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*"

_____

Richard Spencer
President and Chief Executive Officer

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U3O8 CORP.
MANAGEMENT INFORMATION CIRCULAR

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of U3O8 Corp. (the "Corporation" or "U3O8 Corp.") for use at the annual and special meeting of shareholders (the "Shareholders") of the Corporation referred to in the accompanying Notice of the Annual and Special Meeting of Shareholders (the "Notice") to be held on Wednesday, June 22, 2016 and at any adjournment thereof (the "Meeting"). Solicitation will be primarily by mail; however, proxies may also be solicited personally or by telephone by employees or agents of the Corporation at nominal cost. These persons will receive no compensation for such solicitation, other than their ordinary salaries or fees. All costs of solicitation by management will be borne by the Corporation. Pursuant to National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to the beneficial owners of the Common Shares. See "*Information Regarding the Voting of Shares – Beneficial Shareholders and Delivery Matters*" below. The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the foregoing documents for this purpose.

U3O8 Corp.'s board of directors (the "**Board**") has, by resolution, fixed the close of business on May 5, 2016 as the record date (the "**Record Date**"), being the date for the determination of the registered holders of the Corporation's common shares ("**Common Shares**") entitled to notice of and to vote at the Meeting.

Unless otherwise stated, the information contained in this Circular is given as of May 9, 2016 and, all dollar amounts are expressed in Canadian dollars. All references herein to the Corporation shall include its subsidiaries as the context may require. References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

INFORMATION REGARDING THE VOTING OF SHARES

REGISTERED SHAREHOLDERS

Voting by Proxy

Common Shares represented by properly executed forms of proxy (the "**Proxy**") in favour of the persons named in the enclosed Proxy will be voted or withheld from voting on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be voted upon, the Common Shares will be voted in accordance with the specification made by the Shareholder. **If no specification is made, such Common Shares will be voted in favour of passing the matters set forth in the Notice.**

The enclosed Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date of this Circular, management is not aware that any such amendments, variations or others matters are to be presented before the Meeting. However, if any other matters not presently known to the Corporation's management should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgement of the named proxyholders.

Appointment of Proxy

The persons named in the enclosed Proxy are officers of U3O8 Corp. Each Shareholder has the right to appoint a person or company, who need not be a Shareholder of U3O8 Corp., other than the persons named in the enclosed Proxy, to represent such shareholder at the Meeting. To exercise this right, a Shareholder may strike out the names printed on the Proxy and insert such person's name in the blank space provided in the enclosed Proxy or by completing another proper Proxy. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a company, by a duly authorized officer or attorney. The completed Proxy must be deposited at the office of the Corporation's transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, facsimile (416) 361-0470, no 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.

A Shareholder may indicate how his or her appointee is to vote with respect to any specific item by checking the appropriate space in the Proxy. If the Shareholder giving the Proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the Proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Proxy.

Shareholders who are not registered shareholders should refer to "*Information Regarding the Voting of Shares – Beneficial Shareholders and Delivery Matters*" below.

Revocation of Proxies

A Shareholder may revoke his or her Proxy as to any matter on which a vote has not already been cast pursuant to the authority conferred by such Proxy and may do so either by depositing an instrument in writing revoking the Proxy executed by him or her with TMX Equity Transfer Services at the address noted above at any time up to and including 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or in any other manner permitted by law.

BENEFICIAL SHAREHOLDERS AND DELIVERY MATTERS

A beneficial Shareholder (a "**Beneficial Shareholder**") is a Shareholder whose Common Shares are registered in the name of a representative such as a securities dealer, broker, bank, trust company or other intermediary (an "**Intermediary**") rather than directly in the Shareholder's name. Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of shares can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name in the records of the Corporation. Those Common Shares will most likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients.

There are two categories of Beneficial Shareholders under applicable securities regulations for purposes of dissemination to Beneficial Shareholders of proxy-related materials and other security holder materials and requests for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Canadian Securities Laws restricts the use of that information to matters strictly relating to the affairs of the Corporation. Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation. The Corporation is not sending proxy-related materials for use in connection with the Meeting directly to Beneficial Holders, will use and pay intermediaries and agents to send such materials indirectly to NOBOs and OBOs. **As more particularly outlined below, such proxy-related materials will be sent to Beneficial Shareholders using the Notice-and-Access Provisions.**

Other NOBOs and OBOs will receive a voting instruction form (the "**Voting Instruction Form**" or "**VIF**") from an Intermediary by way of instruction of their financial institution. In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of his/her Common Shares. The VIF will contain instructions relating to the signature and return of the document and these instructions should be carefully read and followed by the Beneficial Shareholder to ensure that their Common Shares are voted accordingly at the Meeting. Should a Beneficial Shareholder who receives either a VIF or Proxy wish to vote at the Meeting in person, the Beneficial Shareholder should either (i) strike out the persons named in the Proxy, if applicable, and insert the Beneficial Shareholder's name in the blank space provided in order to appoint themselves as proxyholders, and follow the signature and return instructions provided; or (ii) carefully follow the instructions of their Intermediary contained in the VIF, if applicable, including those regarding when and where the VIF is to be delivered.

The Corporation is using the "notice-and-access" provisions of NI 54-101 in connection with the delivery of the materials in respect of the Meeting. The notice-and-access provisions are a mechanism that allows reporting issuers other than investment funds to choose to deliver proxy-related materials (such as information circulars and annual financial statements) to registered holders and beneficial owners of securities by posting such materials on System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than sending such materials by mail. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the Corporation's expense. Electronic copies of this Circular, financial statements of the Corporation for the financial year ended December 31, 2015 (the "**Financial Statements**") and MD&A for 2015 may be found on the Corporation's SEDAR profile at www.sedar.com and also at http://noticeinsite.tmxequity.com/U3O8ASM2016.

