



**U.S.** OIL SANDS

**US Oil Sands Inc.**

**Management's Discussion and Analysis**

**For the three and six months ended June 30, 2014**

(Expressed in Canadian Dollars)

## **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014**

*This Management's Discussion and Analysis ("MD&A") for US Oil Sands Inc. ("US Oil Sands" or the "Company") is dated August 13, 2014 and should be read in conjunction with the Company's Unaudited Condensed Consolidated Financial Statements for the three months ended June 30, 2014.*

*Unless otherwise noted, the amounts are expressed in Canadian dollars.*

*Additional information concerning US Oil Sands is available on SEDAR at [www.sedar.com](http://www.sedar.com).*

*The June 30, 2014 condensed consolidated financial statements, including comparative figures, were prepared using the accounting policies under International Financial Reporting Standards ("IFRS"). The accounting policies applied in the consolidated financial statements are based on IFRS issued as of June 30, 2014.*

### **EXECUTIVE SUMMARY**

US Oil Sands is engaged in the exploration and development of oil sands properties and, through its wholly owned United States subsidiary US Oil Sands (Utah) Inc., has a 100% interest in bitumen leases covering 32,005 acres of land in Utah. The Company is in the pre-production stage, anticipating the commencement of bitumen production and sales in 2015.

Some of the achievements in Q2 2014 include:

- Board of Directors approved the Final Investment Decision to proceed with construction of its enhanced PR Spring Project in Utah;
- Appointment of Mark H. Brown to the Company's Board of Directors;
- Hiring of several key personnel dedicated to successful completion of the PR Spring Project, both in Canada and in Utah;
- Commencement of plant-site grading, roadways and water supply pipeline construction, along with utility supply infrastructure and detailed mine planning;
- Initiated the procurement of additional long delivery equipment for PR Spring. The Company has now issued purchase orders for substantially all of the ore handling equipment and will be continue placing orders for other major equipment over the next few months as the Company targets installation in early 2015 with start-up forecasted in the second half of 2015;
- Utah Supreme Court (the "Court") has dismissed the only outstanding regulatory challenge made against the Company's PR Spring Project; and
- U.S. patent granted.

### **NATURE OF THE BUSINESS**

US Oil Sands is a pre-production oil sands company with a large land position totalling 32,005 acres of bitumen extraction rights on leases in the State of Utah. It is expected that a significant amount of the resource on the Company's property will be accessible using surface mining methods and the Company's proprietary oil sands extraction process.

The Company has two major oil sands project areas. The Company's primary development area is the PR Spring Project Area which consists of 5,930 contiguous acres and which has been in testing and development since 2005. Within a portion of this lease the Company has an approved surface mine development project which is expected to complete construction and commence production in 2015. The Company also holds 26,075 acres of exploration land which is referred to as the Cedar Camp and NW Project Area.

The Company's proprietary extraction process is a unique highly efficient and low cost process which allows the recovery of bitumen without the need for tailings ponds. The process employs a very effective bio-solvent that is both renewable and biodegradable. The process results in extraction efficiency in excess of 96%, achieves immediate recycle of 95% of process water and is expected to achieve best-in-class environmental performance on the basis of greenhouse gas emissions, energy efficiency, surface footprint and reclamation.

## OIL SANDS LEASE HOLDINGS

As of the date of this report, US Oil Sands owns a 100% working interest in its entire 32,005 acres of land holdings. All the Company's leases are within the PR Spring Special Tar Sands Area and are administered by the State of Utah School and Institutional Trust Lands Administration. Royalties paid on production from these lands are used to support the public school system in Utah.

The Company's leases are located within the Uinta Basin in Northeast Utah, which aside from extensive oil sands deposits, is also well known for its conventional oil and natural gas production. Consequently, oil field services are abundant and available to support the pre-production field work program and subsequent bitumen development and production operations. The following table summarizes the lease holdings of the Company:

<b>Oil Sands Acreage Under Lease</b>	<b>Acreage</b>
PR Spring Project Area	5,930
Cedar Camp and NW Project Area	26,075
<b>Total</b>	<b>32,005</b>

## FINANCING ACTIVITIES

The Company has not engaged in any financing activities since the October 18, 2013 private placement, where the Company issued 540,036,331 common shares at a price of \$0.15 per share for gross proceeds of \$81,005,452.

