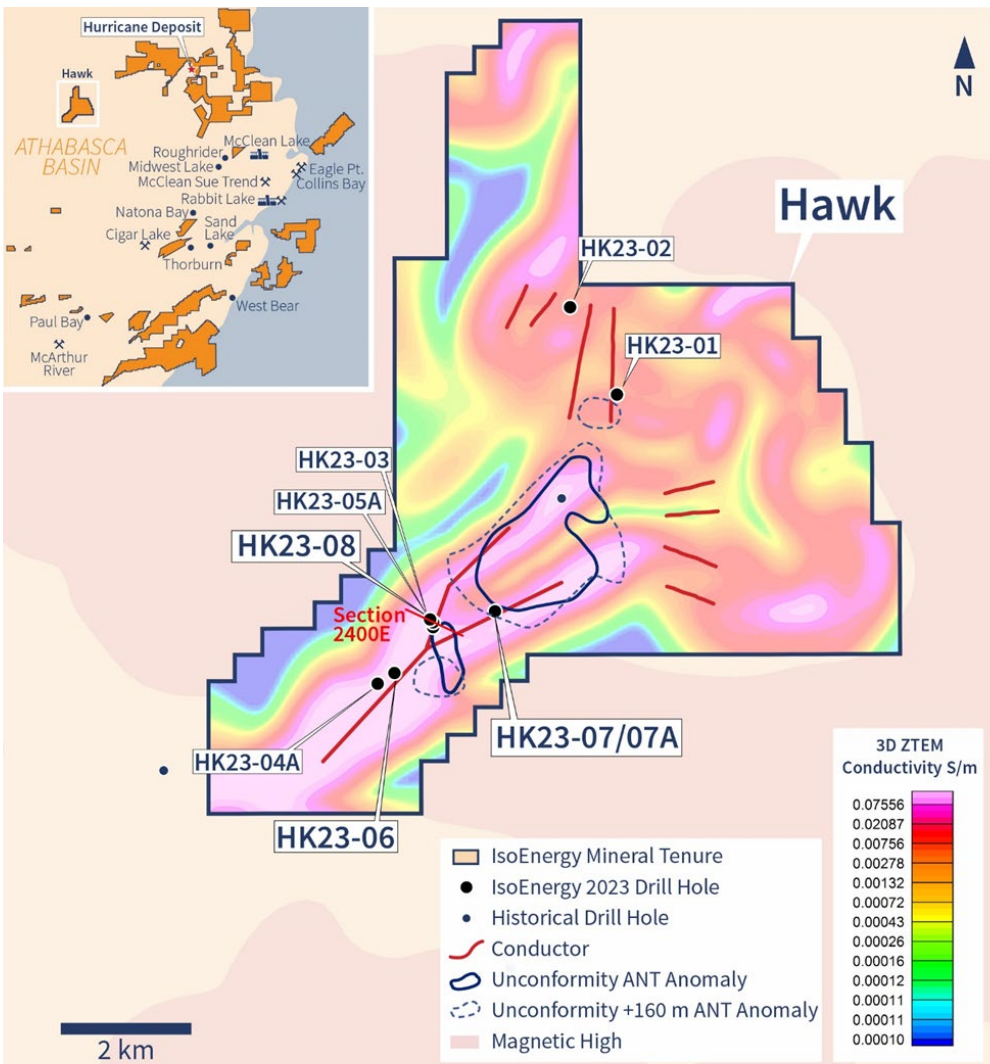


Figure 4 – Hawk corridor cross section on L 2400E looking northeast. Section location is shown in Figure 3. The section illustrates a reverse component of unconformity and Athabasca sandstone member fault offset, and structural control of alteration in the sandstone and upper basement present in Athabasca Basin uranium orebodies like McArthur River and Key Lake. Alteration includes bleaching due to hematite removal, desilicification and clay alteration. Illite and chorite alteration straddle the unconformity and sooty pyrite occurs in the sandstone immediately above the unconformity.

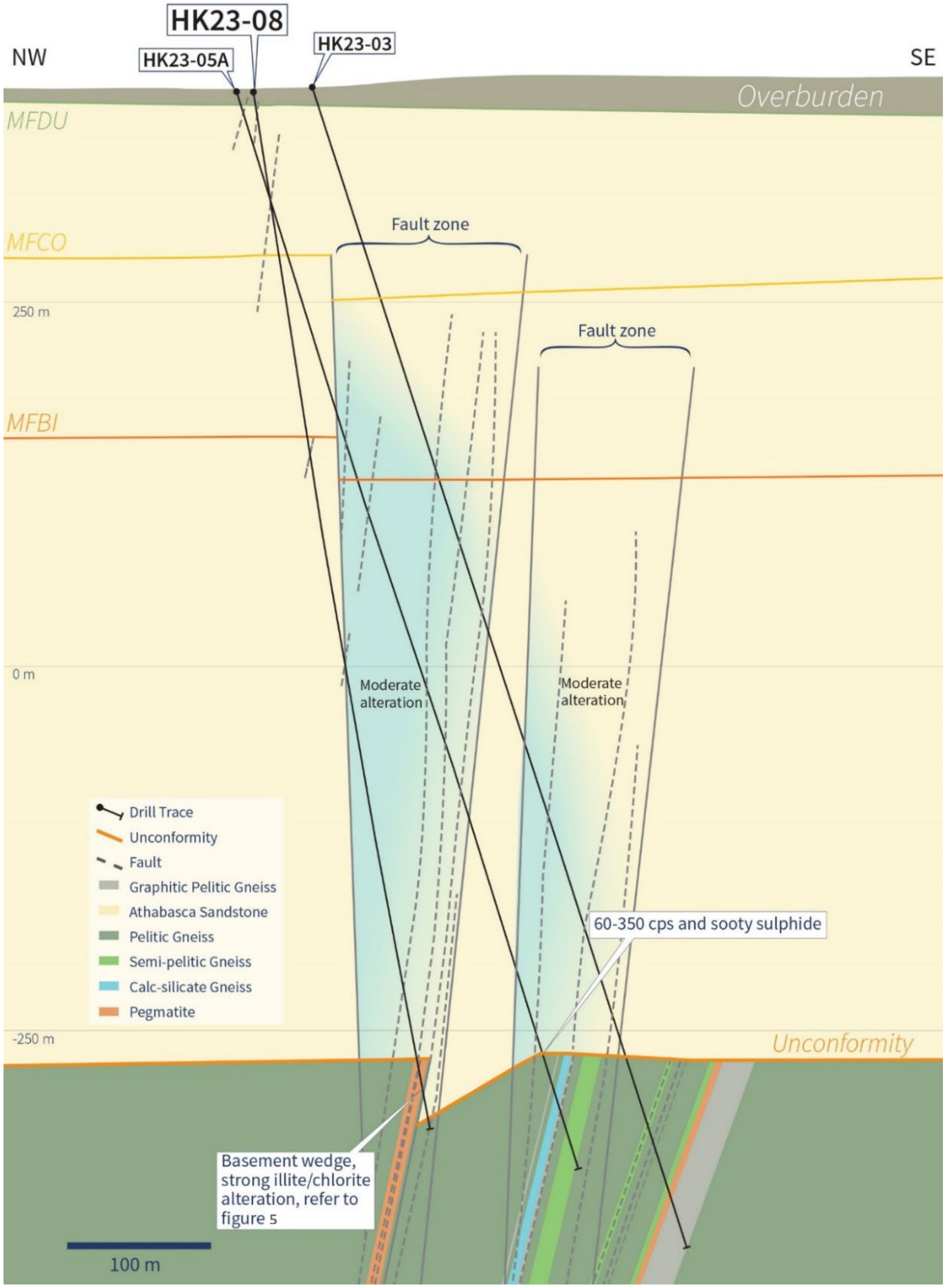
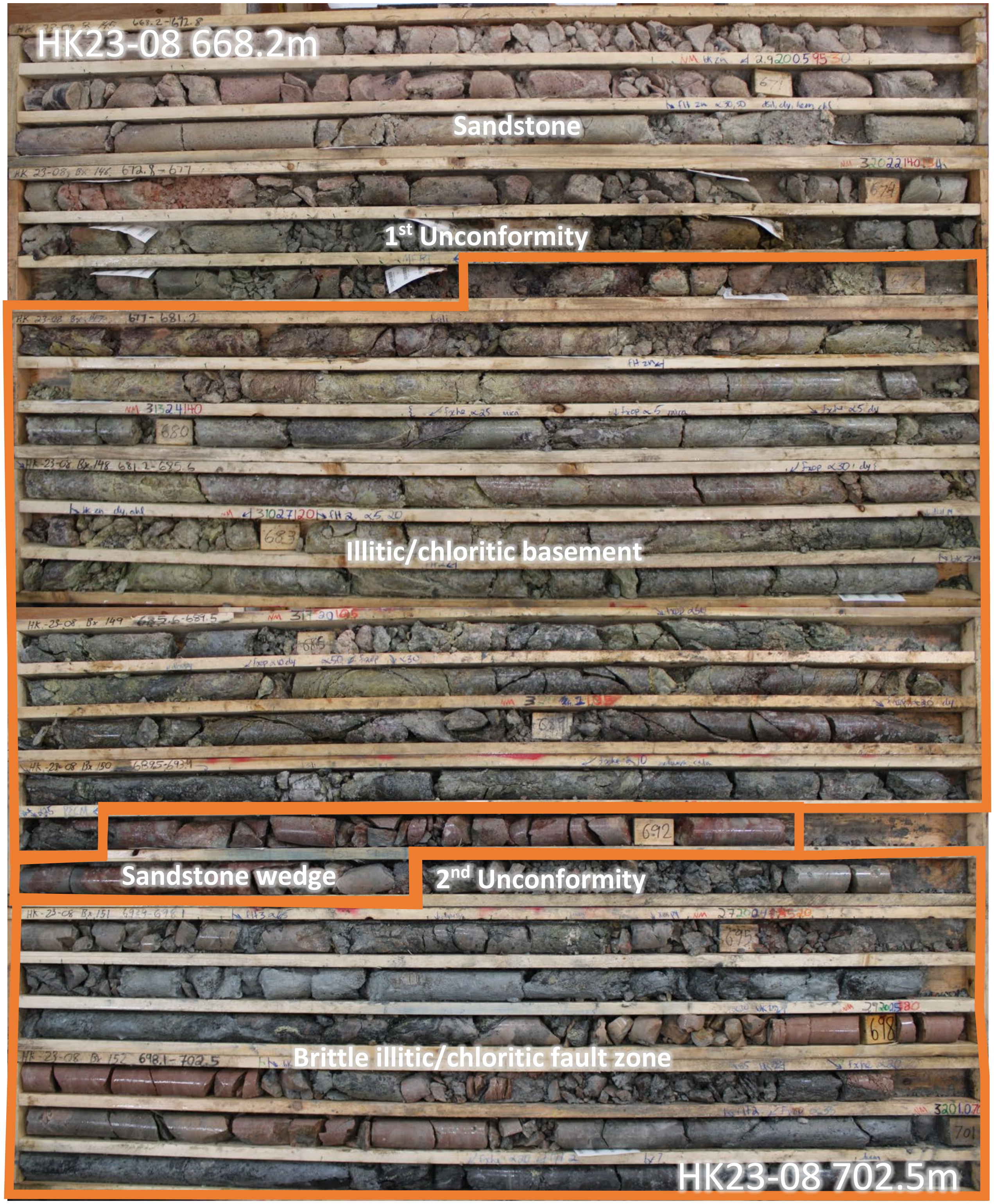