Shareholders with questions about notice-and-access can call the transfer agent and registrar for the Common Shares, TMX Equity Transfer Services Inc. toll-free at 1-866-393-4891. Shareholders may also obtain paper copies of this Circular, the Financial Statements and the MD&A free of charge by contacting TMX Equity Transfer Services Inc. at the same toll-free number or upon request to the Corporate Secretary of the Corporation before June 13, 2016.

INTEREST OF CERTAIN PERSON IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Corporation at any time since the beginning of its last completed financial year, and no proposed nominee for election as a director of the Corporation, or any associate or affiliate of any of the foregoing persons, has any

material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of special business to be acted upon at the Meeting.

VOTING SECURITIES

U3O8 Corp.'s authorized capital consists of an unlimited number of Common Shares. As of May 9, 2016, 281,134,770 Common Shares were outstanding. Each Common Share carries the right to one vote on all matters to be acted upon at the Meeting. The Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "UWE", the OTCQX International under the symbol "UWEFF" and on the Santiago Stock Exchange under the symbol "UWECL".

Holders of Common Shares at the Record Date on May 5, 2016 are entitled to receive notice of and to vote at the Meeting or at any adjournment(s) thereof. In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "**OBCA**"), the Corporation will prepare a list of holders of Common Shares as of such Record Date. Each holder of Common Shares named in the list will be entitled to vote the Common Shares shown opposite his/her name on the list at the Meeting, subject to compliance with the procedures specified herein. Holders of Common Shares as of the Record Date are entitled to either attend and vote in person or, provided a completed and duly executed Proxy has been delivered to the Corporation's transfer agent in accordance with the provisions contained herein, to attend and vote, all in accordance with the procedures specified herein. No new persons who become shareholders of the Corporation following such Record Date will be entitled to notice of or vote at the Meeting.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the Corporation's directors and officers, as of May 9, 2016, no shareholder beneficially owns, or exercises control or direction over, directly or indirectly, securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation to be voted at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table for Named Executives

The following table sets forth the compensation for U3O8 Corp.'s three most recently completed financial years ended December 31, 2015, 2014 and 2013 for the Chief Executive Officer ("**CEO**") and the Chief Financial Officer ("**CFO**") (the "**Named Executives**").

Name and principal position	Year	Salary	Share-based awards	Option-based awards[2]	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
Richard Spencer *President, CEO, and Director*[1, 5]	2013	$251,737	$Nil	$81,000[3]	$Nil	$Nil	$Nil	$Nil	$332,737
	2014	$251,737	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$251,737
	2015	$138,000	$Nil	$13,243[4]	$Nil	$Nil	$Nil	$Nil	$151,234
John Ross *CFO and Director*[1,5]	2013	$60,000	$Nil	$9,200[3]	$Nil	$Nil	$Nil	$Nil	$69,200
	2014	$60,000	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$60,000
	2015	$30,000	$Nil	$9,932[4]	$Nil	$Nil	$Nil	$Nil	$39,932

Notes:

(1) As at December 31, 2015, the CEO was owed $65,418 for deferred salary and expenses, and the CFO was owed $16,950 in deferred consulting fees.

(2) The estimated grant date fair value of these stock options has been calculated using the Black-Scholes model. The Black-Scholes model is a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value. Calculating the value of stock options using this methodology is very different from a simple "in-the money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated "grant date fair value" based on a Black-Scholes valuation, especially where, as in the case of the Corporation, the price of the Common Share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation.

(3) On May 29, 2013, the Corporation granted 850,000 stock options to officers of the Corporation with an expiry date of May 29, 2018 and a strike price of $0.16. Such options vest over 18 months. The fair value these option at the grant date was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; 105% volatility; risk-free interest rate of 1.44%; and a five year expected term.

(4) On Mar. 30, 2015, the Corporation granted 7,200,000 stock options to directors, officers, consultants, and employees of the Corporation, with an expiry date of Mar. 30, 2020 and a strike price of $0.035. Such options vest over 18 months. The fair value of these option at the grant date was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; 103% volatility; risk-free interest rate of 0.62%; and a five year expected term.

(5) Neither CEO nor CFO received compensation for their role as Directors.

Outstanding Share-Based Awards and Option-Based Awards to Named Executives

The following table sets out all option and share-based awards held by the Named Executives as at December 31, 2015.

Option-Based Awards					Share-Based Awards	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options [(1)] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
Richard Spencer	100,000	$0.50	May 9, 2016	$Nil	Nil	N/A
	250,000	$0.42	May 23, 2017	$Nil	Nil	N/A
	750,000	$0.16	May 29, 2018	$Nil	Nil	N/A
	600,000	$0.035	March 30, 2020	$Nil	300,000	N/A
John Ross	100,000	$0.50	May 9, 2016	$Nil	Nil	N/A
	150,000	$0.42	May 23, 2017	$Nil	Nil	N/A
	100,000	$0.16	May 29, 2018	$Nil	Nil	N/A
	450,000	$0.035	March 30, 2020	$Nil	225,000	N/A

Note:

(1) Based upon the closing price of the Common Shares as at December 31, 2015, which was $0.03 per share.

Incentive Plan Awards – Value Vested During the Year

The following table sets forth the value vested during the year ended December 31, 2015 of all options and share-based awards held by the Named Executives**.**

Name	**Option-based awards – value vested during the year[(1)] ($)**	**Share-based awards – value vested during the year ($)**	**Non-equity incentive plan compensation – value earned during the year ($)**
Richard Spencer	$13,243	$Nil	$13,243
John Ross	$9,932	$Nil	$9,932

Note:

(1) Based on the number of options that vested during the financial year ended Dec. 31, 2015, and calculated based on the difference between the market price of the Common Shares on the TSX and the exercise price of the options on the vesting date. Any unexercised options may never be exercised and an actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Compensation Discussion and Analysis

U3O8 Corp.'s approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. We attempt to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Corporation.

