U3O8 CORP.
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of U3O8 Corp. (the "**Corporation**") will be held at its offices at 401 Bay Street, Suite 2702, Toronto, Ontario M5H 2Y4, on Wednesday, June 22, 2016, at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements for the year ended December 31, 2015 and the auditors' report thereon;

2. to elect the Corporation's directors for the ensuing year;

3. to appoint Davidson and Company LLP, Chartered Accountants, as the Corporation's auditors and to authorize the directors to fix their remuneration; and

4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Details of the foregoing matters are described in the management information circular of the Corporation dated May 9, 2016 (the "**Circular**"), which forms part of this notice.

The board of directors of the Corporation (the "**Board**") has fixed May 5, 2016 as the record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. To be effective, the completed form of proxy must be received by our transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, facsimile (416) 361-0470, not later than 4:30 p.m. (Toronto time) on June 20, 2016, or no later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time to which the Meeting has been rescheduled, if it has been rescheduled or adjourned.

If you are a non-registered holder of common shares and have received these materials through your broker, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

DATED at Toronto, Ontario as of the 9th day of May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

"*Richard Spencer*"

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Richard Spencer
President and Chief Executive Officer