

**ATHABASCA URANIUM INC.**  
**Suite 1200 – 570 Granville Street**  
**Vancouver, British Columbia, V6C 3P1**  
**Telephone: (604) 689-8336 / Fax: (888) 691-0529**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**Take notice** that the annual general and special meeting (the “Meeting”) of Shareholders of **Athabasca Uranium Inc.** (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on July 16, 2013 at 10:00 a.m., Vancouver time, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended August 31, 2012, the report of the auditor thereon and related management’s discussion and analysis;
2. to fix the number of directors at four (4);
3. to elect directors of the Company for the ensuing year;
4. to appoint an auditor for the ensuing year and authorize the directors to fix the remuneration paid to the auditor;
5. to ratify and approve the continuation of the Company’s share option plan, as described in the Information Circular prepared for the Meeting;
6. to consider, and if thought advisable, to approve a special resolution authorizing an alteration of the Company’s Articles to include advance notice provisions, as described in the Information Circular prepared for the Meeting; and
7. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The audited consolidated financial statements for the fiscal year ended August 31, 2012, the report of the auditor thereon, and the related management’s discussion and analysis will be made available at the Meeting and are available at [www.sedar.com](http://www.sedar.com)

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular prepared for the Meeting.**

**Unregistered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or Voting Instruction Form and in the Information Circular to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are an unregistered (beneficial) shareholder.**

**Dated** at Vancouver, British Columbia, June 13, 2013.

**BY ORDER OF THE BOARD**

*“Gilbert G. Schneider”*

**Gilbert G. Schneider**  
**President and Chief Executive Officer**