Compensation Governance

The Corporation's compensation governance structure consists of the Board and the Compensation, Corporate Governance and Nominating Committee ("**CCGNC**"). The Board provides oversight of the Corporation's compensation principles, practices and programs relating to the Named Executives, employees, and the Board, including the management of compensation risk. The Board approves compensation programs and annual compensation for the Named Executives, based on the recommendations of the CCGNC. The Board approves the director compensation program on the recommendation of the CCGNC.

The CCGNC is comprised of three directors, namely Pablo Marcet (Chairperson), Keith Barron, and David Constable, each of whom is independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). The CCGNC assists the Board in its oversight of compensation, including the review and recommendation of compensation programs, annual awards, and peer companies for benchmarking purposes. The CCGNC also analyses whether the Corporation's programs encourage unnecessary or excessive risk taking.

The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Corporation does not currently have a policy that restricts directors or NEOs from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity. However, to the knowledge of the Corporation, as of the date of hereof, no director or NEO of the Corporation has participated in the purchase of such financial instruments.

Compensation Program Design

Standard compensation for the Corporation's Named Executives may be comprised of the following elements: (i) base salary or consulting fees, (ii) cash bonuses awarded annually, and (iii) grants of options and/or common shares under the Corporation's share incentive plan (the "**Share Incentive Plan**").

- Base salaries represent the minimum compensation to Named Executives for services rendered. Base salaries depend on the scope of the Named Executive's experience, responsibilities, leadership skills, performance, length of service, generally industry trends and practices competitiveness, and the Corporation's existing financial resources.

- Cash bonuses are used to motivate and reward Named Executives to achieve the Corporation's annual objectives. Bonuses are determined at the discretion of the Board, based on the recommendations of the Compensation, Corporate Governance and Nominating Committee ("**CCGNC**"). Factors considered in awarding a cash bonus include a Named Officer's contributions to the achievement of predetermined corporate goals, achievement of individual objectives, and the Corporation's overall performance and financial resources.

- Grants of options and/or common shares under the Share Incentive Plan are made as long-term incentive compensation to align the individual's grantee's interests with those of the Corporation. Options and/or grants of incentive shares are awarded by the Board, based on the recommendations of the CCGNC. Decisions with respect to options granted are based on competitive market compensation data, the individual's level of responsibility, and ability to contribute towards the Corporation's goals and objectives. Existing options held by the Named Executives at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants.

Given the Corporation's exploration stage, compensation to date has emphasized salary and meaningful stock option awards to attract and retain Named Executives and, to a certain extent, to conserve cash. This policy may be re-evaluated in the future to instead emphasize cash bonuses with a reduced reliance on option awards, depending upon the future development of the Corporation and other factors which may be considered relevant by the Board from time to time. The Corporation has not currently set any objective criteria for any bonuses or incentive plan grants, and will instead rely upon any recommendations of the CCGNC and discussion at the Board level with respect to the criteria noted above and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Corporation.

In fiscal 2015, the process for determining compensation for U3O8 Corp.'s CEO was principally based upon the financial state of the Corporation. While discussions at the Board level concerning the accomplishments of the individual, principally in terms of exploration success, as well as accomplishments that create value for the Corporation and market rates for such positions were held, the low share price and financial health of the Corporation was the most significant factor in compensation discussions. In fiscal 2015, Dr. Richard Spencer earned a salary of $138,000 as President and CEO together with stock option-based awards valued at $13,243. The decrease is salary was deemed temporary, until the Corporation finances and share price improves. The decreased salary did not affect the potential payout on termination of employment (see below). At December 31, 2015, Dr. Spencer had deferred $65,418 in salary and expenses. (see "Summary Compensation Table" above).

The process for determining the CFO's compensation during fiscal 2015 was based principally upon discussions at the Board level concerning the appropriate consideration for the fulfillment of the duties of a CFO in a timely manner and the percentage of the CFO's time devoted to the Corporation's affairs. Mr. John Ross was paid a salary of $30,000 as CFO together with stock option-based awards valued at $9,932 for fiscal 2015. The decrease is salary was deemed temporary, until the Corporation finances and share price improves. At December 31, 2015, Mr. Ross had deferred $16,950 in consulting fees (See "Summary Compensation Table" above). Neither Dr. Spencer nor Mr Ross participated in, or was present, during these discussions.

Termination, Change of Control Benefits, and Employment Contracts

U3O8 Corp. has entered into an employment agreement with Dr. Richard Spencer as President and CEO effective November 23, 2007, which sets out his duties and responsibilities and terms of employment including annual salary, bonus, benefits, stock option incentives and vacation entitlement. This agreement may be terminated as follows: (i) by Dr. Spencer other than for "good reason" (as defined in such agreement) upon provision of a minimum of two months' written notice and up to a maximum of six months' written notice, or by the Corporation for just cause, in either such event Dr. Spencer is not entitled to any termination payments; (ii) by the Corporation without just cause or by Dr. Spencer for "good reason", in either such case Dr. Spencer is entitled to receive a lump sum payment equal to between 12 and 24 months' salary based upon his years of service, payment of any bonus owing to Dr. Spencer in full and continuation of benefits during the severance period; or (iii) by the Corporation within six months of a "change of control" (as defined in such agreement), in which case Dr. Spencer is entitled to a lump sum payment equal to 24 months' salary. In addition, in the event of termination of Dr. Spencer's employment by the Corporation either without just cause or in the event of a "change of control", all stock options held by Dr. Spencer shall become accelerated, vested and immediately exercisable.