## OPERATIONAL ACTIVITIES

During the quarter the Company's focus was to work with its engineering consultants and equipment suppliers to complete final engineering design and on equipment supply and procurement for the PR Spring Project.

Supporting the Company's PR Spring Project, several noteworthy accomplishments occurred during the quarter:

- The Company's Board of Directors approved the Final Investment Decision to proceed with construction of its enhanced PR Spring Project in Utah. With approved enhancements, Phase 1 is designed to process a broader range of oil sand ores while improving solvent and water recovery. These design enhancements will substantially reduce solvent and water losses.
- Mark H. Brown was appointed to the Company's Board of Directors. Mr. Brown has over 30 years of experience in the energy and resource industries, 25 of which have been focused on the engineering, procurement and construction management (EPCM) side of the oil & gas industry. As the Company focuses on the project execution phase of the PR Spring Project, it will look to leverage Mark's wealth of experience and extensive background in building world class engineering and project management teams.
- The Company has hired several key personnel whom are located both in Canada and in Utah and all of whom directly or indirectly support the PR Spring Project;
- The Company's project team working closing with external engineering and project support continue to finalize all engineering and initiate procurement of equipment to meet delivery and commissioning timelines targeting installation starting early in 2015 with start-up forecasted in the second half of 2015. In addition to previously announced equipment orders, the Company has now issued purchase orders for substantially all of the ore handling equipment and will be continue placing orders for other major equipment over the next few months.
- Field work commenced and included progress on plant-site grading, roadways and water supply pipeline construction, along with utility supply infrastructure. Mine planning efforts continued to advance detailed pit sequencing and mine logistics.

Other accomplishments during the quarter include:

- The Company was issued its U.S. patent by the United States Patent and Trademark Office. The patent provides a key, strategic advantage for the Company, as no commercial oil sands mining process has yet been implemented that can operate with the overall reduced environmental footprint that US Oil Sands' process provides; and
- The Utah Supreme Court (the "Court") dismissed the only outstanding regulatory challenge made against the Company's PR Spring Project. In a unanimous decision, the Court found that the groundwater discharge permit-by-rule originally issued in 2008 by the Utah Division of Water Quality was correctly issued based on the conclusion that the Company's extraction process would have a "de-minimus" or negligible impact on ground

water quality. Changes or enhancements made to the Project since that time were not judged to have any negative material impact on the original approval. Further, the Court found that appellants challenging a permit decision must do so on a timely basis, thereby providing finality with respect to regulatory decisions and allowing permit holders to expeditiously proceed with their projects.

## 2014 FINANCIAL RESULTS AND ANALYSIS

### Summary of selected financial results

	Three Months ended		Six Months ended	
	June 30		June 30	
	2014	2013	2014	2013
Total assets	90,255,442	20,154,261	90,255,442	20,154,261
Cash used in operations	(2,416,057)	(1,041,894)	(3,505,858)	(1,888,427)
Net loss	(4,049,273)	(1,079,544)	(5,904,331)	(2,066,438)
Total comprehensive loss	(3,948,534)	(611,902)	(5,853,143)	(1,338,633)
Loss per share – basic and diluted	(0.00)	(0.00)	(0.01)	(0.01)

### Analysis of Results

#### a) Exploration and evaluation assets (“E&E”)

Expenditures associated with exploration and evaluation of oil and gas reserves are initially capitalized. During Q2 2014, the Company capitalized \$996,450 (2013 - \$nil) in E&E, including all costs directly associated to the PR Spring Project. The following table summarizes the major components of the E&E:

	June 30, 2014	December 31, 2013
Leasehold land interest	\$ 5,971,541	\$ 5,805,839
Mine pit	5,569,178	5,162,393
Production facilities	1,408,426	9,051
Water facilities	3,329,503	3,253,877
<b>Total exploration and evaluation assets</b>	<b>\$ 16,278,648</b>	<b>\$ 14,231,160</b>

#### b) Operational performance

The Company is in its pre-operation stage and has not earned revenues from oil sands production. The Company earned interest income from its cash holdings of \$153,996 (2013 – \$4,888).

As at June 30, the Company had total assets of \$90,255,442 (2013 - \$20,154,261) which is comprised of largely cash and cash equivalents and exploration and evaluation assets.

