

**Security Class**

**Holder Account Number**

Fold

**Form of Proxy - Annual General and Special Meeting to be held on June 29, 2018**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 9:00 AM (Pacific Time) on June 27, 2018.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**To Receive Documents Electronically**

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holder(s) of Azarga Uranium Corp. (the "Company") hereby appoint: Doris Meyer, or failing her, Dan O'Brien, or failing him, Blake Steele, (collectively, the "Management Appointees"),

OR

Print the name of the person you are appointing if this person is someone other than the Management Appointees.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at the offices of the Company at Unit 1 – 15782 Marine Drive, White Rock, B.C., on June 29, 2018 at 9:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For**      **Against**

#### 1. Number of Directors

To set the number of Directors at six (6).

      

**For**      **Withhold**      **For**      **Withhold**      **For**      **Withhold**

#### 2. Election of Directors

01. Richard F. Clement, Jr.                  02. Matthew O'Kane                  03. Apolonius (Paul) Struijk           

04. Joseph Havlin                  05. Alexander Bayer                  06. Delos Cy Jamison           

**For**      **Withhold**

#### 3. Appointment of Auditors

Appointment of BDO Canada LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

      

#### 4. Azarga Share Issuance Resolution

To consider and, if thought advisable, to pass, with or without variation, a resolution, the full text of which is set forth in Appendix E1 to the accompanying joint management information circular of the Company and URZ Energy Corp. ("URZ") dated May 31, 2018 (the "Circular"), approving the issuance, or reservation for issuance, as the case may be, by the Company of such number of common shares of the Company ("Azarga Shares") as may be required to be issued pursuant to the plan of arrangement involving URZ under Division 5 of Part 9 of the Business Corporations Act (British Columbia) in accordance with the terms of the arrangement agreement dated May 4, 2018 between the Company and URZ.

      

#### 5. Azarga Debt Conversion Resolution

To consider and, if thought advisable, to pass, with or without variation, a resolution, the full text of which is set forth in Appendix E2 to the accompanying Circular, approving the conversion by the Company of the convertible loan with an outstanding principal amount of US\$1,776,000, plus accrued but unpaid interest, advanced by certain shareholders of the Company (the "Subject Shareholders") pursuant to the terms of a loan agreement between the Company and the Subject Shareholders dated July 31, 2012 at a price of C\$0.25 per Azarga Share, and a fixed Canadian to US dollar exchange rate of 1.28, excluding for this purpose the votes cast by the Subject Shareholders.

      

#### 6. Increase shares reserved for Employee Share Purchase Plan

To consider and, if thought advisable, to pass an ordinary resolution of the shareholders of the Company approving an increase in the number of Azarga Shares reserved for issuance pursuant to the Employee Share Purchase Plan from 3,000,000 to 6,000,000 Azarga Shares in the form set out in the Circular

      

#### 7. Bonus Resolution

To consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders of the Company authorizing and approving the issuance of 550,000 Azarga Shares (the "Bonus Shares") as a bonus at a deemed price per Bonus Share equal to the market price of the Azarga Shares on the date of the issuance of the Bonus Shares, all as more particularly described in the Circular.

      

#### 8. Approve issuance of 1,000,000 share purchase warrants

To consider and, if thought advisable, to pass an ordinary resolution of disinterested shareholders of the Company approving the issue of a total of 1 million share purchase warrants in the form set out in the Circular.

      

#### 9. Advance Notice Policy

To consider and, if thought advisable, to pass an ordinary resolution of the shareholders of the Company ratifying the adoption of an advance notice policy in the form set out in the Circular.

      

#### 10. Rolling Stock Option Plan

To consider and, if thought advisable, to pass an ordinary resolution of the shareholders of the Company approving the 2018 Rolling Stock Option Plan in the form set out in the Circular.

      

#### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.     

**Annual Financial Statements** – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.     

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