The following table sets forth the estimated incremental payments which would be owing to Dr. Spencer pursuant to the above noted employment agreement in the event that he was terminated effective December 31, 2015, in each of the circumstances set forth below**.**

Name	Termination event	Estimated Incremental Payment			
		Severance	Option-based awards	Other	Total
Richard Spencer	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause or by Dr. Spencer for "good reason"	$398,584[(1)]	Nil	$75,521[(1)]	$474,105
	By Dr. Spencer other than for "good reason" upon two months' notice	Nil	Nil	Nil	Nil
	By Corporation following "change of control"	$503,474[(2)]	Nil	Nil	$503,474

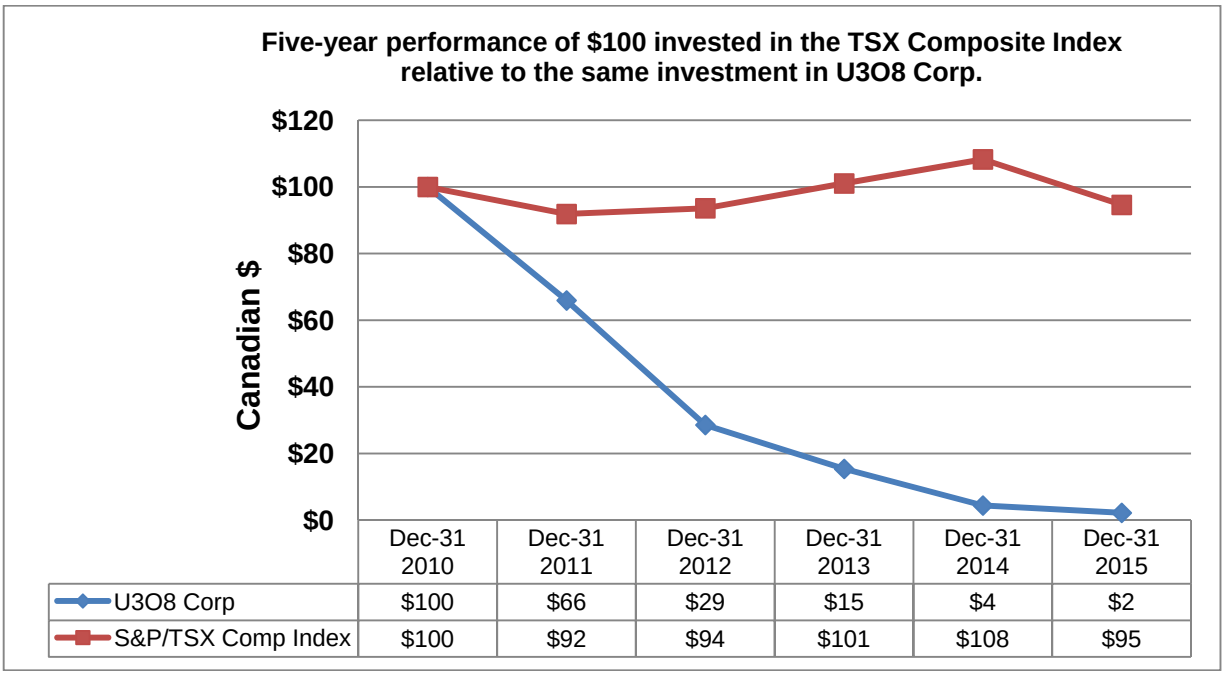
Notes:

(1) Comprised of a severance payment equal to 19 months' salary and a full bonus based on 30% of annual base salary.

(2) Comprised of a severance payment equal to 24 months' salary.

PERFORMANCE GRAPH

The following graph compares the total cumulative return for $100 invested in U3O8 Corp.'s Common Shares on December 31, 2010 with the cumulative return of the S&P/TSX Composite Index for the five most recently completed financial years.



	Dec-31 2010	Dec-31 2011	Dec-31 2012	Dec-31 2013	Dec-31 2014	Dec-31 2015
U3O8 Corp	$100	$66	$29	$15	$4	$2
S&P/TSX Comp Index	$100	$92	$94	$101	$108	$95

The Corporation does not determine executive compensation based on the share price performance. As challenges have been experienced in the junior resource capital markets, the Corporation has taken commensurate measures to reduce costs across the organization, including executive compensation. Accordingly, Named Executives have received reduced amounts of compensation in this period.

COMPENSATION OF DIRECTORS

The Directors elected not to charge fees in 2015 and to defer fees until the financial condition of the Corporation improves. Prior to this election by the Directors, each director of U3O8 Corp. was paid an annual fee of $10,000, with the Chairman receiving an additional $12,000 per annum and the Chairman of the Audit Committee receiving an additional $6,000 per annum. Directors are also reimbursed for travel and other out-of-pocket expenses incurred in attending directors' and shareholders' meetings. Directors are entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such directors for such services to arm's length parties. During the year ending December 31, 2015, no such service fees were paid to any director of the Corporation. Directors are entitled to participate in the Share Incentive Plan.

Director Compensation

The following table sets forth all compensation earned by each director of U3O8 Corp. who is not a Named Executive, during the year ended December 31, 2015.

