

**Uranium
Participation
Corporation**



Management Proxy Circular

Annual General Meeting of Shareholders
June 22, 2010



MANAGEMENT PROXY CIRCULAR
(all information as at May 12, 2010 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies being made by the management of Uranium Participation Corporation (“Uranium Participation” or the “Corporation”) for use at the Annual General Meeting of the holders (“Shareholders”) of common shares in the capital of the Corporation (the “Common Shares”) to be held on Tuesday, June 22, 2010 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation.

All costs of this solicitation will be borne by the Corporation.

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the “Proxy”) are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE PROXY HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S OR CORPORATION’S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.** No proxy, including the Proxy, will be valid for use at the Meeting, or any adjournment thereof, unless it is completed, dated and signed and delivered to Computershare Investor Services Inc. (“**Computershare**”), Toronto Office, Proxy Department, at 100 University Avenue, 9th Floor, Toronto, Ontario, Canada M5J 2Y1 by **5:00 p.m.** (Eastern Time) on **June 18, 2010**. For general inquiries, Shareholders may contact Computershare as follows by telephone at 1-800-564-6253 or by e-mail at service@computershare.com.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy or voting instruction form in accordance with the instructions provided by your broker or other intermediary.

ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES

These shareholder materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder and Uranium Participation or its agent has sent these materials directly to you, then your name, address and information about your share holdings have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

The information set forth in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold Common Shares in their own name, referred to in this Circular as “non-registered holders”, should note that only Proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. However, in many cases, Common Shares beneficially owned by a non-registered holder are either:

- (a) in the name of an intermediary that the non-registered holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a depository, such as CDS Clearing and Depository Services Inc. (“CDS”), of which the intermediary is a participant.

In accordance with Canadian securities laws, Uranium Participation has distributed copies of the Notice of Meeting, this Circular, the Proxy and, where so requested or required, the 2010 Annual Report, which includes the Annual Management Report of Fund Performance and the audited financial statements for the year ended February 28, 2010 (collectively, the “**meeting materials**”) to CDS and intermediaries for onward distribution to those non-registered holders to whom Uranium Participation has not sent the meeting materials directly.

In such cases, intermediaries are required to forward meeting materials to non-registered holders, unless a non-registered holder has waived the right to receive them. Very often, intermediaries will use a service corporation (such as Broadridge Financial Solutions, Inc.) to forward the meeting materials to non-registered holders.

Non-registered holders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a Proxy. The purpose of these forms is to permit non-registered holders to direct the voting of the Common Shares that they beneficially own. Non-registered holders should follow the procedures set out below, depending on which type of form they receive.

- A. **Voting Instruction Form.** In most cases, a non-registered holder will receive, as part of the meeting materials, a voting instruction form. If the non-registered holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a non-registered holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered holder’s behalf), the non-registered holder must complete, sign and return the voting instruction form in accordance with the directions provided, and a Proxy giving the right to attend and vote will be forwarded to the non-registered holder.

Or

- B. Form of Proxy. Less frequently, a non-registered holder will receive, as part of the meeting materials, a Proxy that has already been signed by the intermediary (typically by facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the non-registered holder, but which is otherwise uncompleted. If the non-registered holder does not wish to attend and vote at the Meeting in person (or to have another person attend and vote on the non-registered holder's behalf), the non-registered holder must complete the Proxy and deposit it with Computershare as described above. If a non-registered holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered holder's behalf), the non-registered holder must strike out the names of the persons named in the Proxy and insert the non-registered holder's (or such other person's) name in the blank space provided.

Non-registered holders should follow the instruction on the forms that they receive and contact their intermediaries promptly if they need assistance.

