AZINCOURT URANIUM INC.
Management Discussion and Analysis ("MD&A")
for the three months ended December 31, 2016

The following discussion and analysis of the operations, results, and financial position of Azincourt Uranium Inc. ("the Company") for the three months ended December 31, 2016 and should be read in conjunction with the Company's unaudited financial statements and related notes for the three months ended December 31, 2016 and the audited financial statements for the year ended September 30, 2016. The effective date of this report is March 1, 2017. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 7, 2011. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party.

On April 30, 2012, the Company completed an initial public offering ("IPO") of 6,000,000 common shares at a price of $0.15 per common share for gross proceeds for $900,000. On May 1, 2012, the Company was listed on the TSX Venture Exchange ("TSX-V") and commenced trading under the symbol "AAZ".

The Company owns a 10% interest in the Patterson Lake North Project (the "PLN Project" or "PLN") located in in the Athabasca Basin, Saskatchewan, Canada (refer to Mineral Properties below for details). The project is subject to a 2% net smelter returns royalty.

HIGHLIGHTS FOR THE THREE MONTHS ENDED DECEMBER 31, 2016 AND SUBSEQUENT PERIOD UP TO MARCH 1, 2017

On November 5, 2015, the Company completed a non-brokered private placement of 3,550,000 shares at $0.05 per share for total proceeds of $177,500.

On November 10, 2016, the Company completed a non-brokered private placement of 4,000,000 units at $0.05 per unit for total proceeds of $200,000.

On February 7, 2017, the Company granted a total of 1,050,000 stock options to directors, officers, and consultants of the Company. Each option is exercisable at $0.10 per share for a period of 5 years.

On February 24, 2017, the Company completed a non-brokered private placement of 10,198,495 non flow-through units at $0.075 per unit and 2,600,000 flow-through units at $0.10 per unit for total proceeds of $1,024,887.

MINERAL PROPERTY EXPLORATION

PATTERSON LAKE NORTH – Athabasca Basin, Canada

The Company incurred acquisition costs of $775,894 (September 30, 2016 - $775,894) and additional exploration costs to acquire its interest.

Summary of the PLN and exploration update

The Athabasca Basin is a premier geologic district notable for hosting the world's richest uranium deposits, with a well-established and politically stable uranium exploration and mining sector. Recent discoveries of high-grade uranium in the southwestern region of the Athabasca Basin are considered by the Company to indicate the prospective merit of this underexplored area.

PLN lies adjacent to the north end of Fission Uranium's Patterson Lake South (PLS) property, where uranium mineralization has been traced by drilling over 2.24 kilometres strike length. Fission Uranium has defined significant high grade U3O8 mineral resources at PLS.

PLN is prospective for hosting structurally controlled high-grade uranium mineralization that is often associated with basement graphitic shear zones within clay-altered metasedimentary basement lithologies. These features have unique characteristics that can be identified by various geophysical surveys.

PLN lies within a large-basin-scale northeast-trending gravity low structural corridor that also incorporates the adjacent PLS property. The former Cluff Lake mine (greater than 60 million pounds U_3O_8 produced) and the UEX-Areva Shea Creek deposits (42 km and 27 km to the north respectively) lie along the western margin of this structural feature. The recently discovered high-grade uranium mineralization found at PLS located 5.7 km to the south also lies within this structural corridor. Coincidentally, PLN also lies within a complex magnetic corridor showing magnetic highs and lows, and breaks in regional major features. Several electromagnetic anomalies are evident within PLN, including what may be interpreted to be the southern extension of the Saskatoon Lake EM conductor, which itself is associated with the Shea Creek deposit to the north.

Prior to initiating the joint venture (JV) Fission spent approximately $4.7million on exploration on PLN, ranging from airborne to ground geophysics to a first-pass drilling of a few select targets. Portions of PLN are currently drill ready, and other areas require further ground geophysical surveys and interpretation to bring them up to drill-ready stage. Work to date on PLN since the JV was initiated, has consisted of the following:

Airborne VTEM Max Geophysical Survey & Ground MT Survey Follow up

An airborne VTEM Max (versatile time-domain electromagnetic) airborne geophysics survey completed in August 2013 - The outcome of this survey resulted in the discovery of an 8.5 km long north-south trending package of conductive basement rocks in the northern PLN project area. A 5-km follow-up Internal Field Gradient Magneto-Tellurics (MT) ground geophysics survey test line over the northern portion of this package has been completed by EMPulse Geophysics Inc. at 100m stations. The preliminary interpretation suggests that the conductive basement package is comprised of a series of 3, parallel west dipping basement EM conductors referred to as the N Conductor system. Conductive basement rocks (EM conductors) are important criteria in targeting Athabasca-type unconformity uranium deposits.