Name[(1)]	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Keith Barron	$Nil	Nil	$16,793[(2)]	Nil	Nil	Nil	$16,793
David Constable	$Nil	Nil	$13,243[(2)]	Nil	Nil	Nil	$13,243
Pablo Marcet	$Nil	Nil	$8,828[(2)]	Nil	Nil	Nil	$8,828
David Franklin[(3)]	$Nil	Nil	$Nil	Nil	Nil	Nil	$Nil
Richard Patricio[(4)]	$Nil	Nil	$8,828[(2)]	Nil	Nil	Nil	$8,828

Notes:

(1) Compensation paid to Richard Spencer and John Ross, each of whom is a director and a Named Executive, is disclosed in the Summary Compensation Table for Named Executives, above.

(2) On Mar. 30, 2015, the Corporation granted 7,200,000 stock options to directors, officers, consultants, and employees of the Corporation, with an expiry date of Mar. 30, 2020 and a strike price of $0.035. Such options vest over 18 months. The fair value these option at the grant date was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; 103% volatility; risk-free interest rate of 0.62%; and a five year expected term.

(3) Mr. Franklin was elected to the Board on June 30, 2015.

(4) Mr. Patricio did not stand for re-election at the Corporation's annual meeting on July 29, 2015.

Outstanding Share-Based Awards and Option-Based Awards to Directors

The following table sets out all option and share-based awards held by each U3O8 Corp. director who is not a Named Executive, as at December 31, 2015.

	Option-Based Awards				Share-Based Awards	
Name[(1)]	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[(1)]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Keith Barron	100,000	$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	$0.42	May 23, 2017	Nil	Nil	N/A
	400,000	$0.12	September 10, 2018	Nil	Nil	N/A
	500,000	$0.16	April 21, 2019	Nil	Nil	N/A
	600,000	$0.035	March 30, 2020	Nil	Nil	N/A
David Constable	100,000	$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	$0.42	May 23, 2017	Nil	Nil	N/A
	200,000	$0.12	September 10, 2018	Nil	Nil	N/A
	600,000	$0.035	March 30, 2020	Nil	Nil	N/A
Pablo Marcet	200,000	$0.45	May 25, 2016	Nil	Nil	N/A
	100,000	$0.42	May 23, 2017	Nil	Nil	N/A
	300,000	$0.12	September 10, 2018	Nil	Nil	N/A
	400,000	$0.035	March 30, 2020	Nil	Nil	N/A
David Franklin	N/A	N/A	N/A	Nil	Nil	N/A

Notes:

(1) Awards outstanding to Richard Spencer and John Ross, each of whom is a director and a Named Executive, are disclosed in the Outstanding Share-Based and Option-Based Awards to Named Executives table, above.

(2) Based upon the closing price of the Common Shares as at December 31, 2015, which was $0.03 per share.

Incentive Plan Awards – Value Vested During the Year

The following table sets forth the value vested during the year ended December 31, 2015 of all options and share-based awards held by U3O8 Corp.'s directors who are not Named Executives.

Name	Option-based awards – value vested during the year ($)	Share-based awards – value vested during the year ($)	Non-equity incentive plan compensation – value earned during the year ($)
Keith Barron	Nil	Nil	Nil
David Constable	Nil	Nil	Nil
Pablo Marcet	Nil	Nil	Nil
David Franklin	Nil	Nil	Nil
Richard Patricio	Nil	Nil	Nil

Note:

(1) Based on the number of options that vested during the financial year ended Dec. 31, 2015, and calculated based on the difference between the market price of the Common Shares on the TSX and the exercise price of the options on the vesting date. Any unexercised options may never be exercised and an actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under the Share Incentive Plan, which was the Corporation's only equity compensation plan, as at December 31, 2015.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders[(1)]	14,560,000	$0.14	13,553,477[(2)]
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	**14,560,000**	**$0.14**	**13,553,477 [(2)]**

Notes:

(1) Pursuant to the Share Incentive Plan, a "rolling" plan pursuant to which the maximum aggregate number of common shares which may be subject to options or share incentive grant is 10% of the common shares outstanding from time to time.

(2) Based on 281,134,770 Common Shares outstanding as at December 31, 2015.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – Corporate Governance Guidelines of the Canadian Securities Administrators has set out best practice guidelines for effective corporate governance (the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – Disclosure of Corporate Governance Practices ("**NI 58-101**") requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance. Below is a description of U3O8 Corp.'s corporate governance practices in relation to the Guidelines.

The Board of Directors

For the purposes of NI 58-101, a director is considered to be "independent" if he or she does not have any direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The Board is currently comprised of six members, four of whom the Board has determined are "independent directors" within the meaning of NI 58-101.

Of the Corporation's six directors, Keith Barron, David Constable, David Franklin, and Pablo Marcet are considered independent directors within the meaning of NI 58-101 since they are each independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the date of incorporation of the Corporation, none of the independent directors have worked for the Corporation, received remuneration from the Corporation or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation. Richard Spencer and John Ross are not independent since each is also an executive officer of the Corporation.

David Constable, an independent director, serves as the Chairman of the Board, whose role it is to oversee the operations of the Board, chair meetings of the independent directors and carry out other duties as required from time to time.

The Board functions independently of management. To enhance its ability to act independent of management, the Board may meet in the absence of members of management or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. Independent directors may meet on an *ad hoc* basis, as and when required.

For information about the attendance of each director at all Board and committee meetings during the financial year ended December 31, 2015, see "*Particulars of Matters to be Acted Upon – Election of Directors*".

Directorships

Certain of the Corporation's directors are also directors of other reporting issuers as follows:

Name of Director	Other Reporting Issuer (or equivalent in a foreign jurisdiction)
Keith Barron	Aurania Resources Ltd., Firestone Ventures Ltd.
David Constable	Sandspring Resources Ltd.
Pablo Marcet	Orosur Mining Inc.

