

**Uranium  
Participation  
Corporation**



**Management  
Information  
Circular**

**Annual and Special Meeting  
of Shareholders  
June 28, 2018**

Dated May 15, 2018



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “**Meeting**”) of Uranium Participation Corporation (“**UPC**” or the “**Corporation**”) will be held at the office of Cassels Brock & Blackwell LLP, 40 King Street West, Suite 2100, Toronto, Ontario on **Thursday, June 28, 2018 at 9:30 a.m.** (Eastern Time) for the following purposes:

- (a) to receive the consolidated financial statements of UPC for the year ended February 28, 2018, together with the auditor’s report thereon;
- (b) to elect the directors for the ensuing year;
- (c) to reappoint PricewaterhouseCoopers LLP as the auditors for the upcoming year and to authorize the directors to fix the remuneration of the auditors;
- (d) to consider, and if deemed appropriate, to pass, with or without variation, a special resolution ratifying and confirming the Amended and Restated By-Law No. 1, as more particularly described in the accompanying Management Information Circular; and
- (e) to transact such other business as may properly come before the Meeting.

Your vote is important. If you held shares of the Corporation on May 10, 2018, you are entitled to receive notice of and vote at this Meeting or any postponement or adjournment of it.

The 2018 Annual Report, including the audited consolidated financial statements and related management’s discussion and analysis for the year ended February 28, 2018, has been mailed to those shareholders who requested a copy. This information is also available on UPC’s website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com) or on SEDAR at [www.sedar.com](http://www.sedar.com) or by written request to the Corporate Secretary of the Corporation at 1100 - 40 University Avenue, Toronto, Ontario M5J 1T1.

As described in the “notice and access” notification mailed to shareholders of the Corporation, UPC has opted to deliver its Meeting materials to shareholders by posting them on its website ([www.uraniumparticipation.com](http://www.uraniumparticipation.com)). The Meeting materials will be available on the Corporation’s website on May 23, 2018 and will remain on the website for one full year. The Meeting materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com) on May 23, 2018.

Shareholders who wish to receive paper copies of the Meeting materials may request copies by calling 1-888-689-7842 or by sending an email to [info@uraniumparticipation.com](mailto:info@uraniumparticipation.com). 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 19, 2018.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Canada, M5J 2Y1 so as to arrive no later than **9:30 a.m. (Eastern Time) on Tuesday, June 26, 2018.**

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “David D. Cates”

David D. Cates  
President and Chief Executive Officer

Toronto, Canada  
May 15, 2018



## MANAGEMENT PROXY CIRCULAR

(all information as at May 15, 2018 unless otherwise noted)

### PERSONS MAKING THE SOLICITATION

This Management Proxy Circular (the “**Circular**”) is furnished to you in connection with the solicitation of proxies being made by the management of Uranium Participation Corporation (“**UPC**” or the “**Corporation**”) for use at the Annual and Special Meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares in the capital of the Corporation (the “**Common Shares**”) to be held at **9:30 a.m.** (Eastern Time) on **Thursday, June 28, 2018** at the place and for the purposes set forth in the accompanying Notice of Meeting. While the Corporation expects that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors and officers of the Corporation at a nominal cost.

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. **AS A SHAREHOLDER YOU HAVE THE RIGHT TO APPOINT SOME OTHER PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE PROXY, 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, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 by **9:30 a.m.** (Eastern Time) on **June 26, 2018**. For general inquiries, Shareholders may contact Computershare as follows by telephone at 1-800-564-6253 or by e-mail at [service@computershare.com](mailto: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 UPC or its agent has sent these materials directly to you, then your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares 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, UPC has distributed copies of the Notice of Meeting, this Circular and the Proxy (collectively, the “**meeting materials**”) to CDS and intermediaries for onward distribution to those non-registered holders to whom UPC 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. UPC does not intend to pay for delivery of the meeting materials to the “objecting beneficial holders” (“**OBOs**” as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*), and as a result, the OBOs will not receive the meeting materials unless their intermediary assumes the cost of delivery.

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 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 delivering it either to the registered office of the Corporation, at 1100 - 40 University Avenue, Toronto, Ontario, Canada, M5J 1T1, at any time up to and including 9:30 a.m. (Eastern 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 the Meeting. **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.

Where Shareholders have properly executed Proxies in favour of the management nominees named in the enclosed form of Proxy and have not specified in the form of Proxy the manner in which the named management nominees are required to vote the Common Shares represented thereby, such Common Shares will be voted in favour of the passing of the matters set forth in the Notice of Meeting.

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.

## ELECTRONIC DELIVERY OF DOCUMENTS

Every year, as required by laws governing public companies, the Corporation delivers documentation to Shareholders. In order to make this process more convenient, Shareholders may choose to be notified by email when the Corporation's documentation, including the meeting materials, is posted on the Corporation's website ([www.uraniumparticipation.com](http://www.uraniumparticipation.com)) and, accordingly, such documentation will not be sent in paper form by mail other than as required by applicable laws.