Figure 5 – Core photos from 668.2 m to 702.5 m downhole in drill hole HK23-08 illustrating strong alteration with a fault zone in the lower sandstone and upper basement. The unconformity between the sandstone and basement gneisses was intersected twice in this hole as the unconformity is structurally repeated across a fault strand within a broader altered fault zone. Refer to the cross section in Figure 4 for the location of the photographed interval and for the interpretation of fault offset of the unconformity.



<u>Larocque East Project</u>

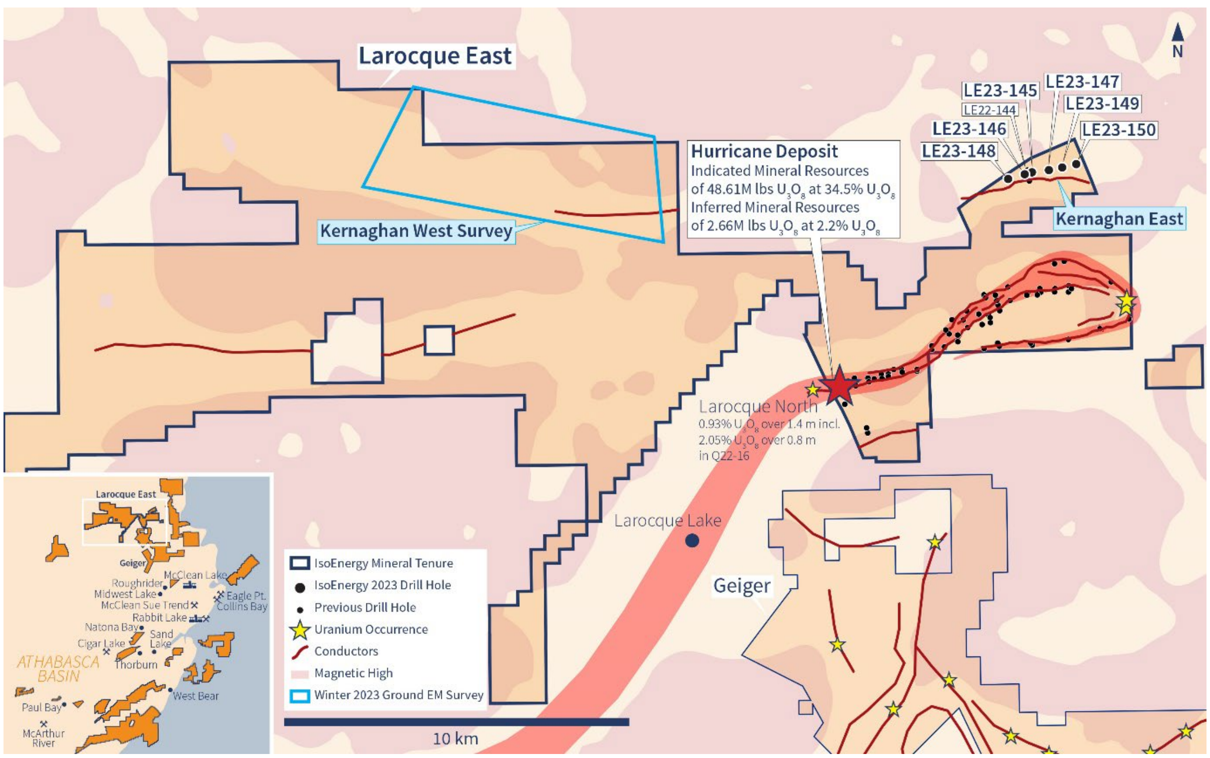
Winter 2023 – Diamond Drilling

The winter program followed up drilling on the eastern portion of the Kernaghan trend to test favourable results previously identified in the summer of 2022. Six holes totalling 1,909 metres were completed (Figure 6). Drill hole LE23-146 was designed to test previously defined basement alteration (drill hole LE22-144) and intersected hematite and hydrothermal clay alteration in the basement that is typically proximal to uranium mineralisation in the Athabasca Basin. The remaining holes were designed to systematically test along the two kilometres of alteration strike length intersected in the 2022 winter drill program.

Winter 2023 – Geophysics

Two lines of Stepwise Moving Loop Transient Electromagnetic ("**SWML TEM**") survey lines totaling 26.8 kilometres were completed at Western Kernaghan (Figure 6) over an untested magnetic low corridor. The objective of the survey was to pinpoint basement conductors to target first-pass drill testing of the area. Historically, conductors have been outlined along strike, east of the property boundary.

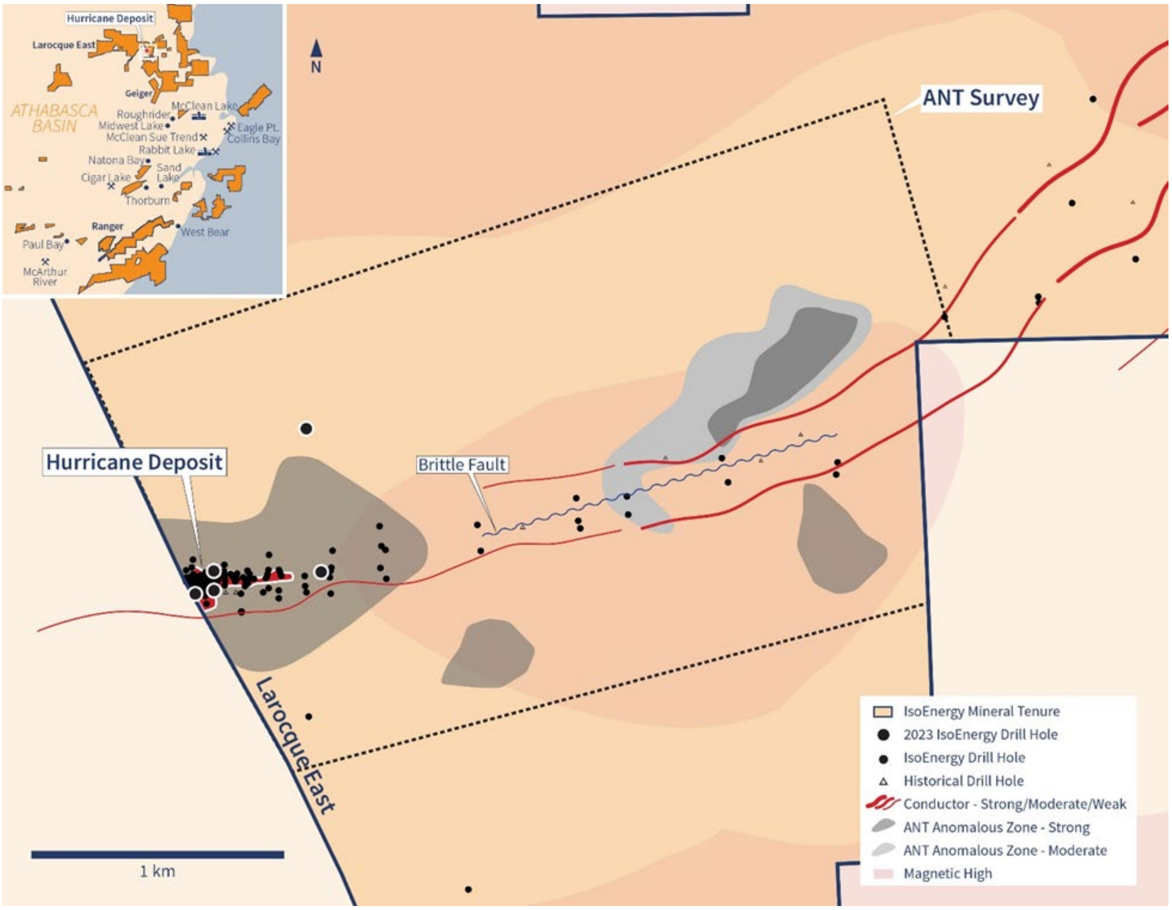
Figure 6 – Larocque East - Kernaghan East Trend Exploration Drilling Results & Ground Geophysical Survey Areas