Board Mandate

The Board does not have a written mandate. However, the Board is responsible for the stewardship of the Corporation and for supervising the management of its business and affairs. While management is responsible for the day-to-day conduct of the Corporation's business, in carrying out its supervisory responsibilities, the Board will oversee the development, adoption and implementation of the Corporation's strategies and plans.

The Board's responsibilities, either directly or through committees of the Board, include: (a) adopting a strategic planning process and approving a strategic plan; (b) identifying the Corporation's principal risks and ensuring the implementation of appropriate systems to manage these risks; (c) ensuring appropriate succession planning, including appointing, training and monitoring senior management; (d) developing a communications policy for the Corporation; (e) monitoring and ensuring the integrity of the Corporation's internal control and management information systems; (f) ensuring appropriate standards of corporate conduct, including adopting and monitoring compliance of a code of business conduct and ethics; (g) reviewing and approving material transactions not in the ordinary course of business; (h) reviewing and approving compensation and/or changes in senior management; (i) developing appropriate, applicable corporate governance principals and guidelines; (j) reviewing annually the contribution of the Board as a whole, the committees of the Board and each of the directors; and (k) reviewing and approving the quarterly and annual financial statements, management's discussion and analysis, annual capital budget and any material changes to the operating budget.

Position Descriptions

Given the small size of the Corporation's infrastructure and the existence of formal charters governing each of the committees of the Board, the Board does not feel that it is necessary at this time to formalize position descriptions for the CEO, Chairman of the Board or the Chairman of each such committee in order to delineate their respective responsibilities. Accordingly, these roles are delineated on the basis of customary practice.

Orientation and Continuing Education

While the Corporation currently has no formal orientation and education program for new Board members, sufficient information (such as recent financial statements, prospectuses, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. U3O8 Corp. also encourages continuing education of its directors and officers, where appropriate, in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

The Board has adopted a formal code of conduct for directors and employees, a copy of which may be obtained on the Corporations' SEDAR profile at www.sedar.com, or upon request to the Corporation at 401 Bay Street, Suite 2702, Toronto, Ontario M5H 2Y4, Attention: Corporate Secretary.

In order to ensure compliance with the code of conduct and that directors exercise independent judgment, the Board has assumed responsibility for approving transactions involving U3O8 Corp. and any "related party" (as that term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*), monitoring the Corporation's compliance with strategic planning matters, implementing a process for assessing the effectiveness of committees of directors and individual directors, and reviewing changes in or additions to compliance policies, standards, codes and programs, as well as applicable legislation.

The fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest will ensure that the Board operates independently of management and in the best interests of the Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors and proposed directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director will be required to declare the nature and extent of his interest and will not be entitled to vote at meetings of directors at which matters giving rise to such conflict are considered.

Nomination of Directors

The Board has established the CCGNC, which is responsible for the appointment and assessment of directors. The members of the CCGNC are Pablo Marcet (Chairperson), Keith Barron, and David Constable, each of whom is independent within the meaning of NI 58-101. While there are no specific criteria for Board membership, U3O8 Corp. attempts to attract and maintain directors with business knowledge and a

particular knowledge of mineral exploration and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Corporation. As such, nominations tend to be the result of recruitment efforts by management and discussions among the directors prior to the consideration of the CCGNC and Board as a whole.

Compensation of Directors and Officers

The CCGNC is responsible for assisting the Corporation in determining compensation of Named Executives, as well as reviewing the adequacy and form of the directors' compensation in light of the responsibilities, time commitment and risks involved in being an effective director. The CCGNC reviews annually the goals and objectives of the CEO for the upcoming year, and appraises the CEO's performance for the past year. It also administers and makes recommendations regarding the operation of the Corporation's incentive plans. See "*Statement of Executive Compensation – Compensation Discussion and Analysis*" above.

Other Board Committees

In addition to the Audit Committee and CCGNC, the Board has a Safety, Health, Environment, Community and Technical Committee, which provides support and expertise in the areas of workplace safety and health, environmental issues, corporate social responsibility initiatives and technical issues in connection with the Corporation's day to day operations and exploration activities. The members of the Safety, Health, Environment, Community and Technical Committee are Keith Barron (Chairperson), David Constable, and Richard Spencer.

Assessments

The Board does conduct a formal annual assessment of the effectiveness of the Board, its committees and their peers. The Chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of the other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the Chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made.

Director Term Limits and Other Mechanisms of Board Renewal

The Board is concerned that imposing inflexible director term limits or mandatory retirement ages would discount the value of experience of the Corporation's history and culture and the importance of continuity, and risk the loss of key directors. The Board has therefore elected not to adopt term limits or mandatory retirement policies, but rather relies on the collective experience and judgement of its members to determine when changes in the Board are appropriate. Shareholder feedback and voting results are also considered by the Board in this regard.

Diversity Policy

The members of U3O8 Corp.'s Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and experience. The Board considers merit as the key requirement for board appointments. The Corporation has not adopted a written diversity policy and has sought to attract and maintain diversity at the Board level informally through the recruitment efforts of Management in discussion with directors prior to proposing nominees to the CCGNC and to the Board as a whole for consideration.

Consideration of the Representation of Women on the Board and in Executive Officer Appointments

In identifying suitable Board nominees or in selecting and assessing candidates for executive positions, candidates will be considered on merit against objective criteria regarding business experience, skill sets, competencies, technical expertise, sector specific knowledge and with due regard for the benefit of diversity including the level of representation of women in these capacities. As the need for new directors or executive officers arises, the Corporate Governance Committee assesses candidates on the basis of industry experience and business acumen with specific knowledge of mineral exploration and development or other areas (such as finance, South American market experience) as desired at that particular time by the Corporation, the Board and its committees. Board candidates are also evaluated against the area of expertise of existing members so new appointments may contribute to expanding the Board's breadth of experience.