Delivery in an electronic format, rather than paper, reduces costs to the Corporation and benefits the environment. Shareholders who do not consent to receive documentation through email notification will continue to receive such documentation by mail or otherwise, in accordance with securities laws. By consenting to electronic delivery, Shareholders: (i) agree to receive all documents to which they are entitled electronically, rather than by mail; and (ii) understand that access to the Internet is required to receive a document electronically and certain system requirements must be installed (currently Adobe Acrobat Reader to view Adobe's portable document format ("PDF")). Such documents may include the financial statements and management's discussion and analysis ("MD&A"), the annual report (including audited annual consolidated financial statements and MD&A), the annual information form, the notice of annual and/or special meeting and related management information circular and materials, and other corporate information about the Corporation.

At any time, UPC may elect to not send a document electronically, or a document may not be available electronically. In either case, a paper copy will be mailed to Shareholders.

Registered Shareholders can consent to electronic delivery by completing and returning the consent included with the form of Proxy. Non-registered Shareholders can consent to electronic delivery by completing and returning the appropriate form received from the applicable intermediary. The Corporation will notify Shareholders using the email address provided by the Shareholder on the form of Proxy when the documents that the Shareholder is entitled to receive are posted on the Corporation's website, with a link to the specific pages of the website containing the PDF document. Shareholders are not required to consent to electronic delivery.

## NOTICE AND ACCESS

Public companies are permitted to advise their shareholders of the availability on an easily accessible website of all proxy-related materials to be delivered to shareholders, rather than the Corporation being required to mail physical copies of the materials.

The Corporation has decided to deliver its meeting materials to Shareholders by posting them on its website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com). The meeting materials will be available on the Corporation's website on May 23, 2018 and will remain on the website for one full year. The Circular will also be available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) on May 23, 2018.

The Corporation has decided to mail paper copies of the Circular to those registered and non-registered Shareholders who had previously elected to receive paper copies of the Corporation's meeting materials. All other Shareholders will receive a "notice and access" notification which will contain information on how to obtain electronic and paper copies of the Circular in advance of the Meeting and for a full year following the Meeting.

Shareholders may request copies of the meeting materials by mail at no cost until May 23, 2019 by email to [info@uraniumparticipation.com](mailto:info@uraniumparticipation.com) or by calling 1-888-689-7842. For Shareholders who wish to receive copies of the Circular in advance of the voting deadline, requests must be received **no later than June 19, 2018.**

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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. 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 132,448,713 fully paid and non-assessable Common Shares without par value, each Common 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 10, 2018 (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 executive officers of the Corporation, as of the Record Date, the only persons or companies who beneficially own or exercise control or direction over, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation, are as follows:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Kopernik Global Investors, LLC	17,722,041 <sup>(1)</sup>	13.4%
Wellington Management Company, LLP	14,721,997 <sup>(2)</sup>	11.1%

**Note:**

- (1) This number was obtained from an Alternative Monthly Report filed on behalf of Kopernik Global Investors, LLC on October 5, 2017 and has not been verified by the Corporation.
- (2) This number was obtained from an Alternative Monthly Report filed on behalf of Wellington Management Company, LLP on October 10, 2017 and has not been verified by the Corporation.

## PARTICULARS OF MATTERS TO BE ACTED ON

To the knowledge of the Corporation, the only matters to be dealt with at the Meeting are:

- (a) to receive the Corporation's consolidated financial statements for the year ended February 28, 2018, along with the auditor's report on the statements;
- (b) to elect directors to the board of directors (the "**Board**") for the ensuing year;
- (c) to reappoint the auditor for the upcoming year and to authorize the directors to fix the remuneration of the auditor;
- (d) to consider and, if deemed appropriate, to pass with or without variation, a special resolution ratifying and confirming the Amended and Restated By-Law No. 1, as more particularly described herein; and
- (e) to transact such other business as may properly come before the 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.

## ELECTION OF DIRECTORS

The Corporation's articles authorize a minimum of one (1) and a maximum of ten (10) directors. In accordance with a resolution passed by the Board on April 5, 2018, the number of directors to be elected at the Meeting is six (6) and it is proposed that all of the current directors be re-elected at the Meeting.

The persons named in the Proxy intend to vote for the re-election of the following directors:

Paul J. Bennett	Garth MacRae
Thomas Hayslett	Ganpat Mani
Jeff Kennedy	Dorothy Sanford

The term of office of each of the present directors expires at the Meeting. Each of the nominated directors is eligible to serve as a director and has expressed his or her willingness to do so. Directors who are elected will serve until the end of the next annual 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.

**Unless otherwise instructed, Proxies and voting instructions given pursuant to this solicitation by UPC's management will be voted FOR the election of the proposed nominees.** If any proposed nominee is unable to serve as a director or withdraws his or her name, the named proxyholders reserve the right to nominate and vote for another individual in their discretion.

UPC's Board recognizes that the quality of its directors is an important factor in the overall success of the Corporation. UPC is committed to ensuring that its Board is composed of members who have the competencies, capabilities and diversity required to understand UPC's business, along with the integrity and motivation required to properly discharge their fiduciary duties in the long term best interests of the Corporation and all of its Shareholders.