REVOCATION OF PROXIES

A registered Shareholder who has given a Proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and deliver it either to the registered office of the Corporation, at Atrium on Bay, Suite 402, 595 Bay St., Toronto, Ontario, Canada, M5G 2C2, at any time up to and including 4:30 p.m. (Toronto time) on the last business day preceding the day of the Meeting or to the Chair of the Meeting on the day of the Meeting or any adjournment of it. **Only registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective intermediaries to revoke the Proxy on their behalf.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

On any ballot that may be called for at the Meeting, the Common Shares represented by a properly executed Proxy given in favour of the persons designated by management of the Corporation in the enclosed Proxy will be voted or withheld from voting in accordance with the instructions given on the Proxy, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares represented thereby will be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the Shareholder, such Common Shares will, on a ballot, be voted in accordance with the notes to the Proxy. In particular, and without limiting the foregoing, a management nominee will vote any Proxy held by him or her in favour of any resolution in respect of which no choice has been specified in the Proxy.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxy holders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Circular, the

management of the Corporation knows of no such amendment, variation or other matter that may be presented to the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director or executive officer of the Corporation at any time since the commencement of the Corporation's last financial year; (b) who is a proposed nominee for election as a director of the Corporation; or (c) who is an associate or affiliate of a person included in subparagraph (a) or (b).

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Common Shares are the only shares issued by the Corporation. As at the date hereof, the Corporation has issued and outstanding 106,322,313 fully paid and non-assessable Common Shares without par value, each share carrying the right to one vote.

The record date for the determination of the shareholders entitled to receive notice of the Meeting is at the close of business on May 11, 2010 (the "**Record Date**"). In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "**OBCA**"), the Corporation will prepare a list of holders of Common Shares on such Record Date. Each holder of Common Shares named on the list will be entitled to vote the Common Shares shown opposite his or her name on the list at the Meeting except to the extent that (a) the holder has transferred any of his or her Common Shares after the Record Date, and (b) the transferee of such Common Shares produces properly endorsed share certificates or otherwise establishes that he or she owns such Common Shares and demands, not later than ten days before the Meeting, that his or her name be included in the list before the Meeting, in which case the transferee is entitled to vote such Common Shares at the Meeting.

To the knowledge of the directors and officers of the Corporation, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Corporation carrying more than ten percent of the voting rights attached to any class of voting securities of the Corporation, as of the Record Date.

PARTICULARS OF MATTERS TO BE ACTED ON

To the knowledge of the Corporation, the only matters to be dealt with at the Meeting are (i) the election of directors of the Corporation; (ii) the appointment of auditors; and (iii) the receipt of the audited financial statements of the Corporation for the year ended February 28, 2010 and the auditors report thereon.

If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ELECTION OF DIRECTORS

The articles of the Corporation provide that the board of directors (the “**Board**”) consists of a minimum of one and a maximum of ten directors.

In accordance with a resolution passed by the directors of the Corporation on April 22, 2010, the number of directors to be elected at the Meeting is five. The persons named in the Proxy intend to vote for the election of the following directors:

Paul J. Bennett
 Jeff Kennedy
 Garth A.C. MacRae
 Richard H. McCoy
 Kelvin H. Williams

The term of office of each of the present directors expires at the Meeting. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or with the provisions of the OBCA.

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinarily resident, all offices of the Corporation now held by each of them, their principal occupations, the period of time for which each has been a director of the Corporation and the number of Common Shares beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name and Place of Residence	Principal Occupation	Beneficial Ownership or Control Over Voting Shares	Date Served as a Director Since
Paul J. Bennett ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada	President and Chief Executive Officer of Energen Resources Ltd., an Alberta based oil and gas company and President and Chief Executive Officer of Rodinia Oil Corp.	1,640	June 2005
Jeff Kennedy ⁽²⁾ Ontario, Canada	Chief Financial Officer and Director, Equity Capital Markets, Cormark Securities Inc. (“ Cormark ”) and its wholly-owned subsidiary, Cormark Securities (U.S.A.) Limited. Cormark is an independent investment dealer	11,000	March 2005
Garth A.C. MacRae ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada	Independent Financial Consultant	10,000	April 2005
Richard H. McCoy ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾ Ontario, Canada	Corporate Director Formerly Vice-Chairman Investment Banking, TD Securities Inc.	11,000	March 2005

Name and Place of Residence	Principal Occupation	Beneficial Ownership or Control Over Voting Shares	Date Served as a Director Since
Kelvin H. Williams	Corporate Director Formerly Chairman of the Board of Nufcor S.A and of Uranium Limited (“UL”) and executive director of AngloGold Ashanti Limited	Nil	March 2010

Notes:

- (1) Member of the Audit Committee
- (2) Member of the Corporate Governance and Nominating Committee
- (3) Member of the Independent Review Committee
- (4) Chair of the Audit Committee
- (5) Chairman of the Board

APPOINTMENT AND REMUNERATION OF AUDITOR

The Common Shares represented by the proxies solicited in respect of the Meeting or any ballot that may be called for, unless authority to do so is withheld, will be voted for the appointment of the firm of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation until the next annual meeting, and to authorize the directors to fix the remuneration of the auditors. PricewaterhouseCoopers LLP have been the auditors of the Corporation since March 29, 2005.

