# AZARGA URANIUM CORP.

Computershare

8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

**Security Class**

**Holder Account Number**

Fold

## Form of Proxy - Annual General and Special Meeting to be held on June 30, 2016

## 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.

Fold

**Proxies submitted must be received by 10:00 AM, Pacific Time, on June 28, 2016.**

## 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
- **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 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. hereby appoint:** Joseph Havlin, or failing him, Richard F. Clement, Jr, or failing him, Blake Steele,

**OR**

**Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.**

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 Azarga Uranium Corp. to be held at the offices of Blake, Cassels & Graydon LLP, Suite 2600 - 595 Burrard Street, Vancouver, BC, on June 30, 2016 at 10:00 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**<br>To set the number of Directors at seven (7). | ☐ | ☐ |

2. **Election of Directors**

| | For | Withhold | | For | Withhold | | For | Withhold |
|---|---|---|---|---|---|---|---|---|
| 01. Richard F. Clement, Jr. | ☐ | ☐ | 02. Matthew O'Kane | ☐ | ☐ | 03. Apolonius (Paul) Struijk | ☐ | ☐ |
| 04. Curtis Church | ☐ | ☐ | 05. Joseph Havlin | ☐ | ☐ | 06. Alexander Bayer | ☐ | ☐ |
| 07. Kim Huatt Ng | ☐ | ☐ | | | | | | |

Fold

| | For | Withhold |
|---|---|---|
| 3. **Appointment of Auditors**<br>Appointment of BDO Canada LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration. | ☐ | ☐ |

| | For | Against |
|---|---|---|
| 4. **Deferred Compensation Settlement Resolution**<br>To consider and, if thought appropriate, pass an ordinary resolution of Shareholders authorizing and approving the settlement of an aggregate of US$44,400 owed by the Company to three employees and one independent consultant of the Company by the issuance to such employees and consultant of the number of Class A common shares of Azarga (each, a "**Share**") equal to the amount of debt to be settled, as expressed in Canadian dollars using contractually agreed exchange rates, divided by a deemed price of C$0.60 per Share, with the exception of Shares to be issued to the one independent consultant, which will be divided by the five day volume weighted average price of the Shares for the five day period immediately preceding the share issuance, subject to a floor of C$0.30 per Share, all as more particularly described in the Information Circular. | ☐ | ☐ |

Fold

| | For | Against |
|---|---|---|
| 5. **Bonus Resolution**<br>To consider and, if thought appropriate, pass an ordinary resolution of disinterested Shareholders of the Company authorizing and approving the issuance of 812,500 Shares (collectively, the "**Bonus Shares**") to certain insiders, employees and a former employee, who was an employee when the Bonus Shares were earned, of the Company as a bonus at a deemed price per Bonus Share equal to the market price of the Shares on the date of the issuance of the Bonus Shares, all as more particularly described in the Information 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**

DD / MM / 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. ☐

**Information Circular -** Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting. ☐

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/mailinglist.