

**ATHABASCA URANIUM INC.**  
**Suite 1200 – 570 Granville Street**  
**Vancouver, British Columbia, V6C 3P1**

May 23, 2013

**Re: Annual General and Special Meeting of Shareholders of Athabasca Uranium Inc. to be held on July 16, 2013 (the “Meeting”)**

I, D. Barry Lee, Chief Financial Officer of **Athabasca Uranium Inc.** (the “Company”), hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) the Company is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of the Instrument.

*“D. Barry Lee”*

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D. Barry Lee  
Chief Financial Officer