The Board adopted a Diversity Policy on January 13, 2015 which includes provisions relating to the identification and nomination of women to the Board. See “UPC’s Corporate Governance Practices – Diversity on the Board – Female Representation on the Board and in Management” on page 23 for a summary.

When considering the Board as a whole and assessing directors’ candidacy for the Board, the Corporate Governance and Nominating Committee follows its established guidelines for the Board’s composition, including its Diversity Policy and its “*Guidelines for the Composition of the Board*”, and seeks directors who have some or all of the following attributes:

- Financial accreditation and/or financial literacy
- Sound business experience and expertise
- Corporate governance experience
- Compensation literacy
- Uranium industry and market experience and knowledge
- Corporate finance and corporate development experience
- Respected by the financial and business communities
- Candidacy consistent with the Diversity Policy and the targets set thereunder
- Strong board skills, such as:
  - Integrity
  - Networking abilities
  - Interpersonal skills
  - Ability to think strategically and act independently
  - Independent, as such term is defined by the Canadian Securities Administrators

### **Advance Notice Requirements**

The by-laws of the Corporation contain advance notice and nominee information requirements (the “**Advance Notice Requirements**”) for nominations of directors prior to any annual or special meeting where directors are to be elected. The Advance Notice Requirements are important for the Corporation and for Shareholders for a number of reasons:

- The Advance Notice Requirements provide the Corporation with adequate prior notice of director nominations (being notice delivered to the Corporation at least 30 days prior to the date of the Meeting in the ordinary course).
- The Advance Notice Requirements ensure the Corporation has sufficient information about nominees. This way, the Corporation will be in a better position to evaluate a proposed nominee’s qualifications and suitability to serve as a director of the Corporation.
- The Advance Notice Requirements facilitate an orderly and efficient meeting process.

The Amended & Restated By-Law No. 1, effective May 11, 2018 (as more particularly described below) amended the prior Advance Notice Requirements, and provide that, in the event the Corporation uses “notice and access” to deliver its meeting materials to shareholders, advance notice of a director nomination must be delivered to the Corporation at least 40 days prior to the date of the applicable shareholder meeting. As the Board adopted the Amended & Restated By-Law No. 1 after initial notice of the meeting was publicized, the Board resolved to maintain the requirement for only 30 days’ advance notice, instead of 40 days, for this Meeting.

As at the date hereof, the Corporation has not received notice of any director nominations in connection with the Meeting. Accordingly, the only persons currently nominated for election to the Board are the above nominees.

## Director Share Ownership Requirement

The Board has adopted share ownership requirements for its members, as amended January 14, 2016, which require directors to own Common Shares with a cost of acquisition equal (in Canadian dollars) to two times the value of their annual director retainers (regardless of the currency). Directors must comply with this requirement by the later of: (1) the Corporation's next annual meeting of shareholders at which directors are to be elected; (2) one year from the date of their election to the Board; and (3) one year from the date the Common Shares were made eligible to be deposited through DTC in the United States (the "**Share Ownership Requirement**").

## Profiles of the Nominated Directors

The table below sets out information about each nominated director as at the date hereof, including their background and experience, main areas of expertise and other public company boards of which they are members. In addition, the table discloses the number of Common Shares each nominee owns or over which such nominee exercises control or direction (as provided by each nominated director) and such nominee's compliance with the Share Ownership Requirement.

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**Paul J. Bennett**

Alberta, Canada

Common Shares: 11,790

Mr. Bennett became a director in June 2005. He currently runs a private resource consulting business (Energus Resources). Mr. Bennett has held executive and senior management positions with Petrofrontier Corp, Rodinia Oil Corp, ExxonMobil Canada, Sable Offshore Energy Project and Mobil Oil Canada (MOCAN). He has also served as a director of the Maritimes and Northeast Pipeline and was formerly on the Board of Directors of Kerr Mines Inc. (TSX: Au). Mr. Bennett has over 43 years of domestic and international experience in geology, mining and oil/gas exploration, development and production. Mr. Bennett graduated from the University of Toronto in 1972 with a HBSc. in Geology and again in 1974 with a MSc. in Structural Geology. He is a member of the CSPG and AAPG, and is a retired Professional Geologist (P. Geol.) in the Province of Alberta (APEGGA) and has lived in Canada, Australia, the USA and the UK.

**Areas of Expertise:** Finance, Mining and Exploration, Corporate Governance, Compensation

**UPC Board Details:**

- Director since June 2005
  - Independent
  - Chair of the Compensation Committee and member of the Corporate Governance and Nominating Committee
  - Share Ownership Requirement: Complies
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**Thomas Hayslett**  
Tennessee,  
United States  
Common Shares: 10,050

Mr. Hayslett retired as an independent consultant in the uranium industry at the end of 2016. Mr. Hayslett has over 40 years of experience dealing with various nuclear fuel issues and market matters, having started his career at the Tennessee Valley Authority (“TVA”) in 1972 as a nuclear engineer. From 1972 through 1988, Mr. Hayslett held various positions of increasing responsibility in both the nuclear fuel engineering and nuclear fuel supply organizations at TVA. From 1988 until retiring from TVA in 2004, he served as Manager, Nuclear Fuel Supply. From 2004 through 2008, Mr. Hayslett was a Senior Consultant with The Ux Consulting Company (“UxC”), and from 2008 through 2016, he served as an independent consultant to UxC or other clients. Mr. Hayslett graduated from Mississippi State University with a B.S. degree in Nuclear Engineering in 1971 and received a M.S. degree in Nuclear Engineering from the same university in 1976.