Summer 2023 - ANT Surveying

ANT surveys were completed directly over the Hurricane deposit with further survey extensions north, south and east of the known uranium mineralization. The preliminary results of the ANT surveys successfully outlined a consistent low velocity feature that overlaps with the drill defined alteration halo spatially associated with the Hurricane deposit (Figure 7). Furthermore, the ANT survey also highlighted several other areas with a similar low velocity signature to the Hurricane deposit alteration halo. One of these is along strike east of the deposit on the same conductor corridor and has roughly the same footprint as the low velocity feature associated with the Hurricane deposit. Drilling in 2024 will follow up ANT results integrated with other geophysical and drill hole information.

Figure 7 – Plan view of the Hurricane deposit area on the Larocque East project showing the association of the Hurricane deposit with electromagnetic conductors (interpreted as a response to graphitic faults in graphitic pelitic gneiss basement units) and the association with a pronounced low seismic velocity zone (interpreted as a response due to as clay altered, desilicified, fractured sandstone) as measured by the ANT survey. Additional ANT velocity anomalies defined along strike of the Hurricane zone and south of it are being evaluated as drill targets.



Summer 2023 – Diamond Drilling

Six drill holes totalling 2,175 metres were completed at Larocque East (Figure 8). Four holes were dedicated to expansion of Hurricane. Drill hole LE23-155 targeted the unconformity 26.5 meters west of drill hole LE21-78c1 and intersected 8.5 meters averaging 4.1% U_3O_8 between 325.0 to 333.5 metre downhole, which includes an intercept of 6.8% U_3O_8 over a 1.0 metre interval from 327.0 to 328.0 metres and includes a higher-grade interval of 23% U_3O_8 over 1.0 metre from 331.5 to 332.5 metres (Figure 9). Additionally, a single hole was completed to test resistivity targets north of Hurricane. The drill hole added valuable knowledge in understanding the geology of the project area.

Radioactive intersections encountered during the 2023 summer drilling program were as follows:

Hole ID	From (m)	To (m)	Length (m)	Radioactivity (CPS)	U_3O_8 (%)	Orientation (Azm/Dip)	Hole Length (m)	Location
LE23-155	325	333.5	8.5	>10,000	4.1	-90/180	356	Hurricane
incl.	327	328	1	>5,000	6.8			
incl.	331.5	332.5	1	50,000	23			

Figure 8 – Plan view of the Hurricane deposit on the Larocque East project showing the deposit outline and the location of 2023 drill holes, including mineralized hole LE23-155.

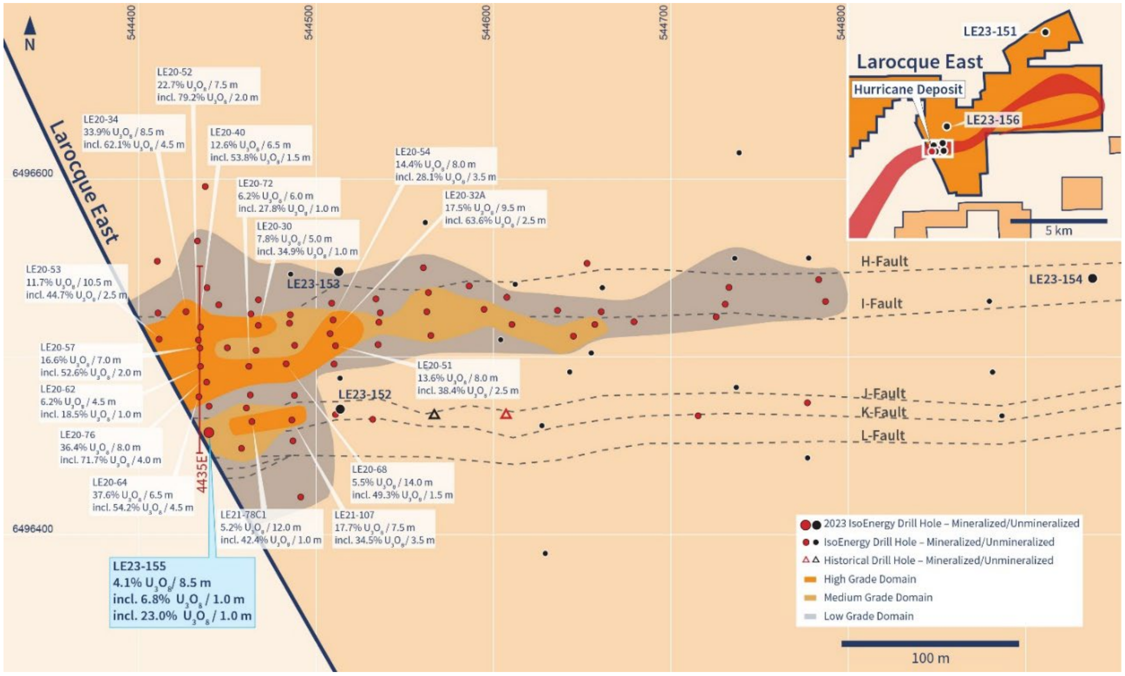
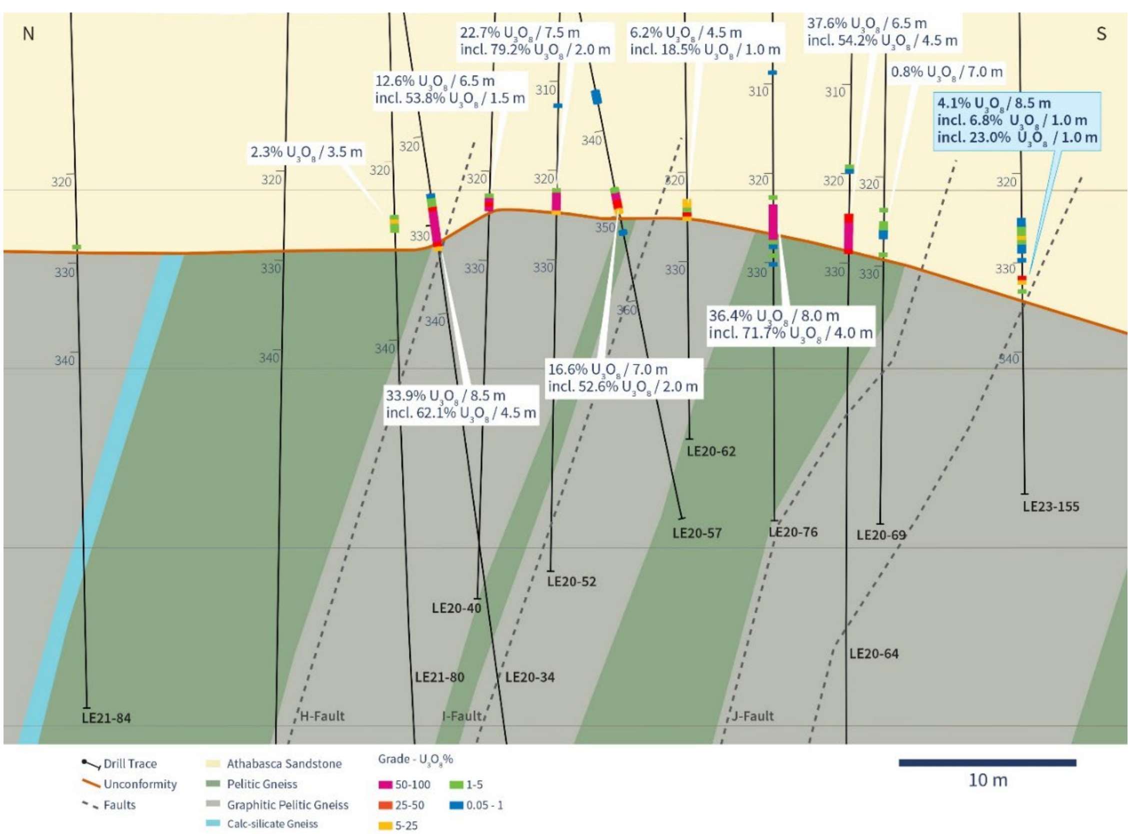


Figure 9 – North – south cross section through the west end of the Hurricane deposit looking east and including mineralized hole LE23-155 drilled in the summer of 2023.