#### G&A analysis

The Company recorded a net loss of \$4,049,273 which included non-cash share-based payment of \$438,296, general and administrative expense (“G&A”) of \$3,493,389, and interest income of \$153,996. Of the total G&A expense, \$756,359 related to salary and wages paid during Q2 2014 and \$49,988 related to advisory fees paid to third parties. An unrealized foreign exchange loss of \$2,178,323 was recorded during the quarter driven by US denominated cash held on deposit.

### Other Expenses

Property evaluation expenses of \$124,883 (2013 – \$157,403) were incurred during the quarter in analysis of potential oil sands properties. The Company incurred \$99,707 (2013 - \$20,769) in technology development expenses, primarily at its R&D facility.

### Share-based Payments

The Company recorded share-based payment expense of \$438,296 during the three months ended June 30, 2014, compared to \$205,149 for the same period of 2013. The fair value of the options was calculated using the Black-Scholes option-pricing model.

During the quarter, 2,000,000 options were issued at a weighted average exercise price of \$0.127 per option.

### Other Comprehensive Income

Included in total comprehensive income was a gain of \$50,739 (2013 – 467,642) from currency translation adjustment. The amount represents exchange differences on the net investments in the US subsidiary and the resulting differences upon translation of the US subsidiary, in accordance with IFRS.

## SUMMARY OF QUARTERLY RESULTS

<b>Quarter ended</b>	<b>Jun 30</b>	<b>Mar 31</b>	<b>Dec 31</b>	<b>Sep 30</b>	<b>Jun 30</b>	<b>Mar 31</b>	<b>Dec 31</b>	<b>Sep 30</b>
	<b>2014</b>	<b>2014</b>	<b>2013</b>	<b>2013</b>	<b>2013</b>	<b>2013</b>	<b>2012</b>	<b>2012</b>
Revenue (net of royalties)	\$ -	\$ -	\$ 12,947	\$ 126,905	\$ -	\$ -	\$ -	\$ -
Interest income	153,996	345,471	192,436	2,497	4,888	5,782	9,210	24,778
(Loss)/gain on sale of capital assets	-	-	-	-	-	-	-	50
Net loss	(4,049,273)	(1,854,609)	(4,818,595)	(861,648)	(1,079,544)	(986,894)	(775,407)	(859,724)
Earnings (loss) per share – basic and diluted	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company reported \$153,996 in interest income in Q2 2014 which decreased by \$191,475 from the previous quarter. The decrease in interest income resulted from lower interest rates returns being received on the US denominated investments. Previous to Q2 2014, the majority of investments had been denominated in Canadian funds which earned higher interest.

Net loss increased by \$2,194,664 from the previous quarter primarily due to the change in foreign exchange rates, but also in part to a number of other factors. Property evaluation and technology development spending increased during the quarter as the Company aimed to increase its knowledge base.

## LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2014, the Company had cash and cash equivalents of \$69,995,663, net working capital of \$69,773,477 and commitments for capital expenditures of \$2,804,331.

The Company intends to use its cash and cash equivalent balance to fulfill its liabilities and commitments and fund its development project. Since completion of the private placement financing, the Company has purchased \$52 million US dollars in order to ensure the Company minimizes currency risk during project execution.

As of the date of this report, the Company has no bank debt or banking credit facilities in place.

## COMMITMENTS

The Company has three forms of future commitments; office leases and equipment, resources properties, and capital equipment dedicated to the PR Spring Project.

The Company leases office and office/development premises in Calgary and Grande Prairie, respectively. The Calgary office has a head lease expiring March 31, 2018 with average gross quarterly rental fees of \$103,788. The office and technology development facility lease in Grande Prairie has a 3-year term expiring March 31, 2016 with gross quarterly rental fees of \$36,135. The Company also leases office equipment in Calgary. The lease expires on July 2016 with quarterly lease payment of \$564.

The Company's resource properties are leased from the State of Utah. With 32,005 acres held under separate leases and each having differing expiry terms, the average quarterly payments are US\$69,087.

The capital expenditure commitments incurred as at June 30, 2014 are US\$1,556,697 and expected to be paid during 2014. The committed costs pertain to detailed engineering, construction management and capital equipment. Subsequent to the end of the quarter, the Company committed to an additional US\$1,777,644 of capital equipment to be paid in 2014 and 2015.