**Areas of Expertise:** Uranium industry and market experience and knowledge, Business

**UPC Board Details:**

- Director since February 2014
- Independent
- Member of the Corporate Governance and Nominating Committee
- Share Ownership Requirement: Complies

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**Jeff Kennedy**  
Ontario, Canada  
Common Shares: 11,000

Mr. Kennedy is the Chair of the Board of the Corporation and is Managing Director of Equity Capital Markets and Operations of Cormark Securities Inc. (“Cormark”). Mr. Kennedy also held the position of Chief Financial Officer of Cormark until 2015. Previously, Mr. Kennedy was the Chief Financial Officer of Loewen Ondaatje McCutcheon Limited until 1998. Mr. Kennedy was Chairman of the Capital Formula Subcommittee of the Investment Dealers Association of Canada (now the Investment Industry Regulatory Organization of Canada) (“IIROC”) from 1999 until 2003 and continues to be a member of the Executive Committee of the Financial and Operations Advisory Section at IIROC. Mr. Kennedy has been in the investment business since 1987. Mr. Kennedy holds a B.Com. degree from McMaster University and has been a Chartered Professional Accountant since 1983.

**Areas of Expertise:** Financing, M&A, Accounting, Corporate Governance, Compensation

**UPC Board Details:**

- Director since March 2005
- Independent
- Chair of the Board
- Chair of the Corporate Governance and Nominating Committee
- Share Ownership Requirement: Complies

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**Garth MacRae**  
Ontario, Canada  
Common Shares: 10,000

Mr. MacRae is engaged as a Corporate Director. Mr. MacRae brings to the Board over 40 years of experience in the resource industry, as well as over 16 years of public accounting experience. He has held executive positions with Hudson Bay Mining, Brinco Limited and Denison Mines Limited and served as Chairman of Dundee Precious Metals Inc. from 1995 to 2002 and Vice Chairman of Dundee Corporation from 1993 until 2004. Mr. MacRae holds a Chartered Professional Accountant designation.

Mr. MacRae is also a director of Dundee Corporation (TSX: DC.A), Dundee Energy Limited (TSX: DEN) and GeneNews Limited (TSX: GEN).

**Areas of Expertise:** Financing, M&A, Accounting, Corporate Governance, Compensation

**UPC Board Details:**

- Director since April 2005
- Independent
- Member of the Audit Committee and the Compensation Committee
- Share Ownership Requirement: Complies

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**Ganpat Mani**  
Colorado,  
United States  
Common Shares: 12,487

Mr. Ganpat Mani is engaged as a Corporate Director. He retired in 2013 from his position as the Chief Executive Officer and President at ConverDyn, a position he held since 2009. During his term as CEO of ConverDyn, he also served as a Director at the Nuclear Energy Institute and was a member of the U.S. Civil Nuclear Trade Advisory Committee. Prior to that, Mr. Mani was with Paladin Energy Ltd, an Australian uranium producer supporting their global strategic initiatives. Other previous positions included Member, Board of Directors of Uranium International Corporation (now Tresoro Mining Corp.), a junior mining company, and Principal of Ganman Consulting LLC, which provided business strategy, market development and outsourcing support for nuclear and non-nuclear companies. Mr. Mani retired from Honeywell International Inc. in June 2007 after a 34 year-career spanning a variety of functional areas and product lines. Mr. Mani holds an M.B.A. from Rutgers University, New Jersey and a Bachelor of Technology Degree in Metallurgical Engineering from Loughborough University, UK.

Mr. Mani is also a director of Uranium Energy Corp. (NYSE MKT: UEC).

**Areas of Expertise:** Uranium industry and market experience and knowledge, Financing, M&A, Business, Accounting, Corporate Governance, Compensation

**UPC Board Details:**

- Director since July 2014
- Independent
- Member of the Audit Committee
- Share Ownership Requirement: Complies

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**Dorothy Sanford**  
Ontario, Canada  
Common Shares: 12,700

Ms. Sanford is Lead Director of the Board and is Chair of the Audit Committee. Ms. Sanford is also currently the President of the MFDA Investor Protection Corporation, the compensation fund for Members of the Mutual Fund Dealers Association of Canada. Ms. Sanford has a long career providing regulatory advisory services to the financial services industry and market participants as an independent consultant and as a Partner at PricewaterhouseCoopers LLP for more than 10 years. Ms. Sanford was previously a senior regulator at the Ontario Securities Commission. Ms. Sanford holds an Honours Bachelor of Commerce from Queen's University, an M.B.A. degree from the University of Toronto and is an elected Fellow of the Institute of Chartered Professional Accountants of Ontario.