Geiger Project

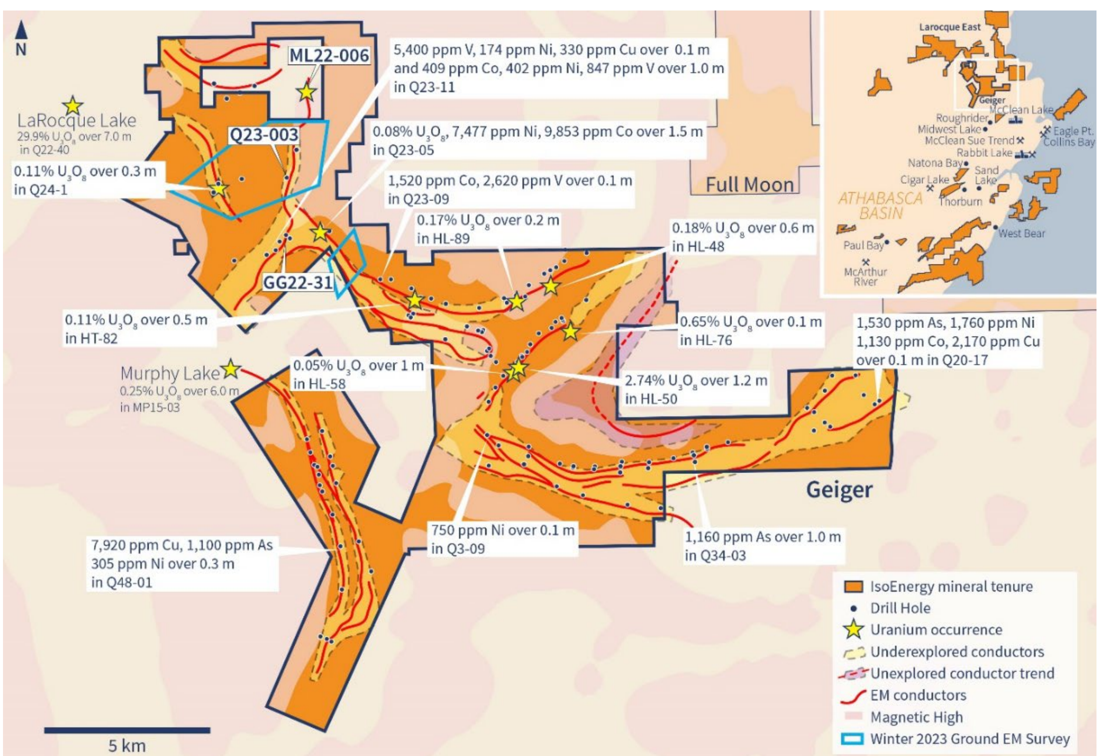
Winter 2023 - Geophysics

Six lines of SWML TEM surveying completed at the Geiger project, advanced three areas to a drill-ready level (Figure 10).

Three SWML TEM profiles completed in the Q23 North area identified a 2.1 kilometre strike length of basement conductors. The 2.1 kilometre-long Q23 North area has been tested by only two historical drill holes, Q23-003 and Q23-010. Q23-003 intersected moderate structure and alteration in the basal sandstone as well as fault structures in the graphitic basement rocks. Q23-010 intersected moderate sandstone structure and alteration as well as weakly graphitic basement rocks. Anomalous U-partial values as well as other pathfinder elements were intersected in the sandstone of both drill holes. Relevant historical drilling was also completed north of this area which reported structure and alteration in several drill holes as well as two metres of anomalous radioactivity with a peak of 2,300 cps 20 metres below the unconformity in drill hole ML22-006 (F3 Uranium Corp. News Release August 10, 2022).

Conductive anomalies were also identified in the Q24 and Bent Lake areas. Historical drilling in the Q24 area comprises five drill holes, Q24-001 through Q24-005. Q24-001 intersected anomalous radiometry at the unconformity (up to 2,450 cps) and a graphitic basement as well as elevated radiometry hosted in pitchblende-coated fractures throughout the basement. Drill fences on either side along section of this hole failed to identify an extension of the uranium mineralization. No historical drilling has been completed in the Bent Lake survey area; however uranium mineralization has been intersected to the northwest as well as to the southeast of the survey area with drill holes Q23-005 and Q23-009. Drill hole Q23-005 intersected strong structure and alteration in the basal sandstone as well as anomalous radiometric peaks extending ten metres into the basement with a maximum of 5,674 counts per second. Drill hole Q23-009 intersected strong structure and alteration in the basal sandstone as well at a peak of 723 counts per second above the unconformity.

Figure 10 – Geiger Project Ground Geophysical Survey Areas



<u>Ranger Project</u>

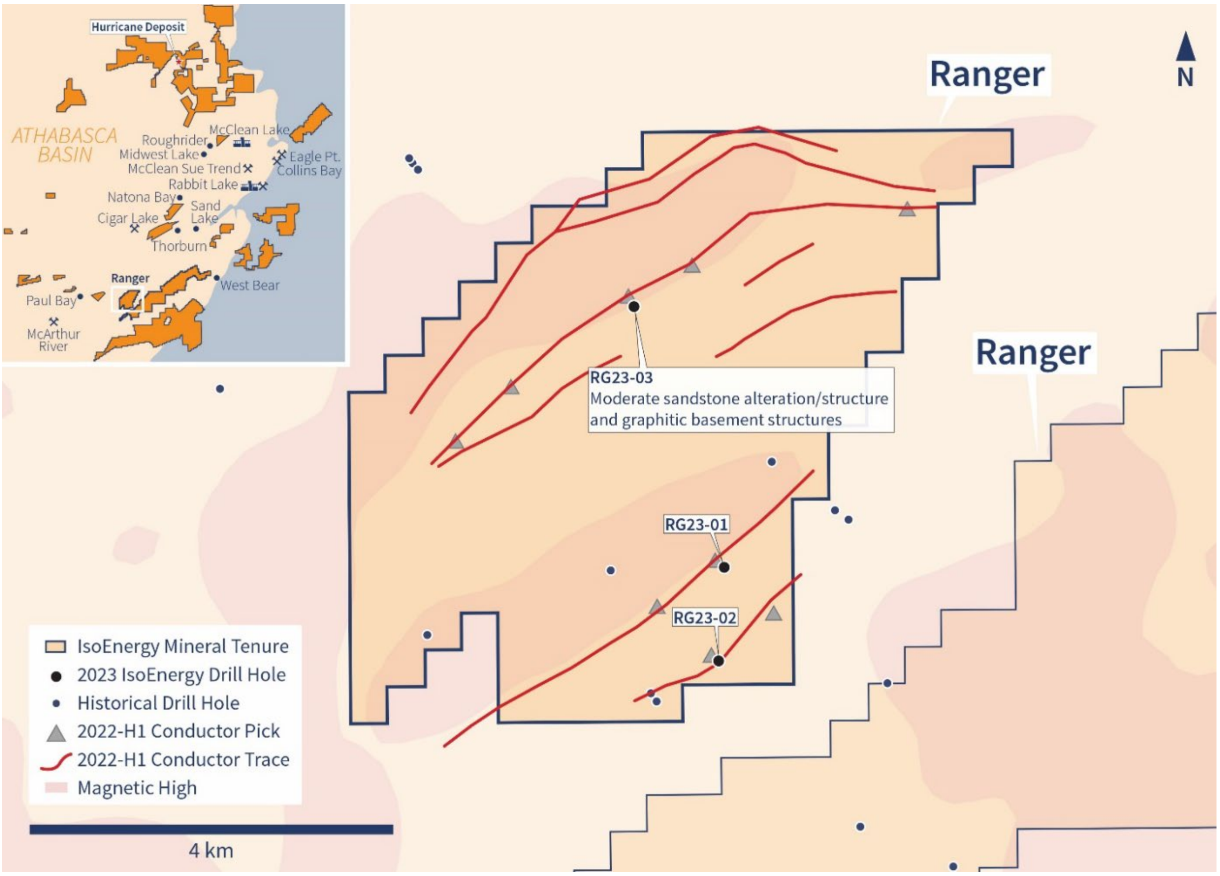
Summer 2023 – Diamond Drilling

Three diamond drill holes totaling 1,299 metres were completed in the first IsoEnergy drilling program on the Ranger property (Figure 11). RG23-01 and RG23-02 were targeted to follow up results from 1994 Cameco drillholes along the Bird Lake Fault. RG23-03 was targeted to test an un-drilled conductor identified by the winter 2022 Fixed Loop Transient Electromagnetic (FLTEM) survey carried out by IsoEnergy in winter 2022.