## RELATED PARTY TRANSACTIONS

The key management personnel of the Company are comprised of members of the US Oil Sands Board of Directors and executives of the Company. Directors only receive share-based payment compensation and no cash compensation. The remuneration of directors and other members of key management personnel during the three months ended June 30 are as follows:

	2014		2013
Short-term employee benefits	\$ 978,825	\$	454,327
Share-based payments	390,541		66,962
	\$ 1,369,366	\$	521,289

## OUTSTANDING SHARE DATA

As of the date of this report there are 853,142,395 common shares outstanding, 45,720,000 options outstanding and zero warrants outstanding.

## FINANCIAL INSTRUMENTS

The Company's financial assets and liabilities are comprised of cash and cash equivalents, accounts receivable, deposits, reclamation funds, and accounts payable and accruals. All financial instruments must be classified into one of the following five categories: loans and receivables, held-to-maturity, fair value through profit or loss, available-for-sale financial assets or financial liabilities measured at amortized cost. The Company classified all of the financial instruments as loans and receivables with accounts payable and accrued liabilities as other financial liabilities measured at amortized cost.

### *Fair value of financial instruments*

The carrying amount of cash and cash equivalents, accounts receivable, reclamation funds, accounts payable and accrued liabilities is approximated by their fair value due to their short-term nature. The Company classifies fair value measurements using a fair value hierarchy with the following levels:

- Level 1 – Unadjusted quoted price in active markets for identical assets and liabilities;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

All of the financial instruments held by the Company are recorded at amortized cost; therefore, the fair value hierarchy is not applicable and the Company does not have financial instruments of which fair values were based on Level 1, 2 or Level 3 measurement.

### **Interest Rate Risk**

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has not entered into any mitigating interest rate hedges or swaps, however the Company has \$69 million of cashable GICs. Had the interest rate on investments been 100 basis points higher (or lower) throughout the three months ended March 31, 2014, earnings would have been affected by \$357,878 (2013 – \$25,475) based on the average investment balance outstanding during the quarter.

### **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company enters into transactions denominated in United States currency for which the related expenses and accounts payable balances are subject to exchange rate fluctuations. The following items are denominated in United States currency:

	<b>June 30 2014</b>	December 31 2013
Cash and cash equivalents	\$ 55,837,974	\$ 1,065,727
Accounts payable	323,157	23,234
Accrued liabilities	169,612	86,430

As at June 30, 2014, the exchange rate between Canadian dollars and US dollars was US\$1 to CAD\$1.0676. A change of the value of the Canadian dollar relative to the US dollar of 1% will result in a \$553,452 increase in the gain or loss of foreign exchange, respectively.

### **Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The maximum risk to credit exposure is equal to the Accounts Receivable balance, the majority of which consists of receivables due from the Government of Canada.

### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company enters into transactions for which repayment is required at various maturity dates. Liquidity risk is measured by reviewing the Company's future net cash flows for the possibility of a negative net cash flow. All financial instruments are short-term in nature and are settled within 90 days.

## **OUTLOOK FOR 2014**

For the balance of 2014, the Company will continue to focus on the PR Spring Project Phase 1 of engineering and mine design, placement of orders for all long-lead equipment and refinement of equipment component selection for all other equipment. General site preparation will be completed in 2014. Management anticipates that the off-site fabrication of the process extraction plant will be partially complete in 2014, with final off-site fabrication and field assembly to occur in 2015 followed by commercial start-up.

Management intends to continue its pursuit of opportunities to add additional resource lands by assessing growth opportunities and furthering regulatory application efforts that ensure a ready inventory of future mineable assets for the Company.

## **FORWARD-LOOKING INFORMATION ADVISORY**

*This MD&A contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "forward-looking information"). This forward-looking information is subject to certain risks and uncertainties that could cause actual results to differ materially from those included in such forward-looking information. The words "believe", "expect", "indicate", "intend", "estimate", "anticipate", "project", "scheduled" and similar expressions, as well as future or conditional verbs such as "will", "should", "would", "may" and "could" often identify forward-looking information. This information is only a prediction. Actual events or results may differ materially from the events and results expressed in the forward-looking statements and forward-looking information. In addition, this MD&A may contain forward-looking information attributed to third-party industry sources.*

*Undue reliance should not be placed on forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which it is based will occur. By its nature, forward-looking information involves numerous*

assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward looking information will not occur.