Outcrop, historical drill core and soil sampling work:

Outcrop, historical drill core and soil sampling work was completed by Athabasca Basin expert, Dr. Paul Ramaekers, to enhance knowledge of local and regional Athabasca sandstone stratigraphy. A total of 56 soil and 16 outcrop samples were collected from throughout the project area and available historical diamond drill core was re-logged from the central project area. This work will also assist in standardizing sandstone logging procedures and interpretation for the project team.

As a result of the work described above, a number of high-priority drill targets were selected for the 2014 winter drill program. Geophysics followed up results from October's MT survey to further refine drill targets.

Year 1 Winter 2014 Exploration Program – highlights:

- Approximately 2000m of drilling was completed in seven holes testing 3 separate basement electromagnetic (EM) conductors: four holes were completed to target depth, one hole was partially completed before being lost due to technical difficulties and 2 attempts were abandoned in thick overburden.

- Drilling encountered a lithological setting with structural complexity similarly analogous to that of the PL-3B conductor and its association with uranium mineralization at Fission Uranium's PLS project. Although only limited radioactivity was encountered, encouraging basement lithology, alteration and structural features confirm the high prospectivity of the target areas. Further drilling is required to evaluate these target areas.

- Drilling of the shallow southern lake targets was not undertaken as a result of unsuitable winter ice conditions. However anomalous radon in water survey results confirm the high prospectivity of these targets and additional Squid EM surveys were completed in the Broach Lake area.

- Azincourt and its JV partner, Fission 3.0, are encouraged with the winter results. The plan will be to continue follow up drilling those targets identified, and confirmed on land through the remainder of this year, and refine the lake targets for testing next winter.

Year 2 Spring/Summer Exploration Program Plan - highlights:

- Linecutting and a pole-pole DC Resistivity survey was completed on a 76.5 line km grid over the N Conductor system in northern PLN.

- Linecutting and a pole-dipole DC resistivity survey were completed on a 34 line km grid located over the Broach Lake conductor system in southern PLN.

- 6 Diamond Drill holes (2100 m) were planned for Summer 2014 testing along the A1 conductor and the A4 Conductor as follow-up to the encouraging previous winter drilling using geochemistry and alteration as a vector. These targets are not dependant on ice conditions and proved accessible year-round. The summer drill program commenced, and was completed in July 2014. Results were extremely encouraging with prospective basement lithologies, structure, alteration, anomalous radioactivity and weak uranium mineralization intersected.

- The Year 2 spring/summer geophysical and diamond drill program was budgeted at $1.5 million and was completed on budget. This represents 50% of the Year 2 earn-in commitment.

Year 2 Proposed Winter Exploration Plan - highlights:

- Seven additional diamond drill holes totalling approximately 3,250 m were planned for Winter 2015 testing as follow-up on the anomalous uranium found along the A1 conductor and on new resistivity targets generated during the summer program on the N and Broach Lake conductor systems. Additional 35.2 line-km of SMLTEM ground geophysics was planned on two prospective EM conductors identified from previously-flown VTEM airborne survey located in the northern region of the property.

- The Year 2 winter drill and geophysical program was designed to test all 3 prospective conductor systems. The budget for this program was approximately $1.5 million, which represented the final 50% of the Year 2 earn-in commitment at PLN.

- The winter exploration program did not commence, as financing by the Company was unsuccessful.

- Azincourt has earned, and will maintain its 10% interest in PLN.

QUALIFIED PERSON

The technical information in this MD&A has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by Ted O'Connor, P.Geo., director of Azincourt Uranium Inc., a qualified person.

RESULTS OF OPERATIONS

Three months ended December 31, 2016 ("Q1 2017") compared with the quarter ended December 31, 2015 ("Q1 2016").

The loss for the quarter ended December 31, 2016 was $72,214, compared with $62,160 for the quarter ended December 31, 2015. The increase in the loss from Q1 2016 to Q1 2017 was mainly due to an increase in consulting and directors' fees and decrease in other income, offset by a decrease in exploration and evaluation costs. Major differences are explained as follows:

- Consulting and directors' fees increased from $12,750 in Q1 2016 to $62,250 in Q1 2017. The increase is due to an increase in fees paid to the Company's management team as well as an increase in consulting services relating to business development;

- Exploration and evaluation costs for Q1 2016 were $40,000 compared with $Nil in Q1 2017. There was $40,000 of geological consulting fees incurred during Q1 2016. No such expenses were incurred in Q1 2017; and

- Other income decreased from $6,284 in Q1 2016 to $Nil in Q1 2017. During Q1 2016, the Company spent $39,034 of the $130,020 flow-through funds received during the year ended September 30, 2016. Therefore $6,284 of the $41,990 flow-through share liability was recognized to other income in Q1 2016.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options or through the issuance of debt. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

Working Capital

As of December 31, 2016, the Company's working capital was $690, compared with $125,247 of working capital deficiency as of September 30, 2016. The increase in working capital was a result an increase in cash from a private placement that closed during the quarter and decrease in accounts payable and accrued liabilities.