STATEMENT OF EXECUTIVE COMPENSATION

Remuneration of Officers

Under the terms of its Management Services Agreement (the “**Management Services Agreement**”) with Denison Mines Inc. (the “**Manager**”), dated March 30, 2005 and as amended and restated on March 27, 2006, and as amended on June 23, 2008 and February 17, 2010, Uranium Participation has engaged the Manager to provide management services to the Corporation, which services include the provision of officers for the Corporation. The Management Services Agreement provides that any directors, officers or employees of the Manager who are also officers of Uranium Participation shall be paid by the Manager, and they shall not receive any remuneration from Uranium Participation. Accordingly, the five officers of the Corporation, including the President, the Chief Financial Officer, the Vice-President, Commercial, the Vice-President, Marketing and the Corporate Secretary, receive no compensation from Uranium Participation. See “Management Contracts”.

A copy of the Management Services Agreement, as amended, has been filed on the SEDAR website and is available at www.sedar.com or at www.uraniumparticipation.com.

Compensation of Directors

From its inception, the Corporation commenced paying compensation to its independent directors for serving on its Board. The Board has determined that four of its current members are “independent” for the purposes of reviewing potential purchases or sales of uranium, if any, between the Manager and the Corporation or its affiliates.

When considering the appropriate level of compensation for the Corporation's directors, the Board considered a variety of factors. The Board recognized the importance of compensation in attracting and retaining desirable board candidates. In this regard, the Board considered directors' compensation offered by similar companies, such as, the directors' time commitments and the risks and responsibilities that the directors of Uranium Participation assume in keeping with the roles of the Board and the standing committees. Until otherwise determined, the Board approved compensation for each independent director that includes a retainer of \$25,000 per year, plus \$1,000 per attended meeting of the Board and committees of the Board.

The Corporation also reimburses the members of the Board for out-of-pocket expenses for attending such meetings, and all directors participate in the indemnification arrangements described under the Management Services Agreement. The Corporation does not have a stock option plan or pension plan and does not pay non-equity incentive payments.

In accordance with the requirements of Canadian securities laws, the Corporation has established an Independent Review Committee (the "IRC") from among its qualified independent Board members. The members of the IRC are Paul J. Bennett, Garth A.C. MacRae and Richard H. McCoy. The Board has approved compensation for each member of the IRC of \$1,000 for each committee meeting attended outside normal Board meetings. In reaching this decision, the Board determined that the time commitments and the risks and responsibilities that members of the IRC assume are comparable with those of the members of the Corporation's standing committees. As such, they should be comparably compensated.

During the fiscal year ended February 28, 2010, the following aggregate amounts were paid to each director:

Name	Fees Earned (\$)	All Other Compensation	Total (\$)
Paul J. Bennett	43,000	Nil	43,000
Jeff Kennedy ⁽¹⁾	Nil	Nil	Nil
Garth A.C. MacRae	41,000	Nil	41,000
Richard H. McCoy	43,000	Nil	43,000
Kelvin H. Williams ⁽²⁾	Nil	Nil	Nil

Notes:

- (1) Mr. Kennedy is an officer and director of Cormark. Cormark has acted as lead underwriter on all eight public offerings of the Corporation and as financial advisor on the Corporation's recent acquisition of UL. Accordingly, the Board has determined that Mr. Kennedy is not "independent", and therefore not entitled to compensation from the Corporation for serving as a director.
- (2) Mr. Williams joined the Board subsequent to the end of the 2010 financial year.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of \$10,000,000, subject to the following deductibles: (a) \$50,000 per indemnifiable loss; and (b) \$50,000 for a loss due to a claim under to Canadian securities laws. There is no deductible for a non-indemnifiable loss. The premium paid by the Corporation for this coverage is \$55,000 for the period from April 1, 2010 to March 31, 2011. No amounts were paid by individual directors and officers for this coverage.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation; (c) any person or Corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than ten percent of the voting rights other than voting securities held by the person or Corporation as underwriter in the course of a distribution; and (d) the Corporation itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its Common Shares.