RG23-03 intersected zones of strong bleaching, structure-hosted clay alteration, and pyrite-rich fracture linings in the sandstone, along with moderate illite straddling the unconformity. Discrete graphitic structures were intersected from 483.1 to 490.7metres associated with 13.3 parts per million uranium by ICPMS partial digestion from 480.0 to 485.0 metres. Results from RG23-03 warrant further drilling along the northern conductor trend.

RG23-01 and RG23-02 intersected zones of anomalous illite alteration in the sandstone immediately above the unconformity. Geological interpretation suggests further drilling is required to sufficiently test the targets in this area.

Figure 11 – Summer 2023 Ranger drill hole locations and the conductor traces as defined from the 2022 ground EM survey. RG23-03, the first hole on the northern conductor trend, intersected brittle faults and alteration being evaluated for follow-up.



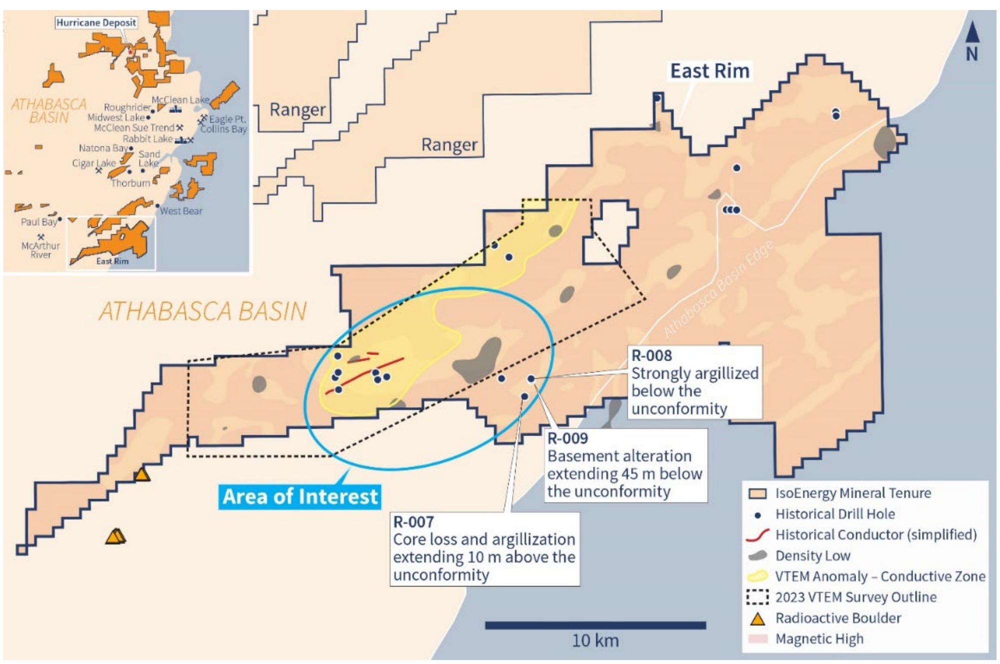
Airborne Geophysical Surveying

Geotech Ltd completed a helicopter-borne Versatile Time Domain Electromagnetic (VTEM™ Plus) and horizontal magnetic gradiometer geophysical survey at the East Rim project in June 2023. The survey covered approximately 1,136 line-kilometres. The VTEM™ Plus system is excellent at locating discrete conductive anomalies as well as mapping lateral and vertical variations in resistivity. A conductivity domain outlined by the 2023 VTEM survey, density low anomalies identified by the 2022 Falcon gravity survey, historic ground EM conductors and alteration in historic drill holes are all present in the area of interest (Figure 12). The results of this VTEM survey will be integrated with the magnetic and gravity surveys that were conducted in 2022 to generate basement hosted targets for initial reconnaissance drill testing in 2024. Importantly, the sandstone cover on the property is thin, ranging from no sandstone cover to 265 metres in previous drilling.

Efforts at the early-stage East Rim project have continued to focus on basement-hosted targets where multiple layers of geophysical data stack and allow the Company to vector into a potential uranium mineralised system located under this thin cover.

Xcalibur Multiphysics conducted multiparameter airborne geophysical surveys at IsoEnergy's early-stage Trident and Collins Bay Extension projects. The surveys employed Xcalibur's FALCON® Airborne Gravity Gradiometry system to acquire high-resolution gravity, magnetic, and radiometric (spectrometry) datasets. Gravity and magnetic data will improve the property-wide understanding of basement geology and assist in the identification of potential alteration zones, while gamma ray spectrometry aims to locate anomalous radioactivity related to near-surface showings and radioactive boulder trains such as those that led to the discovery of several notable uranium deposits including Key Lake and Triple R.

Figure 12 – East Rim map with an area of interest outlined. A conductivity domain outlined by the 2023 VTEM survey, density low anomalies identified by the 2022 Falcon gravity survey, historic ground EM conductors and alteration in historic drill holes are all present in the area of interest.



Claim Staking

Nine claims totalling 4,291 hectares were staked in the Eastern Athabasca to date in 2023 to extend the Larocque East, Full Moon, Edge, Collins Bay Extension, Geiger and Rapid River properties and establish the Ward Creek property in an under-explored prospective corridor.

Nine months ended September 30, 2022

During the nine months ended September 30, 2022, the Company incurred $9,446,232 of net exploration spending primarily on Larocque East, Geiger, Trident and East Rim, as set out below. See *Outlook* below for future drilling plans.

	Larocque East	Geiger	Trident	East Rim	Other	Total
Drilling	$ 3,033,013	$ 942,659	$ 478,691	$ -	$ -	$ 4,454,363
Geological & geophysical	139,015	43,028	7,272	273,357	1,024,508	1,487,180
Extension of time payments	-	-	145,734	148,426	194,124	488,284
Camp costs	499,898	112,250	71,108	-	-	683,256
Labour & wages	323,010	66,166	25,086	11,816	93,768	519,846
Geochemistry & Assays	128,354	-	18,719	-	7,558	154,631
Travel and other	109,968	18,420	13,455	657	9,939	152,439
Cash expenditures	4,233,258	1,182,523	760,065	434,256	1,329,897	7,939,999
Share-based compensation	898,698	261,039	103,964	24,723	260,489	1,548,913
Total expenditures	5,131,956	1,443,562	864,029	458,979	1,590,386	9,488,912
Disposal and derecognition of assets	-	-	-	-	(42,680)	(42,680)
Net expenditures	**$ 5,131,956**	**$ 1,443,562**	**$ 864,029**	**$ 458,979**	**$ 1,547,706**	**$ 9,446,232**

OUTLOOK

The Company intends to actively explore all of its projects as and when resources permit. The nature and extent of further exploration on any of the Company's properties however will depend on the results of completed and ongoing exploration activities, an assessment of its recently acquired properties and the Company's financial resources. Refer to *Exploration and Evaluation Activities – Nine months ended September, 2023* above for further information on the Company's exploration plans for the remainder of the year.

As of the date hereof, the Company's current exploration priorities are the Hawk, Larocque East, Geiger, East Rim, Trident, Evergreen, Ranger, and Collins Bay Extension properties.

SELECTED FINANCIAL INFORMATION

Management is responsible for the Interim Financial Statements referred to in this MD&A. The Audit Committee of the Company's Board of Directors has been delegated the responsibility to review the Interim Financial Statements and MD&A and make recommendations to the Company's Board. It is the Board which has final approval of the Interim Financial Statements and MD&A.

The Interim Financial Statements have been prepared in accordance IFRS Accounting Standards. Based on the nature of the Company's activities, both presentation and functional currency is Canadian dollars.

The Company's Interim Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting, and should be read in conjunction with the Annual Financial Statements, which have been prepared using IFRS 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. The ability of the Company to continue as a going concern is dependent on its ability to obtain financing and achieve future profitable operations.

Results of Operations

During the nine months ended September 30, 2023, the Company capitalized $10,222,684 of exploration and evaluation costs to exploration and evaluation assets. The exploration and evaluation activities carried out during this period are described in the *Discussion of Operations* section above.

The following financial data is derived from the Interim Financial Statements and should be read in conjunction with the Interim Financial Statements.