**Areas of Expertise:** Regulatory, Business, Accounting, Corporate Governance

**UPC Board Details:**

- Director since June 2016
- Independent
- Lead Director of the Board
- Chair of the Audit Committee
- Share Ownership Requirement: Complies

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Except as described below, to the knowledge of the Corporation no proposed director:

- (a) is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that;
- i. was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
  - ii. was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Garth A.C. MacRae is the Chairman of the board of directors of Dundee Energy Limited (“DEL”). On July 21, 2017, Dundee Energy Limited Partnership (“DELP”), a subsidiary of DEL, and DEL received notice from DELP’s lender, demanding repayment of amounts borrowed pursuant to DELP’s credit facility. DELP was not able to comply with the demand request. Accordingly, on August 16, 2017, DELP commenced insolvency proceedings by filing a Notice of Intent to Make a Proposal pursuant to the provisions of the Bankruptcy and Insolvency Act (Canada) in order for it to run a court-supervised sale solicitation process (“SSP”). In February 2018, Dundee Oil and Gas Limited (another subsidiary of DEL) (“DOGL”) commenced a proceeding under the terms of the Companies’ Creditors Arrangement Act, and the benefits and protections of which were extended to DELP. On April 25, 2018, DELP and DOGL provided notice of having entered into an Asset Purchase Agreement with Lagasco Inc. pursuant to which DELP and DOGL will sell substantially all of their assets and assign certain of their leases and other agreements to Lagasco. According to publicly available information as at the date of this AIF, a hearing to consider the sale has been scheduled for May 23, 2018.

### **Majority Voting Policy**

The Board has adopted a majority voting policy, pursuant to which, if a nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” his or her election from the Common Shares voted at the Meeting, he or she is to promptly tender his or her resignation to take effect upon acceptance by the Board. The Corporate Governance and Nominating Committee will expeditiously consider the director’s offer to resign and make a recommendation to the Board whether to accept that offer. Within 90 days of the Meeting, the Board must determine whether or not to accept the resignation, and the Board must accept the resignation absent exceptional circumstances.

Any director who tenders his or her resignation will not participate in the deliberations of the Board or any of its committees pertaining to the resignation. The majority voting policy applies only in circumstances involving an uncontested election of directors, meaning an election in which the number of nominees is equal to the number of directors to be elected.

### **REAPPOINTMENT AND REMUNERATION OF THE AUDITOR**

PricewaterhouseCoopers LLP (“**PwC**”), Chartered Professional Accountants, is the Corporation’s independent auditor. At the Meeting, you may either vote for reappointing PwC as UPC’s auditor to hold office until the end of the next annual meeting of shareholders and authorizing the directors to fix its remuneration, or you can withhold your vote. **Unless otherwise instructed, Proxies and voting instructions given pursuant to this solicitation by UPC’s management will be voted FOR reappointing PwC and authorizing the directors to fix PwC’s remuneration.**

As part of the Corporation’s corporate governance practices, the Audit Committee pre-approves the audit and review services performed by PwC to ensure that the independence of UPC’s auditor is not compromised through engaging it for other services. All other services are pre-approved by the Audit Committee as they arise. All services performed by PwC comply with professional standards and securities regulations governing auditor independence.

The following table discloses the fees billed to UPC by PwC during the last two fiscal years.

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit-Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
February 28, 2018	\$58,000	\$88,000	Nil	Nil
February 28, 2017	\$57,000	\$103,000	14,000	19,000

Notes:

1. The aggregate fees billed for audit services related to the Company's annual consolidated financial statements.
2. The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements that are not disclosed in the Audit Fees column. Fees primarily relate to (a) reviews of interim consolidated financial statements and specified audit procedures not included as part of the audit of the annual consolidated financial statements, and (b) audit engagements in connection with review of audited and reviewed financial disclosure for equity financings of the Corporation completed pursuant to a prospectus supplement to the Corporation's base shelf prospectus.
3. The aggregate fees billed for tax compliance, tax advice, and tax planning services, such as transfer pricing and tax return preparation.
4. The aggregate fees billed for professional services other than those listed in the other three columns. In fiscal 2017, these fees primarily related to administration services provided for the Corporation's subsidiary and the migration of the Corporation's subsidiary to Bermuda.

### CONFIRMATION OF AMENDED AND RESTATED BY-LAW NO. 1

The Corporation's By-Law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, was originally adopted when the Corporation was incorporated in 2005, with certain amendments made to the investment policy provisions in 2006 and the adoption of the Advance Notice Requirements in 2014 (together, the "**Prior By-law**").

After careful consideration, the Board determined that certain amendments should be made to the Prior By-law in order to update and generally modernize the by-laws governing the affairs of the Corporation. The Board approved and adopted the Amended and Restated By-Law No. 1 (the "**Amended By-law**") effective May 11, 2018 to incorporate those changes, subject to ratification and confirmation by Shareholders at the Meeting.