Company's Targets for Women on the Board and in Executive Officer Positions

As of the date hereof, none of the Corporation's directors are female. One of the 6 (17%) executive officers of the Corporation's subsidiaries is female. Diversity including gender, age, nationality, cultural and educational background, business knowledge and other experience, are among the factors that the CCGNC considers in identifying and selecting candidates for the Board and executive positions. For example, with the majority of the Corporation's operations located in South America, 4 of the 6 (67%) executive officers are South American, as is one of the board members (17%). Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives in which all employees and directors are treated with fairness and respect, and have

equal access to opportunities for advancement based on skills and aptitude. As a result, the Corporation has not adopted targets based on any specific area of diversity and does not set targets for women on the Board or in executive officer positions.

Majority Voting Policy

On May 13, 2013, the Board adopted a majority voting policy. Under this policy, in an uncontested election of directors, any nominee proposed for election as a director who receives a greater number of "Withheld" votes than "For" votes is expected, promptly following the date of the meeting at which the election occurred, to submit his or her resignation to the Chairman of the Board for consideration by the CCGNC, with the resignation to take effect upon acceptance by the Board. The Board will act on the CCGNC's recommendation within 90 days following the date of the meeting at which the election occurred.

In considering whether or not to accept a resignation, the CCGNC will make a recommendation to the Board as to the director's suitability to continue to serve as a director after reviewing, among other things, the voting results for the nominee, the length of service and qualifications of the nominee, such nominee's contributions to the Corporation, and whether the director's resignation from the Board would be in the best interests of the Corporation, and the Board will consider such recommendation. The Corporate Governance Committee will also consider a range of possible alternatives concerning the director's tendered resignation, including acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Corporate Governance Committee to have substantially resulted in the "Withheld" votes.

A director who tenders his or her resignation will not participate in any meetings to consider whether the resignation will be accepted.

AUDIT COMMITTEE

Information concerning the Audit Committee, including the qualifications of members, audit fees paid and the Audit Committee charter are set forth in the Corporation's annual information form for the year ended December 31, 2015, copy of which may be obtained free of charge on the Corporations' SEDAR profile at www.sedar.com, or upon request to the Corporation at 401 Bay Street, Suite 2702, Toronto, Ontario M5H 2Y4, Attention: Corporate Secretary. The Audit Committee members are Messrs. David Franklin (Chairperson), David Constable and Pablo Marcet.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former directors, executive officers or employees, currently or formerly proposed director nominees, nor any associate of any such individual, is at the date hereof, or has been since the commencement of U3O8 Corp.'s year ended December 31, 2015, indebted to the Corporation or any of its subsidiaries in connection with the purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries either as at the date of this Circular or at any time since the commencement of the Corporation's year ended December 31, 2015.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, significant shareholder (or director or executive officer thereof), or proposed director of U3O8 Corp., or any associate or affiliate thereof, has had any material interest, direct or indirect, in any transaction since the commencement of its most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Election of Directors

The number of directors to be elected at the Meeting is six (6). At the Meeting, the Shareholders will be asked to consider, and, if thought fit, approve with or without variation a resolution re-electing the six current members of the Board, to hold office until the next annual meeting of Shareholders or until his successor is elected or appointed, unless such office is earlier vacated in accordance with the provisions of the OBCA and U3O8 Corp.'s bylaws. In order to be effective, this resolution requires the approval of not less than 50% of the votes cast by Shareholders represented at the Meeting in person or by proxy.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless authority to do so is withheld, the persons named in the accompanying Proxy intend to vote for the election of all six nominees whose names are set forth below (the "Nominees").** Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason

prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the enclosed Proxy to vote for the election of any other person or persons in place of any Nominee(s) unable to serve.

The following table sets out certain information about each Nominee based on information furnished by each person as of May 9, 2016.

Name, Province and Country of Residence	Director Since	Principal Occupation[(1)]	Common Shares Owned or Controlled [(1)]
Keith Barron[(3)(4)] *Valais, Switzerland*	December 2005	President, CEO and Director, Aurania Resources Ltd.	26,645,037
David Constable[(2)(3)(4)(5)] *Ontario, Canada*	April 2006	Retired Business Executive; Director of U3O8 Corp., and Sandspring Resources Ltd.	150,000
David Franklin[(2)] *Ontario, Canada*	June 2015	Co-Founder and Managing Director, WoodsWater Capital Inc., (April 2014 to present).	Nil
Pablo Marcet[(2)(3)] *Buenos Aires, Argentina*	May 2011	Director, Orosur Mining Inc.	179,469
John Ross *Ontario, Canada*	June 2015	CFO, U3O8 Corp. (2010 to present); CFO, Vertichem Corporation (2014 to present); CFO, Niagara Ventures Corp. (2015 to present).	618,180
Richard Spencer[(4)] *Ontario, Canada*	January 2008 – April 2010; November 2014	President and CEO of U3O8 Corp. (2008 to present).	1,363,100

Notes:

(1) Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by respective persons set forth above.
(2) Member of the Audit Committee. David Franklin is Chair.
(3) Member of the CCGNC. Pablo Marcet is Chair.
(4) Member of the Safety, Health, Environment, Community and Technical Committee. Keith Barron is chair.
(5) From May 2007 to October 2007, Rage Energy Inc. ("Rage") was subject to a cease trading order for failing to file financial statements. In December 2008, a further cease trade order was issued with respect to the securities of Rage, which order remains in effect as of the date of this Circular. Mr. Constable was appointed as a director of Direct IT Canada Inc., a predecessor to Rage, in March 2000, and continued as a director of Rage until December, 2008.