Mr. Kennedy, one of the Corporation's directors, is an officer and a director of Cormark. Cormark acted as lead underwriter on one public offering which the Corporation has completed since February 28, 2009, as described in the Corporation's prospectus dated and filed on the SEDAR website at www.sedar.com on May 20, 2009. As such, the Corporation paid the underwriters, including Cormark and others, an aggregate of approximately \$4,144,000. Cormark also acted as financial advisor to the Corporation in connection with its acquisition of UL subsequent to the end of the 2010 financial year, and, as such, will earn a fee in this regard this year.

MANAGEMENT CONTRACTS

In March 2005, the Manager entered into the Management Services Agreement with the Corporation. The Management Services Agreement was amended and restated as of March 27, 2006, and amended subsequently on June 23, 2008 and February 17, 2010. The Manager's head office is Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario, M5G 2C2. By way of a plan of arrangement completed between the Manager and International Uranium Corporation on December 1, 2006, the Manager became a wholly-owned subsidiary of Denison Mines Corp.

The Management Services Agreement had an initial term of five years (the "Initial Term"), commencing March 30, 2005. The Initial Term was extended on February 17, 2010 until March 30, 2013, and will continue thereafter unless terminated by either party upon 180 days' previous written notice. Uranium Participation has the right to terminate the Management Services Agreement for an unremedied breach by the Manager of any of its material obligations under the Management Services Agreement or otherwise in accordance with its terms.

In 2006, the Corporation's shareholders approved amendments to the Corporation's by-laws and the Management Services Agreement, allowing it to invest in UF₆ in addition to U₃O₈ and permitting the Corporation to enter into lending arrangements with its uranium. Certain provisions in the agreement relating to the Manager's compensation were also amended to align the contract with these changes. On April 25, 2008 and subject to shareholder approval, the Board approved further changes to the Management Services Agreement to compensate the Manager in the event of a transaction for the indirect sale of the uranium inventory, through a merger or the acquisition of shares of the Corporation. These amendments were subsequently approved by the Corporation's shareholders on June 23, 2008. The Management Services Agreement, as amended, has been filed under the Corporation's profile on the SEDAR website and a copy is available at www.sedar.com or at www.uraniumparticipation.com.

Pursuant to the Management Services Agreement, as amended, the Manager is required to manage Uranium Participation's activities in accordance with reasonable and prudent business practices and may delegate, with the approval of the Board and at its own cost, any of its duties or obligations under the Management Services Agreement to any third party. All purchases and sales of uranium are made by the Manager on behalf of Uranium Participation in accordance with the Management Services Agreement. The Manager is obligated to use commercially reasonable efforts to purchase and sell the uranium at the best prices available to it over a prudent period of time.

All purchases and sales of uranium are and will continue to be completed by the Manager in accordance with standard industry practices for and on behalf of Uranium Participation. When the Board instructs the Manager to purchase or sell uranium the Manager may put out a tender for an offer to purchase uranium or an offer to sell uranium, whichever the case may be. Consistent with industry practice, such tender will stipulate the quantity to be purchased or sold, delivery particulars and payment particulars, but not price. The Manager may also negotiate directly with potential suppliers (off-market transactions) for the purchase or sale of uranium.

Any lending arrangements for uranium are to be completed by the Manager in accordance with standard industry practices for and on behalf of Uranium Participation. When the Board instructs the Manager to lend uranium, any such loan must stipulate the quantity, interest rate, duration, security, covenants and such other provisions as appropriate. The Corporation has engaged in the following lending since 2006:

- (i) The Corporation entered into an agreement effective January 1, 2007 to lend 500,000 KgU as UF_6 for a period of three years at a loan rate of 5% per annum based upon the value of the material loaned, adjusted quarterly. This loan was repaid in full on December 31, 2009;
- (ii) The Corporation also entered into an agreement effective December 28, 2009 to lend 1,332,000 KgU of the conversion services component of UF_6 ("Conversion Services") for a period of three years. The Conversion Services loan is subject to a loan fee equal to 4.5% per annum based on the greater of the adjusted monthly value of the Conversion Services loaned and US\$15,654,000. To give effect to the loan, 1,332,000 KgU as UF_6 was transferred to the borrower, while 3,480,944 pounds of U_3O_8 and an irrevocable letter of credit of \$16,526,000 issued by a major financial institution were received by the Corporation as collateral. The agreement is to expire in December 2012; and
- (iii) Upon completion of the acquisition of UL, the Corporation acquired certain uranium assets, including without limitation 1,705,000 pounds of U_3O_8 , of which 520,000 pounds is subject to a loan agreement at a loan rate of 3.5% and is repayable by July 8, 2010.

In addition to its responsibilities for purchasing or selling uranium for and on behalf of the Corporation and lending the same from time to time as directed, the Manager is required to arrange for storage of the uranium at licensed facilities (the "**Facilities**"), arrange insurance coverage, prepare regulatory filing materials, reports for shareholders, furnish office facilities, provide officers for Uranium Participation and generally manage the business and affairs of the Corporation.

In consideration of the Manager carrying out its duties and obligations under the terms of the Management Services Agreement, the Corporation will pay the following fees to the Manager:

- (a) a commission of 1.5% of the gross value of any purchases or sales of uranium completed at the request of the Board; and

- (b) \$400,000 per annum, plus:
 - (i) a fee equal to 0.3% per annum of Uranium Participation's total assets in excess of \$100 million and up to \$200 million; and
 - (ii) a fee equal to 0.2% per annum of Uranium Participation's assets for any excess over \$200 million of total assets;
- (c) a fee of \$200,000 upon the completion of each equity financing where the proceeds payable to Uranium Participation exceed \$20 million;
- (d) a fee of \$200,000 for each transaction or arrangement (other than the acquisition or sale of uranium) of business where the gross value of such transaction exceeds \$20 million (an "Initiative");
- (e) an annual fee up to a maximum of \$200,000, at the discretion of the Board, for on-going monitoring or work associated with an Initiative, provided that in exercising its discretion the Board shall consider, among factors, the effort expended by the Manager and the value derived by the Corporation from such Initiative; and
- (f) a fee equal to 1.5% of the gross value of any uranium held by Uranium Participation prior to the completion of any acquisition of at least 90% of the Common Shares.

Uranium Participation paid an aggregate of \$1.1 million and \$1.2 million to the Manager for commissions on purchases of uranium and \$1.8 million and \$1.8 million in other fees for the fiscal years ended February 28, 2010 and 2009, respectively.

The following table sets out the names and the provinces and countries of residence of each of the informed persons of the Manager and their respective positions and offices held with the Manager.

Name and Province and Country of Residence	Position with the Manager
James R. Anderson Ontario, Canada	Director, Chief Financial Officer
Donald C. Campbell Ontario, Canada	Vice President, Commercial
Sheila Colman British Columbia, Canada	Corporate Secretary
Ron F. Hochstein British Columbia, Canada	Director, President
Curt D. Steel Connecticut, U.S.A.	Vice President, Marketing

The Management Services Agreement provides that any directors, officers or employees of the Manager who are also officers of Uranium Participation shall be paid by the Manager for serving in such capacity, and they shall not receive any remuneration from Uranium Participation for the same.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of

the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the SEDAR website at www.sedar.com. Financial information related to the Corporation is contained in the Corporation's 2010 Annual Report, including the 2010 Annual Management Report of Fund Performance and the audited financial statements for the year ended February 28, 2010.

Copies of the Corporation's 2010 Annual Management Report of Fund Performance, containing the Corporation's consolidated financial statements for its financial year ended February 28, 2010, and the Corporation's Annual Information Form dated May 12, 2010 may be obtained by writing to the Corporate Secretary of the Corporation at Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario M5G 2C2 or may be accessed on the Corporation's website at www.uraniumparticipation.com or the SEDAR website at www.sedar.com.

BOARD APPROVAL

The contents and the sending of this circular have been approved by the Directors of the Corporation.

DATED as of the 12th day of May, 2010.

A handwritten signature in black ink, appearing to read 'Sheila Colman', with a long horizontal flourish extending to the right.

Sheila Colman
Corporate Secretary