Generally, the amendments in the Amended By-law can be grouped into three categories:

- (1) Amendments which modernize the Corporation's by-laws to improve alignment of the Corporation's by-laws with recent and historic changes in applicable legislation and governing policies (such as the OBCA), as well as prevailing market standards for corporate governance;
- (2) Amendments which seek to clarify the Corporation's current investment policies and objectives as well as to expand upon those provisions to reflect the evolution of the Corporation's capital market and asset management strategy and incorporate into the Amended By-laws certain of the financing tools available to the Corporation in the current capital market environment; and
- (3) Amendments of a housekeeping nature, including the conversion to gender neutral terms throughout the Corporation's by-laws.

The following is a summary of the amendments that are reflected in the Amended By-law and is qualified in its entirety by reference to the full text of the Amended By-law appended hereto as Appendix A. Shareholders are urged to review the Amended By-law in its entirety.

The Amended By-law is in effect until it is confirmed, confirmed as amended or rejected by shareholders of the Corporation at the Meeting. If confirmed or confirmed as amended, the Amended

By-law will continue in effect in the form in which it is so confirmed. If shareholders reject the confirmation of the Amended By-law, it will cease to have effect as of the date of the Meeting and the Prior By-law will remain as the operative by-laws of the Corporation.

## **1. Amendments to Modernize**

Certain amendments reflected in the Amended By-law are intended to address recent and historical amendments to legislation and policy applicable to the Corporation, as well as corporate governance best practices that have evolved since incorporation. These amendments have been the subject of much consideration and discussion amongst the Board and management of the Corporation and are believed to be in the best interest of the Corporation.

### *Clarifying “Borrowing” and “Lending” Provisions (sections 2.05 and 2.06):*

The language of the Corporation’s by-laws in section 2.05 and former 2.05(1) was amended to clarify that: (a) section 2.05 addresses indebtedness (monetary borrowing by the Corporation); and (b) former section 2.05(1) – now section 2.06 – addresses specific uranium lending and borrowing arrangements. Incurring indebtedness to fund uranium purchases is very distinct, both operationally and strategically, from uranium borrowing and lending arrangements – thus warranting the clear separation in the Corporation’s by-laws.

### *Updating the Advance Notice Provisions (section 3.05):*

Since adoption of the Corporation’s Advance Notice Requirements, effective January 13, 2014 by amendment to the Corporation’s By-Law No. 1, the TSX and other industry participants (such as proxy advisory firms) have published guidance on advance notice policies and the provisions they believe may be problematic. As a result, the Corporation has made certain changes to its Advance Notice Requirements in the Amended By-law, consistent with published best-practices.

The Prior By-law provided that, to be timely, a Shareholder’s notice to the Corporation of a director nomination had to be made, in the case of an annual meeting of shareholders, not less than 30 days and no more than 65 days prior to the date of the annual meeting of shareholder. It also provided that an adjournment or postponement of a Shareholder meeting or the announcement thereof would not commence a new time period for the giving of notice.

According to guidance published by the TSX, provisions that provide for a maximum limit on the notice period are overly restrictive on shareholders and unnecessary. The Corporation has therefore removed the maximum threshold in the Amended By-law.

The Corporation has voluntarily adopted notice-and-access, which is the electronic dissemination of meeting materials to Shareholders, requiring the Corporation to provide meeting materials to Shareholders no later than 30 days prior to the meeting date. In recognition of the earlier timeframe for delivery of materials when using notice-and-access, and consistent with published guidance from proxy advisory firms, the Amended By-law provides that, in the event that notice-and-access will be used for delivery of materials to Shareholders (and notice of that fact has been given by the Corporation), the deadline for notice by a Shareholder under the Advance Notice Requirements will be 40 days prior to the meeting date. If the Corporation is not using notice-and-access, or as otherwise provided in the Advance Notice Requirements, the notice period will remain 30 days prior to the meeting date.

To be consistent with TSX guidance, the Corporation has also removed restrictions included in the Prior By-law related to the notification period, which preserved the original notification period in the case of a meeting adjournment or postponement. As a result of the amendment, the notification period under the Amended By-law will commence after the first notice of any meeting date (including the first notice of any meeting date that involves the resumption of an adjourned or postponed meeting).

*Canadian Residency (sections 3.02, 3.08 and 4.01):*

Since the initial adoption of the Corporation's Prior By-laws, there have been a number of changes to the Corporation's governing statute, the OBCA. In particular, in 2006, the requirement for a majority of the Board and/or any Committees of the Board to be resident Canadians was replaced with a requirement for only 25% of the Board to be resident Canadians, with no restrictions on Committee membership.

It is the view of the Board that it is in the best interests of the Corporation and shareholders that the Board be comprised of candidates that reflect a well-rounded and knowledgeable skill set, regardless of jurisdiction of residency of each individual director. Consistent with the view of the Board, and in compliance with the OBCA sections 3.02 and 4.01 were revised in the Amended By-laws. In addition, section 3.08 was revised to provide that a majority of the Board in attendance at any meeting of the Board cannot be resident of any one jurisdiction outside of Canada. This provides the Corporation with added flexibility when compared to the language included in the Prior By-Law, which required a majority of Canadians to be in attendance at each meeting of the Board of Directors.