Specific forward-looking information contained in this MD&A includes, among others, statements regarding: activities, events or developments that US Oil Sands expects or anticipates will or may occur in the future, including assessments of future plans and operations; financial information; business plans and plans for the exploration, delineation and development of the Company's assets; the completion of the construction of the surface mine development project in the PR Spring Project Area; the work programs for the PR Spring lands; the expected costs and expenditures associated with exploration, delineation and development of the Company's assets; industry information regarding bitumen estimates for Utah and the PR Spring Special Tar Sands Area; timing and sources of financing; further capital requirements; estimated taxes; the timing of commencement of operations and the level of production anticipated; the operation of facilities; production methods; estimated general financial performance in future periods; resource estimate relating to the PR Spring Project; expectations regarding the development and production potential of the Company's properties including through the use of evolving extraction technologies; the environmental performance of the Company's extraction technologies; the timing of receipt of required approvals and permits from regulatory authorities; assets, liabilities, financial resources, financial position and growth prospects; cash projections and the components thereof.

Statements relating to 'resources' are forward-looking statements, as they involve the implied assessment, based on estimates and assumptions, that the resources described exist in the quantities predicted or estimated, and can be profitably produced in the future.

With respect to forward-looking information contained in this MD&A, the Company has made assumptions regarding, among other things: the expected costs to explore, delineate and develop US Oil Sands' assets and the expected costs to construct the PR Spring Projects; future crude oil, bitumen, natural gas and synthetic crude oil prices; US Oil Sands' ability to obtain qualified staff and equipment in a timely and cost-efficient manner to meet its demands; the regulatory framework with respect to royalties, taxes, environmental matters, resource recovery and securities matters in the jurisdiction in which US Oil Sands will conduct its business; US Oil Sands' ability to market production of bitumen successfully to customers; the timing and progress of work relating to assets; continuity of resource between core holes; future production levels; future capital expenditures; future sources of funding for the Company's capital program; future debt levels; future business plans; geological and engineering estimates; the geography of the areas in which US Oil Sands will be exploring; the impact of increasing competition; US Oil Sands' ability to obtain financing on acceptable terms; the risk around change to scope; and the sufficiency of budgeted capital expenditures in carrying out planned activities.

Forward-looking information is subject to known and unknown risks and uncertainties and other factors which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied in such forward-looking information. Such risks, uncertainties and factors include, among others: the early stage of development of US Oil Sands' assets and the nature of the exploration and development activities on such assets; risks associated with contingent and discovered bitumen resources and mine pit estimates; difficulties attracting qualified personnel; the risk of termination or expiration of leases; difficulties encountered during the exploration for, delineation, development and production of bitumen; costs associated with exploration for, delineation, development and production and upgrading bitumen; the impact of competition; the need to obtain required approvals and permits from regulatory authorities; liabilities as a result of accidental damage to the environment; compliance with and liabilities under environmental laws and regulations; the volatility of crude oil and natural gas prices and of the differential between heavy and light crude oil prices; the risks associated with exploring for, developing and producing bitumen; changes in the foreign exchange rate amount between the Canadian dollar, the U.S. dollar and the euro; liquidity and capital market constraints on US Oil Sands; difficulties encountered in delivering bitumen to commercial markets; the risk that US Oil Sands is unable to sufficiently protect its proprietary technology or may be subject to technology infringement claims from third parties; general economic conditions in Canada, the United States, and global markets; failure to obtain industry partners and other third-party consents and approvals when required; royalties payable in respect of US Oil Sands' production; the impact of amendments to the Income Tax Act (Canada) on US Oil Sands; risks of third parties claiming or exercising pre-emptive rights; changes in or the introduction of new government regulations, and in particular related to carbon dioxide relating to US Oil Sands' business; uncertainty surrounding the ability to attract capital for both debt and equity when necessary; and circumstances may arise, including changes in IFRS, regulations or economic conditions, which could change the assumptions, estimates or expectations of the information provided in respect of US Oil Sands' transition to IFRS.

Management has included the above summary in order to provide readers with a more complete perspective. Actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, the benefits that US Oil Sands will derive there from. All of the forward-looking information contained in this MD&A is qualified by these cautionary statements. US Oil Sands undertakes no obligation to publicly update or revise any forward-looking information to reflect new information, subsequent events or otherwise, unless so required by applicable securities laws.