

December 15, 2006

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission
Securities Commission of Newfoundland and Labrador
Prince Edward Island Securities Office

Dear Sirs/Mesdames:

Re: U3O8 Corp - Final Long Form Prospectus

In connection with the final long form prospectus of U3O8 Corp (the "Corporation") dated December 15, 2006 (the "Prospectus") relating to the offering for distribution of up to (a) 11,000,000 common shares; and (b) 660,000 compensation warrants in each of the provinces of Canada other than the province of Quebec, we hereby consent to the inclusion in the Prospectus of:

(a) our report dated May 2, 2006 (except notes 9 (b) (c) & (d) which are as of December 15, 2006) on the following financial statements (the "Annual Financial Statements"):

- Balance sheet of the Corporation as at December 31, 2005; and
- Statements of operations and deficit and cash flows of the Corporation for the period date of incorporation on December 6, 2005 to December 31, 2005; and

(b) our report dated September 15, 2006 (except note 14 which is as of December 15, 2006) on the following financial statements (the "Interim Financial Statements"):

- Consolidated balance sheets of the Corporation as at June 30, 2006 and December 31, 2005; and
- Consolidated statements of operations and deficit and cash flows for the periods January 1, 2006 to June 30, 2006 and date of incorporation on December 6, 2005 to December 31, 2005.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from the Annual Financial Statements or the Interim Financial Statements or that are within our knowledge as a result of our audit of such Annual Financial Statements and Interim Financial Statements.

This letter is solely for the private information and use of the addressees hereof and is not to be quoted from or referred to, in whole or in part, in any document, and should not be relied upon by any other person or company.

Yours very truly,

“McCarney Greenwood LLP”

McCarney Greenwood LLP, Chartered Accountants