



**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS  
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 29, 2017**

You are receiving this notification because Uranium Participation Corporation (the “**Corporation**”) has opted to use the “notice and access” model for delivery of its information circular (the “**Circular**”) to its shareholders in respect of its annual and special meeting of shareholders to be held on June 29, 2017 (the “**Meeting**”).

Instead of receiving paper copies of the Circular, under “notice and access” shareholders are receiving this notice with information on how to access the Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper and printing use, and it also reduces the Corporation’s printing and mailing costs.

**MEETING DATE AND LOCATION**

**WHEN:** June 29, 2017  
9:30 a.m. (Toronto Time)

**WHERE:** Cassels Brock & Blackwell LLP  
40 King Street West, Suite 2100  
Toronto, Ontario

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:**

- **ELECTION OF DIRECTORS:** To elect directors of the Corporation for the ensuing year. See the section entitled “Election of Directors” in the Circular.
- **APPOINTMENT OF AUDITORS:** To reappoint PricewaterhouseCoopers LLP, Independent Registered Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Reappointment and Remuneration of the Auditor” in the Circular.
- **REDUCTION OF STATED CAPITAL:** To consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the reduction in the stated capital of the common shares of the Corporation by \$641,243,000, or such lesser amount as may be approved by the board of directors of the Corporation and in respect of which no amount is to be distributed to holders of issued shares of the Corporation. See the section entitled “Approval of Reduction of Stated Capital” in the Circular.
- **OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment thereof.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING.**

**WEBSITES WHERE THE CIRCULAR IS POSTED**

The Circular can be viewed online under the Corporation’s profile at **www.sedar.com** or on the Corporation’s website at **www.uraniumparticipation.com**.

An Interim Request Card is included with the proxy and voting instruction form.

## HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR

Shareholders may request paper copies of the meeting materials, including the audited consolidated financial statements of the Corporation for the year ended February 28, 2017 and the report of the auditors thereon and related Management's Discussion and Analysis by first class mail, courier or the equivalent at no cost to the shareholder. Requests may be made up to one year from the date the Circular was filed on SEDAR by email to [info@uraniumparticipation.com](mailto:info@uraniumparticipation.com) or by calling toll-free at 1-888-689-7842.

For shareholders who wish to receive paper copies of the Circular in advance of the voting deadline, requests must be received **no later than June 21, 2017**. The Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Circular will be sent to such shareholders within 10 days of their request. **Requests must be made by email to [info@uraniumparticipation.com](mailto:info@uraniumparticipation.com) or by calling toll-free at 1-888-689-7842.**

Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Circular with this notification.

## VOTING

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 9:30 a.m. (Toronto Time) on June 27, 2017:

- INTERNET:** Go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions.
- FACSIMILE:** Fax to Computershare at 1-866-249-7775 or 416-263-9524.
- MAIL:** Complete the form of proxy or any other proper form of proxy, sign it and mail it to Computershare at:
- Computershare Investor Services Inc.  
Toronto Office, Proxy Department  
100 University Avenue  
8th Floor  
Toronto, Ontario,  
Canada M5J 2Y1

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

- INTERNET:** Go to [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions.
- TELEPHONE:** You may enter your voting instructions by telephone at:  
1-800-474-7493 (English) or  
1-800-474-7501 (French).
- MAIL:** Complete the voting instruction form, sign it and mail it in the envelope provided.

**Shareholders with questions about notice and access can call toll free at 1-888-689-7842.**