	For the three months ended September 30		**For the nine months ended September 30**	
	2023	**2022**	**2023**	**2022**
General and administrative costs				
Share-based compensation	**$ 1,392,364**	$ 2,740,281	**$ 3,617,817**	$ 5,476,731
Administrative salaries, contract and director fees	**320,924**	281,014	**930,540**	1,025,536
Investor relations	**106,004**	164,538	**321,757**	383,125
Office and administrative	**39,316**	52,434	**138,740**	184,422
Professional fees	**107,052**	141,386	**445,815**	499,112
Travel	**42,903**	41,887	**122,836**	92,305
Public company costs	**59,522**	42,247	**250,110**	169,203
Total general and administrative costs	**(2,068,085)**	(3,463,787)	**(5,827,615)**	(7,830,434)
Interest income	**91,343**	26,870	**367,271**	53,025
Interest expense	**-**	-	**(20)**	(386)
Interest on convertible debentures	**(305,100)**	(166,464)	**(918,350)**	(490,702)
Fair value loss on convertible debentures	**(19,979,385)**	(7,446,319)	**(18,418,157)**	(4,581,532)
Foreign exchange gain/(loss)	**46,862**	85,168	**(6,870)**	105,906
Loss from operations	**(22,214,365)**	(11,049,918)	**(24,803,741)**	(12,829,509)
Deferred income tax recovery	**226,311**	231,609	**1,484,363**	746,033
Loss	**$(21,988,054)**	$(10,818,309)	**$(23,319,378)**	$ (12,083,476)

Three months ended September 30, 2023

During the three months ended September 30, 2023, the Company recorded a loss of $21,988,054, compared to a loss of $10,818,309 in the three months ended September 30, 2022. The main drivers of the difference between the two periods include an increase of $12,533,066 in the fair value loss on the US$6 million convertible debentures (the "**2020 Debentures**") and the 2022 Debentures (together, the "**Debentures**") and an increase of $138,636 in interest on the Debentures, partially offset by a decrease of $1,347,917 in share-based compensation for the quarter, as further described below.

General and administrative costs

Share-based compensation was $1,392,364 in the three months ended September 30, 2023, compared to $2,740,281 in the three months ended September 30, 2022. The share-based compensation expense is a non-cash charge based on the Black-Scholes value of stock options, calculated using the graded vesting method. Stock options granted to directors, consultants and employees vest over two years, with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expense are expected from period to period depending on many factors, including the Black-Scholes value of the options granted, the number of options granted in recent periods and whether options have fully vested or have been cancelled in a period. The charge to earnings was lower in the three months ended September 30, 2023 mainly due to a lower number of options issued to directors and corporate employees during the current period.

Administrative salaries, contracts and directors' fees were $320,924 for the three months ended September 30, 2023, compared to $281,014 in the three months ended September 30, 2022. The increase in the three months ended September 30, 2023, is mainly due to the addition of staff in the corporate office and an additional director, compared to the three months ended September 30, 2022.

Investor relations expenses were $106,004 for the three months ended September 30, 2023, compared to $164,538 in the three months ended September 30, 2022 and related primarily to costs incurred in communicating with existing and potential shareholders, conferences and marketing. The costs were lower in the three months ended September 30, 2023 due to the cost of an analyst site tour during the three months ended September 30, 2022.

Office and administrative expenses were $39,316 for the three months ended September 30, 2023 compared to $52,434 in the three months ended September 30, 2022, and consist of office operating costs and other general administrative costs. The decrease in the three months ended September 30, 2023 is mainly as a result lower IT-related costs in the current period.

Professional fees were $107,052 for the three months ended September 30, 2023, compared to $141,386 for the three months ended September 30, 2022. Professional fees normally consist of legal fees related to the Company's business activities, as well as accounting and tax fees related to regulatory filings. Professional fees were lower in the three months ended September 30, 2023 mainly due to reduced business development activities in the current period.

Travel expenses were $42,903 for the three months ended September 30, 2023, comparable to $41,887 in the three months ended September 30, 2022. Travel expenses relate to business development and general corporate activities and amounts vary depending on projects and activities being undertaken.

Public company costs were $59,522 for the three months ended September 30, 2023, compared to $42,247 in the three months ended September 30, 2022, and consisted primarily of costs associated with the Company's continuous disclosure obligations, listing fees, directors and officers insurance, transfer agent costs, press releases and other shareholder communications. Costs were higher in the three months ended September 30, 2023 as a result of higher insurance premiums on directors and officers insurance in the current period.

Other items

The Company recorded interest income of $91,343 in the three months ended September 30, 2023, compared to $26,870 in the three months ended September 30, 2022, which represents interest earned on cash balances. The amounts were higher in the three months ended September 30, 2023 due to higher effective interest rates and higher average cash balances during the period.

Interest expense on Debentures was $305,100 in the three months ended September 30, 2023, compared to $166,464 in the three months ended September 30, 2022. Interest on Debentures in the three months ended September 30, 2023 relates to the interest owing on the US dollar denominated 2020 Debentures and 2022 Debentures (which were issued in December 2022), while the three months ended September 30, 2022 only included interest on the 2020 Debentures. The 2020 Debentures and 2022 Debentures bear interest of 8.5% and 10%, respectively, per annum and such interest is payable on June 30 and December 31.

The fair value of the Debentures on September 30, 2023 was $46,010,193 compared to $25,932,806 at June 30, 2023. This resulted in a fair value loss on Debentures of $20,077,387 in the three months ended September 30, consisting of a fair value loss of $19,979,385 included in the statement of income (loss), and a fair value loss attributable to the change in credit risk of $98,002 included in other comprehensive income (loss). During the three months ended September 30, 2022, the fair value loss on Debentures was $7,480,806, consisting in a fair value loss of $7,446,319 included in the statement of loss and a fair value loss attributable to the change in credit risk of $34,487 included in other comprehensive income (loss). The Company's Debentures are classified as measured at fair value through profit and loss. In accordance with IFRS 9 – Financial Instruments, the part of a fair value change due to an entity's own credit risk is presented in other comprehensive income (loss). The fair value of the Debentures increased in the current period due primarily to the increase in the Company's share price from $2.61 at June 30, 2023 to $4.45 at September 30, 2023 and other market inputs.

Foreign exchange gains were $46,862 in the three months ended September 30, 2023, compared to a gain of $85,168 in the three months ended September 30, 2022, and mainly relates to the stronger US dollar compared to the Canadian dollar during the current period.

The Company records a deferred tax recovery or expense which is comprised of a recovery on losses recognized in the period and, when applicable, the release of flow-through share premium liability which is offset by the renunciation of flow-through share expenditures to shareholders. In the three months ended September 30, 2023, this resulted in a recovery of $226,311, comparable to a recovery of $231,609 in the three months ended September 30, 2022.

<u>Nine months ended September 30, 2023</u>

During the nine months ended September 30, 2023, the Company recorded a loss of $23,319,378, compared to a loss of $12,083,476 in the nine months ended September 30, 2022. The main drivers of the difference between the two periods include an increase of $13,836,625 in the fair value loss on the Debentures and an increase of $427,648 in interest on the Debentures, partially offset by an decrease of $1,858,914 in share based compensation and an increase of $314,246 in interest received, as further described below.

General and administrative costs

Share-based compensation was $3,617,817 in the nine months ended September 30, 2023, compared to $5,476,731 in the nine months ended September 30, 2022. The share-based compensation expense is a non-cash charge based on the Black-Scholes value of stock options, calculated using the graded vesting method. Stock options granted to directors, consultants and employees vest over two years, with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expense are expected from period to period depending on many factors, including the Black-Scholes value of the options granted, the number of options granted in recent periods and whether options have fully vested or have been cancelled in a period. The charge to earnings was lower in the nine months ended September 30, 2023, mainly due to a lower number of options issued to directors and corporate employees during and leading up to the current period.

Administrative salaries, contracts and directors' fees were $930,540 for the nine months ended September 30, 2023, compared to $1,025,536 in the nine months ended September 30, 2022. On February 28, 2022, the former Chief Financial Officer of the Company resigned and was paid $175,997 in accordance with the terms of her employment contract. The severance payment accounted for the majority of the difference between the two periods, but was partially offset by the addition of staff in the corporate office and an additional director, in the nine months ended September 30, 2023.

Investor relations expenses were $321,757 for the nine months ended September 30, 2023, compared to with $383,125 in the nine months ended September 30, 2022 and related primarily to costs incurred in communicating with existing and potential shareholders, conferences and marketing. The costs were lower in the nine months ended September 30, 2023 due to the cost of an analyst site tour during the nine months ended September 30, 2022.

Office and administrative expenses were $138,740 for the nine months ended September 30, 2023 compared to $184,422 in the nine months ended September 30, 2022, and normally consist of office operating costs and other general administrative costs. The decrease in the nine months ended September 30, 2023 is mainly as a result of non-recurring employee relocation expenditure of $75,000 incurred in the nine months ended September 30, 2022, partially offset by a provision for prescribed rate taxes on the Company's most recent flow-though share issuance and increased professional membership fees in the current period.

