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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF AZARGA URANIUM CORP.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Azarga Uranium Corp. ("**Azarga**" or the "**Company**") will be held at the offices of Blake, Cassels & Graydon LLP, located at Suite 2600 – 595 Burrard Street, Vancouver, British Columbia, on June 30, 2017, at the hour of 10:00 a.m. (Pacific time) for the following purposes:

1. to place before the Meeting the audited financial statements of Azarga for the financial period ended December 31, 2016, and accompanying report of the auditors;
2. to appoint BDO Canada LLP as the auditors of Azarga for the fiscal period ending December 31, 2017;
3. to authorize the board of directors to fix the remuneration to be paid to the auditors for the fiscal period ending December 31, 2017;
4. to set the number of directors of Azarga until the next annual general meeting of Azarga at seven (7);
5. to elect Richard F. Clement, Jr., Matthew O’Kane, Apolonius (Paul) Struijk, Curtis Church, Joseph Havlin, Delos Cy Jamison and Alexander Bayer as directors of Azarga until the next annual general meeting of the shareholders;
6. to consider and, if thought appropriate, pass an ordinary resolution of Shareholders of the Company (the "**Consultant Settlement Resolution**") authorizing and approving the issuance of 87,500 Class A common shares of Azarga (each, a "**Share**" and, collectively, the "**Consultant Shares**") to an independent consultant of the Company at a deemed price per Consultant Share equal to the market price of the Shares on the date of the issuance of the Consultant Shares;
7. to consider and, if thought appropriate, pass an ordinary resolution of disinterested Shareholders of the Company (the "**Bonus Resolution**") authorizing and approving the issuance of 750,000 Shares (the "**Bonus Shares**") to an insider 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; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

Consistent with the prior year, the Company has decided to take advantage of the notice-and-access model provided for under amendments to National Instrument 54-101 ("**Notice and Access**") for the delivery of its Information Circular, the Company’s audited financial statements and the Management’s Discussion & Analysis for the financial year ended December 31, 2016 (collectively, the "**Meeting Materials**"), to its shareholders in respect of

the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Meeting Materials are also available upon request, **without charge**, by e-mail at [jennifer.yu@azargauranium.com](mailto:jennifer.yu@azargauranium.com) or by calling toll-free at 1-888-828-1202 or can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com). The Meeting Materials will be available on the Company's website at [www.azargauranium.com](http://www.azargauranium.com) and will remain on the website for one full year after filing of the Meeting Materials on SEDAR.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company's Meeting Materials. All other shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The board of directors of the Company has fixed May 15, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., by mail at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 or by fax at 1-866-249-7775, or vote by telephone (toll free) at 1-866-732-VOTE (8683) or online at [www.investorvote.com](http://www.investorvote.com), by 10:00 a.m. (Pacific time) on June 28, 2017.

If you are a non-registered shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 25th day of May 2017.

By Order of the Board of Directors of

**AZARGA URANIUM CORP.**

*"Richard F. Clement, Jr."*

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Richard F. Clement, Jr.  
Interim Chief Executive Officer and Chairman

**PLEASE VOTE. YOUR VOTE IS IMPORTANT.  
WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND  
DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE  
PROVIDED.**