Cash

On December 31, 2016, the Company had $58,340 of cash, compared with $29,214 of cash on September 30, 2016. Cash was mostly spent on consulting and directors' fees. The Company also received net proceeds of $198,150 from issuance of shares during the current period.

Cash Used in Operating Activities

Cash used in operating activities during the three months ended December 31, 2016 was $169,024. Cash was mostly spent on consulting and directors' fees. Cash used in operating activities during the three months ended December 31, 2015 was $207,807. Cash was mostly spent on audit and accounting fees, and exploration and evaluation costs.

Cash Used in Investing Activities

There were no investing activities during the three months ended December 31, 2016 or 2015.

Cash Generated by Financing Activities

During the three months ended December 31, 2016, the Company received gross cash proceeds of $200,000 from a private placement and spent $1,850 of costs associated with the private placement. During the three months ended December 31, 2016, the Company received gross cash proceeds of $177,500 from a private placement and spent $1,763 of costs associated with the private placement.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its ongoing operating costs. On November 10, 2016, the Company completed a financing and raised $200,000. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

PROPOSED TRANSACTIONS

The Company continues to evaluate new opportunities to expand its exploration project portfolio, however, there are no proposed transactions as at the date of this report.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Compensation of Key Management Personnel

Key management personnel consist of current and former directors and senior management including the President, Chief Executive Officer and former Chief Financial Officer. Key management personnel compensation for the three months ended December 31, 2016 and 2015 includes:

Name of related party	Nature of transactions	2016	2015
TKLD Geological Inc.	Exploration and evaluation expenditures	$ -	$ 40,000
Ian Stalker	Consulting and directors' fees	15,000	-
Westview Consulting Ltd.	Consulting and directors' fees	15,000	-
VC Consulting Corp.	Consulting and directors' fees	2,250	-
Total		$ 32,250	$ 40,000

The accounts payable and accrued liabilities of the Company include amounts due to related parties. The amounts owing are interest free, unsecured, current and without fixed terms and are as follows:

	December 31, 2016	September 30, 2016
Key management personnel	$ 14,363	$ 51,250

PLAN OF OPERATIONS AND FUNDING

The Company’s plan of significant operations for the next twelve months is as follows:

- to maintain its 10% interest in the PLN project; and if PLN remains highly prospective, continue to fund its pro rata share of expenditures, or alternatively, seek to monetize the PLN interest.
- to investigate other prospective uranium projects.

To finance the above plans, the Company completed a private placement in November 2015 for proceeds of $177,500 and in November 2016 for proceeds of $200,000.

RISK AND UNCERTAINTIES

Readers of this interim MD&A are encourage to read the “Risk and Uncertainties” section of the Company’s Annual MD&A dated December 19, 2016 under the Company’s SEDAR profile on www.sedar.com. Important risk factors to consider among others are:

- Competitive industry
- Exploration risks
- Fluctuating metal and share prices
- Ability to continue as a going concern

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", “propose”, "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's unaudited consolidated interim financial statements for the three months ended December 31, 2016. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – AAZ
Exchange - TSX-V

Head Office
Azincourt Uranium Inc.
Suite 1430 - 800 West Pender Street
Vancouver, BC V6C 2V6, Canada
Tel: 604-638-8063
Fax: 604-648-8105

Officers and Directors
Paul Reynolds (Chief Executive Officer and Director)
Vivien Chuang (Chief Financial Officer)
Terrence O'Connor (Director)
Ian Stalker (Chairman and Director)

Members of the Audit Committee
Paul Reynolds (Chair)
Ian Stalker
Terrence O'Connor

Legal Counsel
Owen Bird Law Corporation
2900 – 595 Burrard Street
Vancouver, BC, V7X 1J5

Auditors
Davidson and Company
1200 – 609 Granville Street
Vancouver, BC, V7Y 1G6

Transfer Agent
TSX Trust Company
Suite 2700 - 650 West Georgia St.
Vancouver, BC, V6B 4N9