Professional fees were $445,815 for the nine months ended September 30, 2023, compared to $499,112 for the nine months ended September 30, 2022. Professional fees normally consist of legal fees related to the Company's business activities, as well as accounting and tax fees related to regulatory filings. Professional fees were lower in the nine months ended September 30, 2023 mainly due to non-recurring recruitment expenses and increased legal expenses incurred in the nine months ended September 30, 2022, partially offset by increased audit fees in the current period.

Travel expenses were $122,836 for the nine months ended September 30, 2023, compared to $92,305 in the nine months ended September 30, 2022. Travel expenses relate to business development and general corporate activities and amounts vary depending on projects and activities being undertaken. Travel requirements have mostly returned to levels experienced prior to the COVID-19 pandemic.

Public company costs were $250,110 for the nine months ended September 30, 2023, compared to $169,203 in the nine months ended September 30, 2022, and consisted primarily of costs associated with the Company's continuous disclosure obligations, listing fees, directors and officers insurance, transfer agent costs, press releases and other shareholder communications. Costs were higher in the nine months ended September 30, 2023 mainly as a result of an increase in insurance premiums on directors and officers insurance.

Other items

The Company recorded interest income of $367,271 in the nine months ended September 30, 2023, compared to $53,025 in the nine months ended September 30, 2022, which represents interest earned on cash balances. The amounts were higher in the nine months ended September 30, 2023 due to higher effective interest rates and higher average cash balances during the period.

Interest expense on Debentures was $918,350 in the nine months ended September 30, 2023, compared to $490,702 in the nine months ended September 30, 2022. Interest on Debentures in the nine months ended September 30, 2023 relates to the interest owing on the US dollar denominated 2020 Debentures and 2022 Debentures (which were issued in December 2022), while the nine months ended September 30, 2022 only included interest on the 2020 Debentures. The 2020 Debentures and 2022 Debentures bear interest of 8.5% and 10%, respectively, per annum and such interest is payable on June 30 and December 31.

The fair value of the Debentures on September 30, 2023 was $46,010,193 compared to $27,405,961 at December 31, 2022. This resulted in a fair value loss on Debentures of $18,604,232 in the nine months ended September 30, consisting of a fair value loss of $18,418,157 included in the statement of income (loss), and a fair value loss attributable to the change in credit risk of $186,075 included in other comprehensive income (loss). During the nine months ended September 30, 2022, the fair value loss on Debentures was $4,491,033, consisting in a fair value loss of $4,581,532 included in the statement of loss partially offset by a fair value gain attributable to the change in credit risk of $90,499 included in other comprehensive income (loss). The Company's Debentures are classified as measured at fair value through profit and loss. In accordance with IFRS 9 – Financial Instruments, the part of a fair value change due to an entity's own credit risk is presented in other comprehensive income (loss). The fair value of the

Debentures increased in the current period due primarily to the increase in the Company's share price from $2.91 at December 31, 2022 to $4.45 at September 30, 2023 and other market inputs.

Foreign exchange losses were $6,870 in the nine months ended September 30, 2023, compared to a gain of $105,906 in the nine months ended September 30, 2022, and mainly relates to the weaker US dollar compared to the Canadian dollar on average during the current period.

The Company records a deferred tax recovery or expense which is comprised of a recovery on losses recognized in the period and, when applicable, the release of flow-through share premium liability which is offset by the renunciation of flow-through share expenditures to shareholders. In the nine months ended September 30, 2023, this resulted in a recovery of $1,484,363, compared to a recovery of $746,033 in the nine months ended September 30, 2022. The difference is mainly due to the deferred tax recovery on the renunciation of flow-through share expenses in the nine months ended September 30, 2023. In the nine months ended September 30, 2022 the Company did not renounce any flow-through share expenditures.

Financial Position

The following financial data is derived from the Interim Financial Statements and Annual Financial Statements and should be read in conjunction with IsoEnergy's Interim Financial Statements and Annual Financial Statements.

	September 30, 2023	**December 31, 2022**
Exploration and evaluation assets	**$81,391,676**	$71,165,630
Total assets	**96,739,995**	97,115,302
Total current liabilities	**1,839,720**	2,621,742
Total non-current liabilities	**47,389,409**	28,272,870
Working capital [(1)]	**13,471,339**	25,347,788
Cash dividends declared per share	**Nil**	Nil

(1) Working capital is defined as current assets less accounts payable and accrued liabilities.

In the nine months ended September 30, 2023, the Company capitalized $10,222,684 of exploration and evaluation costs as further described in *Exploration and Evaluation Activities – Nine months ended September, 2023* above. Current liabilities decreased during the nine months due to the settlement of the flow-through share liability expenditures during the period, partially offset by an increase in accounts payable and accrued liabilities. Non-current liabilities increased during the period, mainly due to an increase in the fair value of the Debentures as discussed in *Results of Operations* above and an increase in deferred tax liabilities. Working capital decreased during the nine months mainly due to the continued utilization of cash on hand to advance the Company's exploration portfolio and for corporate expenditure, combined with a reduction of the fair value of the marketable securities during the nine months ended September 30, 2023.

SUMMARY OF QUARTERLY RESULTS

The following information is derived from the Company's Interim and Annual financial statements prepared in accordance with IFRS. The information below should be read in conjunction with the Company's Interim and Annual financial statements for each of the past seven quarters.

Consistent with the preparation and presentation of the Annual Financial Statements, these unaudited quarterly results are presented in Canadian dollars.

	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Dec 31, 2022	Sep. 30, 2022	Jun. 30, 2022	Mar. 31, 2022	Dec. 31, 2021
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net (loss) income	**$(21,988,054)**	**$ 3,568,387**	**$(4,899,711)**	**$4,708,816**	**$(10,818,309)**	$8,210,514	($9,475,681)	($5,718,495)
Net (loss) income per share:								
Basic	**$(0.20)**	**$ 0.03**	**($0.04)**	**$0.04**	**($0.10)**	$0.08	($.0.09)	($0.05)
Diluted	**$(0.20)**	**$(0.01)**	**($0.04)**	**($0.02)**	**($0.10)**	($0.01)	($.0.09)	($0.05)

IsoEnergy does not derive any revenue from its operations. Its primary focus is the acquisition, exploration and evaluation of mineral properties. As a result, the income/loss per period has fluctuated depending on the Company's activity level and periodic variances in certain items. Quarterly periods are therefore not comparable. In the third quarter of 2020, the Company issued the 2020 Debentures and in the fourth quarter of 2022, the 2022 Debentures, both of which are accounted for as measured at fair value through profit and loss, which has resulted in a gain on the revaluation of the Debentures in the three months ended September 30, 2022, the three months ended December 31, 2022 and the three months ended September 30, 2023 and losses in every other period since issuance of the Debentures.

LIQUIDITY

IsoEnergy has no revenue-producing operations, earns only minimal interest income on cash, and is expected to have recurring operating losses. As at September 30, 2023, the Company had an accumulated deficit of $65,040,993.

During the nine months ended September 30, 2023, the Company utilized cash on hand to invest $8,372,458 (net of accounts payable) in exploration and evaluation assets and $2,541,126 of expenditure on its corporate activities, including movements in working capital. During the period, the Company invested $2,000,005 in Latitude Uranium, received $419,388 from the exercise of stock options and paid $436,921 in cash interest on the Debentures.

As at the date of this MD&A, the Company has approximately $5.3 million in cash, $6.6 million in marketable securities and $12.2 million in working capital.

On October 19, 2023, the Company closed a private placement of 8,134,500 Subscription Receipts at an issue price of $4.50 per Subscription Receipt for gross proceeds of $36,605,250. The gross proceeds of the Offering are being held in escrow pending the satisfaction of the escrow release conditions, including the satisfaction of the conditions to the closing of the proposed merger with Consolidated Uranium, and certain other customary conditions. The Company expects the funds to be released from escrow in the fourth quarter of 2023, concurrently with completion of the Merger.

The proceeds from the Offering would be sufficient to fund (including for the period subsequent to the Merger), for a period of at least 12 months, planned activities at its properties, while maintaining corporate capacity, which includes wages, consulting fees, professional fees, costs associated with the Company's offices and fees and expenditures required to maintain all of its tenements.

Should the Merger and/or the Offering not close, or the Company otherwise does not obtain sufficient funds from an alternative equity financing when needed, the Company plans to sell its marketable securities in order to fund operations.

The ability of the Company to continue as a going concern is dependent on its ability to obtain financing and achieve future profitable operations.

Management will determine whether to accept any offer to finance, weighing such factors as the financing terms, the results of exploration, the Company's share price at the time and current market conditions, among others. Circumstances that could impair the Company's ability to raise additional funds include general economic conditions, the price of uranium and the other factors set forth under *Risk Factors* below and above under *Industry and Economic Factors that May Affect the Business*. A failure to obtain financing as and when required, could require the Company to reduce its exploration and corporate activity levels.

The Company's properties are in good standing with the applicable governmental authority until between December 2023 and September 2043 and the Company does not have any contractually imposed expenditure requirements.

The Company has not paid any dividends and management does not expect that this will change in the near future.