*Revising Quorum for Shareholder Meetings:*

The Corporation's Prior By-law provided that quorum for shareholder meetings was 2 persons present in person or by proxy, representing no less than 10% of the issued shares of the Corporation. Guidance published by the TSX indicates that shareholders are coming to expect a higher quorum threshold. In light of that direction, and the strength of Shareholder turn-out (in person or by proxy) at prior meetings of the Corporation's shareholders, the quorum in the Amended By-law has been revised to require at least 2 persons present in person or by proxy, representing no less than 25% of the issued shares of the Corporation.

## **2. Investment Policy and Objectives Amendments**

In furtherance of the strategy of UPC, as outlined in the Corporation's Annual Information Form, the Board established an investment policy under the Prior By-law, which provides that at least 85% of the gross proceeds from any offering of securities by the Corporation must be invested in, or held for future purchases of, uranium. The wording of the investment policies and objectives in the Prior By-law, however, is vague and open to interpretation.

Accordingly, the Board approved certain amendments in the Amended By-laws, seeking to clarify the Corporation's mandate in respect of its use of proceeds of offerings and purchases of uranium. This is considered particularly timely, as the Board and management consider the use of a broader range of the current capital market tools available to the Corporation. With the amendments, the Board is seeking to clarify that the objective of the Corporation is to use at least 85% of Aggregate Gross Proceeds (as defined) for Uranium Purchases (as defined). Generally, this means that the Corporation intends to use at least 85% of the aggregate gross proceeds from private or public issuances of securities of the Corporation (other than an issuance in connection with certain exclusions, including an At-The-Market ("ATM") Offering, where unpredictable or incidental proceeds

may be received by the Corporation) towards the aggregate cost of all of the Corporation's purchases of uranium or to hold as cash or other short term investments to fund the future purchases of uranium. This mandate will apply to the Corporation's aggregate gross proceeds on a cumulative basis, and will not be applied on an offering by offering basis. These amendments have been the subject of much consideration and discussion amongst the Board and management of the Corporation and are believed to be in the best interest of the Corporation, and provide the necessary flexibility to ensure the accretive use of the proceeds of any specific capital raise.

*Investment Policies and Objectives Language in Prior By-Law:*

Investment Policies:

"At least 85% of the gross proceeds of any offering (an "Offering") of securities of the Corporation must be invested in, or held for future purchases of, either uranium oxide in concentrates ("U<sub>3</sub>O<sub>8</sub>") or uranium hexafluoride ("UF<sub>6</sub>")."

Objectives:

"Notwithstanding Section 5 of the articles of incorporation of the Corporation dated March 15, 2005, the Corporation shall, as its primary objective, invest in and hold at least 85% of the gross proceeds of any Offering in a direct ownership interest in either physical U<sub>3</sub>O<sub>8</sub> or physical UF<sub>6</sub> and hold the balance of its total assets in cash and interest-bearing accounts, short-term government debt or short-term investment grade corporate debt for the purposes of paying the expenses of the Corporation. For greater certainty, for the purposes of this by-law, the purchase of, investment in or holding of, U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub> by a wholly-owned subsidiary of the Corporation shall be deemed to be the purchase of, investment in and holding of, U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub> by the Corporation. The strategy of the Corporation does not include and will not include activities with regard to speculating in short-term changes in uranium prices. Notwithstanding the foregoing, when the Board of Directors believes that it is in the best interests of the Corporation, the Corporation may sell some or all of its holdings in U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub>. [emphasis added]

The Board and management felt the language of the Prior By-Law, as set forth above, was ambiguous and could be interpreted to mean, either: (a) the Corporation should invest 85% of the proceeds of each offering to purchase and hold (or hold for future purchases of) uranium; or (b) the Corporation should consider the aggregate of all offerings completed by the Corporation when it applies the 85% investment policy and objective in respect of the purchases and holdings of uranium.

*Investment Policies and Objectives Language in Amended By-law:*

After careful consideration, the Board determined that calculating the 85% threshold on a cumulative aggregate basis, since incorporation, is in the best interest of the Corporation and its shareholders, as it provides the Board and management with the ability to better manage the financial affairs of the Corporation at the time each offering is completed by the Corporation. This approach provides management and the Board with the flexibility to consider the appropriate allocation of new capital between uranium acquisitions and working capital based on what management and the Board view to be in the best interests of the Corporation, at that time, while still achieving the stated objectives of the Corporation. Management and the Board believe that with this flexibility it will be better positioned to avoid situations where a required transaction results in a dilutive (ie. a reduction in the pounds U<sub>3</sub>O<sub>8</sub> attributable to each share) or otherwise unfavourable outcome in the situation. For example, if the Corporation needs to cover operating expenses and the Corporation's shares are trading at a premium to the calculated net asset value ("**NAV**") per share, it may be less dilutive to issue additional

securities to raise funds for working capital rather than selling uranium assets at the market price. Similarly, the amended policy is expected to prevent the Corporation from having to raise more capital than would otherwise be necessary in order to build up working capital to fund future operating expenses.

