

ATHABASCA URANIUM INC.

**Suite 1200 – 570 Granville Street
Vancouver, BC V6C 3P1**

CERTIFICATE OF OFFICER

RE: Annual General Meeting of the Shareholders of Athabasca Uranium Inc. (the “Company”) to be held on June 11, 2014 (the “Meeting”)

The undersigned, D. Barry Lee, being the Chief Financial Officer of the Company, hereby certifies for and on behalf of the Company and not in any personal capacity, and without assuming any personal liability whatsoever, that:

- (a) the Company has arranged 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) the Company has arranged to have carried out all of the requirements of the Instrument in addition to the foregoing; and
- (c) the Company has relied 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.

DATED May 9, 2014.

“D. Barry Lee”

D. Barry Lee
Chief Financial Officer