Working capital is held mainly in cash and freely tradeable marketable securities, both of which are highly liquid.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at September 30, 2023 or as at the date hereof.

TRANSACTIONS WITH RELATED PARTIES

Except as noted below, the only transactions between the Company and related parties are transactions between the Company and its key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

NexGen is a related party due to its ownership in the Company and the overlapping members of the Board of Directors between NexGen and the Company.

Remuneration attributed to key management personnel is summarized as follows:

Nine months ended September 30, 2023	**Short term compensation**	**Share-based compensation**	**Total**
Expensed to the statement of income (loss) and comprehensive income (loss)	**$ 612,483**	**$ 3,132,856**	**$ 3,745,339**
Capitalized to exploration and evaluation assets	**$ 190,121**	**$ 458,317**	**648,438**
	$ 802,604	**$ 3,591,173**	**$ 4,393,777**

Nine months ended September 30, 2022	**Short term compensation**	**Share-based compensation**	**Total**
Expensed to the statement of income/(loss) and comprehensive income/(loss)	$ 523,926	$ 4,863,497	$ 5,387,423
Capitalized to exploration and evaluation assets	154,630	556,316	710,946
	$ 678,556	$ 5,419,813	$ 6,098,369

As of September 30, 2023, $455 (December 31, 2022 – $17,317) was included in accounts payable and accrued liabilities owing to NexGen and directors and officers.

During the nine months ended September 30, 2023, the Company paid NexGen $21,739 (September 30, 2022 - $19,558) for use of NexGen's office space.

On December 6, 2022, NexGen acquired 1,801,802 common shares of the Company.

On February 28, 2022, the former Chief Financial Officer resigned and was paid $175,997 in accordance with the terms of her employment contract. This is excluded from the table above for the nine months ended September 30, 2022.

OUTSTANDING SHARE DATA

The authorized capital of IsoEnergy consists of an unlimited number of common shares. As of November 1, 2023, there were 111,247,500 common shares and 11,051,333 stock options outstanding, each stock option entitling the holder to purchase one common share of IsoEnergy at the prices set forth below.

In August 2020, the Company issued the 2020 Debentures with an 8.5% coupon and a 5-year term, which are convertible at $0.88 per share and in December 2022, the Company issued the 2022 Debentures with a 10% coupon and a 5-year term, which are convertible at $4.33 per share.

There are no warrants outstanding at the date of this MD&A.

Stock options outstanding at November 1, 2023, and the exercise price thereof are set forth below:

Number of options	Exercise price per option	Number of options exercisable	Exercise price per option	Vesting	Weighted average remaining contractual life (years)
840,000	$0.39	840,000	$0.39		1.1
620,000	$0.42	620,000	$0.42		0.2
398,000	$1.19	398,000	$1.19		1.5
250,000	$2.44	250,000	$2.44		2.3
150,000	$2.74	50,000	$2.74	(i)	4.5
1,317,500	$2.61	439,167	$2.61	(i)	4.7
1,350,000	$2.81	1,350,000	$2.81		2.2
832,500	$2.97	277,500	$2.97	(i)	4.1
300,000	$3.06	100,000	$3.06	(i)	4.3
250,000	$3.46	83,333	$3.46	(i)	4.0
1,840,000	$3.47	1,260,000	$3.47	(i)	3.5
2,503,333	$3.99	1,746,666	$3.99	(i)	2.9
400,000	$4.96	266,667	$4.96	(i)	3.3
11,051,333	**$2.89**	**7,681,333**	**$2.71**		**3.0**

(i) Vest 1/3 on grant and 1/3 one third each year thereafter

CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Interim Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Interim Financial Statements were prepared in accordance with IFRS and its interpretations adopted by the IASB and follow the same accounting policies and methods as described in note 2 to the Company's Annual Financial Statements, without any changes or adoption of new standards.

CAPITAL MANAGEMENT AND RESOURCES

The Company manages its capital structure, defined as total equity plus debt, and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board of Directors does not impose quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all types of funding alternatives, including equity, debt and other means and is dependent on third party financing. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company.

The properties in which the Company currently has an interest are in the exploration stage. As such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, marketable securities, accounts payable and accrued liabilities and convertible debentures.

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair values of the Company's cash and cash equivalents amounts receivable and accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or liquidity.

The Debentures are re-measured at fair value at each reporting date with any change in fair value recognized in profit or loss, except the change in fair value that is attributable to change in credit risk is presented in other comprehensive income (loss). The Debentures are classified as Level 2.

The marketable securities are re-measured at fair value at each reporting date with any change in fair value recognized in other comprehensive income (loss). The marketable securities are Level 1 and Level 2.

Financial instrument risk exposure

As at September 30, 2023, the Company's financial instrument risk exposure and the impact thereof on the Company's financial instruments are summarized below:

(a) **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. As at September 30, 2023, the Company has cash on deposit with a large Canadian bank. Credit risk is concentrated as a significant amount of the Company's cash and cash equivalents is held at one financial institution. Management believes the risk of loss to be remote.

The Company's accounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash equivalents. Accordingly, the Company does not believe it is subject to significant credit risk.

(b) **Liquidity Risk**

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. As at September 30, 2023, the Company had a working capital balance of $13,471,339, including cash of $6,965,713.

(c) **Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(i) **Interest Rate Risk**

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balances as of September 30, 2023. The interest on the Debentures is fixed and not subject to market fluctuations.

(ii) **Foreign Currency Risk**

The functional currency of the Company is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include US dollar denominated cash, US dollar accounts payable and accrued liabilities, the Debentures and Australian dollar denominated marketable securities. The Company maintains Canadian and US dollar bank accounts in Canada.

The Company is exposed to foreign exchange risk on its US dollar denominated Debentures. At its respective maturity dates, the principal amounts of the Debentures are due in full, and prior to then at a premium upon the occurrence of certain events, including a change of control. The Company holds sufficient US dollars to make all cash interest payments due under the Debentures until maturity but not to pay the principal amount. Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/US dollar exchange rate that may make the Debentures more costly to repay.

A 5% change in the US dollar exchange rate can result in a net increase or decrease in the Company's US dollar-based cash and debt of $2,206,406 that would flow through the statement of loss and comprehensive income (loss).

The Company is also exposed to foreign exchange risk on its Australian dollar denominated investment in 92 Energy Pty. Ltd. ("**92 Energy**"). Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/Australian dollar exchange rate that may decrease the value of its investment in 92 Energy.

A 5% change is the Australian dollar can increase or decrease the value of the Company's investment in 92 Energy by $152,450 that would flow through other comprehensive income (loss).

(iii) **Price Risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact of movements in individual equity prices or general movements in the level of the stock market on the Company's financial performance. Commodity price risk is defined as the potential adverse impact of commodity price movements and volatilities on financial performance and economic value. Future declines in commodity prices may impact the valuation of long-lived assets. The Company closely monitors the commodity prices of uranium, individual equity movements, and the stock market. The Company holds marketable securities which are subject to equity price risk.

RISK FACTORS

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mineral properties. For a comprehensive list of the risks and uncertainties facing the Company, please see *Risk Factors* in the Company's MD&A for the year ended December 31, 2022 and the *Industry and Economic Factors that May Affect the Business* included above in the *Overall Performance* section of this MD&A. These are not the only risks and uncertainties that IsoEnergy faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition, exploration and development of uranium properties. All of the Company's non-current assets are located in Canada.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning IsoEnergy 's general and administrative expenses and exploration and evaluation expenses and assets is set forth above under *Results of Operations* and *Discussion of Operations* and in the Company's statement of loss and comprehensive loss contained in its Interim Financial Statements, which is available on IsoEnergy 's website or on its profile at www.sedarplus.ca.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" (also referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, planned exploration activities. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof 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" or the negative connotation thereof. Statements relating to "mineral resources" may also be deemed forward-looking information as they involve estimates of the mineralization that will *be encountered if a mineral deposit is developed and mined.*

Such forward-looking information and statements are based on numerous assumptions, including material assumptions and estimates related to the below factors that, while the Company considers them reasonable as of the date of this MD&A, they are inherently subject to significant business, economic and competitive uncertainties and contingencies. Such known and unknown factors that could cause actual results to materially differ from those forward-looking statements include among others, that the results of planned exploration activities are as anticipated, the Company will be able to execute its strategy as expected, new mining techniques will have beneficial applications as expected and be available for use by the Company, continued engagement and collaboration with the communities and stakeholders; the price of uranium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known mineral reserves, resources may not be converted to reserves, the limited operating history of the Company, the influence of a large shareholder, alternative sources of energy and uranium prices, aboriginal title and consultation issues, reliance on key management and other personnel, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, availability of third party contractors, availability of equipment and supplies, failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

APPROVAL

The Audit Committee and the Board of IsoEnergy have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional information, on the Company's profile SEDAR+ website at www.sedarplus.ca or by contacting the corporate office, located at Suite 200 – 475 2nd Avenue S, Saskatoon, SK S7K 1P4.