

URAVAN MINERALS INC.

NOTICE OF THE ANNUAL AND SPECIAL MEETING  
OF SHAREHOLDERS TO BE HELD  
MAY 20, 2011

TO THE SHAREHOLDERS OF URAVAN MINERALS INC.

Notice is hereby given that the annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Uravan Minerals Inc. (the "**Company**") will be held at the Company's office located at Suite 204, 2526 Battleford Avenue S.W., Calgary, Alberta T3E 7J4 on May 20, 2011 at 3:00 P.M (Calgary time) for the following purposes, namely:

- (a) to receive and consider the financial statements of the Company for the year ended December 31, 2010 and the auditor's report thereon;
- (b) to fix the number of directors to be elected at the Meeting at five (5);
- (c) to elect directors of the Company for the ensuing year;
- (d) to appoint Collins Barrow Calgary LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the auditors' remuneration as such;
- (e) to re-approve the Company's rolling share option plan (the "**Share Option Plan**") which allows for the issuance of that number of Common Shares as is equal to 10% of the Company's issued and outstanding Common Shares at any given time; and
- (f) to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Proxy Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 15, 2011 (the "**Record Date**"). Shareholders of the Company whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of such shareholder's shares after such date and the transferee of those shares establishes that the transferee owns the shares and requests, not later than 10 days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with the Proxy Department, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.**

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

**The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.**

**In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a Shareholder should be delivered by facsimile to Computershare Investor Services Inc. at 1-866-249-7775.**

DATED at Calgary, Alberta this 25<sup>th</sup> day of April, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Larry Lahusen"* \_\_\_\_\_

Larry Lahusen

Chief Executive Officer and Director