Meeting Attendance

During the year ended December 31, 2015, the Board held five meetings**,** as did the CCGNC and Safety, Health, Environment, Community and Technical committees. The Audit Committee of the Board held four meetings. The independent directors held *in camera* sessions at each of the Board meetings. The members of the Board and their attendance at the Board and committee meetings are set forth in the table below.

Name of Director	Board and Committee Meeting Attendance			
	Board (5)	Audit (4)	CCGNC (5)	Safety, Health, Environment, Community and Technical (5)
Keith Barron	4	N/A	4	4
David Constable	5	4	5	5
David Franklin	5	4	N/A	N/A
Pablo Marcet	5	4	5	N/A
John Ross	5	N/A	N/A	N/A
Richard Spencer	5	N/A	N/A	5

2. Appointment of Auditors

Davidson and Company LLP, Chartered Accountants ("**Davidson**") are the independent registered certified auditors of the Corporation. Management of the Corporation intends to nominate Davidson for reappointment as auditors of the Corporation. **Unless authority to do so is withheld, the persons named in the accompanying Proxy intend to vote for the appointment of Davidson as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration**.

Davidson has served as auditors of the Corporation since February 3, 2016. At the start of February 2016, the Corporation's auditor, KPMG LLP, resigned at the Corporation's request. Davidson was appointed as the successor auditor, effective the same day.

There were no reportable events (as defined in National Instrument 51-102) between the Former Auditor and the Corporation. A copy of the reporting package relating to the Corporation's change of auditor was filed under the Corporation's profile on SEDAR at www.sedar.com on February 16, 2016, and is attached to this Circular as Appendix "A".

ADDITIONAL INFORMATION

Additional information on U3O8 Corp. is available on its website at www.u3o8corp.com and on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("**MD&A**") for the year ended December 31, 2015. For a copy of U3O8 Corp.'s financial statements and MD&A, contact the Corporation as follows:

U3O8 Corp.
401 Bay Street, Suite 2702,
Toronto, Ontario M5H 2Y4
Telephone (416) 868-1491

DIRECTORS' APPROVAL OF CIRCULAR

The contents and the sending of this Circular to the Shareholders have been approved by the Board.

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

BY ORDER OF THE BOARD OF DIRECTORS

"Richard Spencer"

Richard Spencer
President and Chief Executive Officer

APPENDIX "A"
CHANGE OF AUDITOR REPORTING PACKAGE

(Please see attached.)

U308 CORP.

NOTICE OF CHANGE OF AUDITORS

TO: **KPMG LLP, Chartered Professional Accountants**

AND TO: **Davidson & Company LLP, Chartered Professional Accountants**

TAKE NOTICE THAT:

(a) KPMG LLP, Chartered Professional Accountants, the former auditors of **U308 CORP.** (the "Corporation") tendered their resignation effective February 3rd, 2016 and the Board of Directors of the Corporation on February 3rd, 2016 has appointed Davidson & Company LLP, Chartered Professional Accountants, as successor auditors in their place, effective February 3rd, 2016;

(b) the former auditors of the Corporation were requested to resign by the Corporation;

(c) the resignation of KPMG LLP and the appointment of Davidson & Company LLP in their place has been approved by the Board of Directors of the Corporation;

(d) there have been no reservations contained in the former auditors' reports on any of the financial statements of the Corporation commencing at the beginning of the two most recently completed fiscal years and ending on February 3rd, 2016; and

(e) there are no reportable events (as defined in section 4.11 (7) (e) of National Instrument 51-102).

DATED at Toronto, Ontario this 3rd day of February, 2016.

BY ORDER OF THE BOARD OF DIRECTORS



Richard Spencer,
President & Chief Executive Officer

KPMG LLP
Bay Adelaide Centre
333 Bay Street Suite 4600
Toronto ON M5H 2S5
Canada

Telephone (416) 777-8500
Fax (416) 777-8818
Internet www.kpmg.ca

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
Office of the Administrator of the Securities Act - New Brunswick
Securities Commission of Newfoundland and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Registrar of Securities - Prince Edward Island
Saskatchewan Financial Services Commission - Securities Division

February 3, 2016

Dear Sir/Madam

Re: Notice of Change of Auditors of U3O8 Corp.

We have read the Notice of U3O8 Corp. dated February 3, 2016 and are in agreement with the statements contained in such Notice except that we are not in a position to agree or disagree with U3O8 Corp.'s statement that the resignation of KPMG LLP and the appointment of Davidson & Company LLP in their place has been approved by the Board of Directors of the Corporation.

Yours very truly,

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada

February 3, 2016

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG Network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP

February 4, 2016

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Manitoba Securities Commission
Suite 500 – 400 St. Mary Avenue
Winnipeg, MB
R3C 4K5

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS
B3J 3J9

Toronto Stock Exchange
The Exchange Tower
130 King Street West, 3rd Floor
Toronto, Ontario
M5X 1J2

Saskatchewan Financial Services Commission
Suite 601, 1919 Saskatchewan Drive
Regina, Saskatchewan
S4P 4H2

Alberta Securities Commission
600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

PEI Office of the Superintendent of Securities
Consumer, Corporate and Insurance Services Division
Department of Justice and Public Safety
P.O. Box 2000
Charlottetown, PE
C1A 7N8

Service NL
P.O. Box 8700
St. John's, NL
A1B 4J6

New Brunswick Securities Commission
85 Charlotte Street, Suite 300
Saint John, NB
E2L 2J2

Dear Sirs / Mesdames:

Re: U308 Corp. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated February 3, 2016, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

"DAVIDSON & COMPANY LLP"

DAVIDSON & COMPANY LLP
Chartered Professional Accountants

cc: TSX Venture Exchange