In order to ensure that this interpretation is applied on a consistent basis and to assist with the monitoring of compliance, the Board approved certain amendments to the Corporation's by-laws. Accordingly, the revised Investment Policy and Objectives, and certain other corresponding and clarifying additions, in the Amended By-law are as follows:

Investment Policies – Section 2.07:

“At any time, and from time to time, the Uranium Purchases of the Corporation must be equal to or greater than 85% of the Aggregate Gross Proceeds. Notwithstanding the foregoing, when the Board of Directors believes that it is in the best interests of the Corporation, the Corporation may sell some or all of its holdings in U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub>.”

Objectives – Section 2.09:

“Notwithstanding the articles of the Corporation, the Corporation shall, as its primary objective, invest and hold uranium. In connection therewith, the Corporation shall use at least 85% of the Aggregate Gross Proceeds for Uranium Purchases. The Corporation may also enter into other uranium purchase, sale, lending or borrowing arrangements, and will hold the balance of its total assets in cash and/or interest-bearing accounts, short-term government debt or short-term investment grade corporate debt for the purposes of paying the expenses of the Corporation. For greater certainty, for the purposes of this by-law, the purchase, lending or borrowing of, investment in or holding of, uranium by a wholly-owned subsidiary of the Corporation shall be deemed to be the purchase, lending or borrowing of, investment in and holding of, uranium by the Corporation. The strategy of the Corporation does not include and will not include activities with regard to speculating in short-term changes in uranium prices. Notwithstanding the foregoing, when the Board of Directors believes that it is in the best interests of the Corporation, the Corporation may sell some or all of its holdings in uranium.”

New Definitions:

“Aggregate Gross Proceeds” means (a) the aggregate gross proceeds of all Offerings by the Corporation, minus (b) the aggregate amount of cash used by the Corporation to acquire its own securities.

“ATM Financing” means an at-the-market distribution of the Corporation's securities executed over an exchange or alternative trading system, pursuant to a prospectus and in compliance with applicable securities law and exchange requirements.

“Offering” means any private or public issuance of securities of the Corporation, other than an issuance in connection with: (a) an ATM Financing; (b) the grant of incentive rights to officers, directors or employees of the Corporation in accordance with the Corporation's equity incentive programs, and the issuance of securities on conversion or exercise of such rights, as applicable; (c) the conversion of any convertible security of the Corporation, including share purchase warrants, or (d) an arm's length purchase or sale of assets in a business combination or similar transaction carried out in compliance with applicable securities law and exchange requirements.

“uranium” means uranium oxide in concentrates (“U<sub>3</sub>O<sub>8</sub>”) and/or uranium hexafluoride (“UF<sub>6</sub>”), as applicable.

“Uranium Purchases” means the aggregate cost of all of the Corporation’s purchases of Uranium, plus any cash or other short term investments held for future purchases of Uranium.

The foregoing definition of “Offering” excludes proceeds raised in “ATM Financings”. In recent years, ATM financings have become a viable option for raising capital via equity issuance. In general, an ATM financing is a flexible and opportunistic alternative to traditional large equity financings, which can enable issuers to continually or periodically sell shares from treasury into the secondary market at prevailing market prices and often with lower issuance costs – sometimes facilitating access to the market when traditional methods of raising capital may be unavailable or unattractive. Such an offering may allow the Corporation to raise relatively small amounts of capital for working capital purposes, particularly at times when the Corporation is trading at a premium to its NAV and/or does not have visibility to uranium available for immediately accretive purchases using the proceeds of a larger equity offering. Although not included in the new definition of Offering, the Board and management may apply the proceeds of an ATM Financing to the acquisition of uranium if deemed appropriate, at the time of the issuance.

It is also noted that (b) in the definition of Aggregate Gross Proceeds was primarily added to clarify and confirm that funds used by the Corporation in connection with the Corporation’s Normal Course Issuer Bid program would be adjusted for in the 85% threshold calculation.

### **3. Housekeeping Amendments**

After careful consideration, the Board determined that certain housekeeping amendments should also be made to the Prior By-law of the Corporation. The amendments of a housekeeping nature included in the Amended By-law of the Corporation are discussed briefly below.

#### *Removal of Unnecessary Provisions.*

Certain provisions of the Prior By-law are a legacy of when the Corporation was established as an investment fund. As part of the update, and after review of the OBCA and the by-laws of other listed issuers, these provisions were considered both unusual and unnecessary, and were removed from the Amended By-law so as to avoid any unintentional overlap or conflict with the Corporation’s powers under the OBCA and other governing legislation and policies:

- Former section 2.06 – custody of securities;
- Former section 2.07 – voting shares and securities in other companies;
- Former section 7.11 – sale and purchase of common shares; and
- Former section 7.12 – rights on liquidation.

#### *Adding References to Electronic Means (sections 2.03, 9.12, 9.20, 12.01 and 12.10).*

In the aforementioned sections, the insertion of references to electronic signatures, electronic delivery of documents, and electronic meetings of shareholders were added.

*Updating Indemnification Language (section 6.04).*

The indemnification provisions were updated, to bring the language into alignment with the standard set forth in the OBCA, including to clarify that the indemnification of a director or officer by the Corporation is intended to cover a director or officer's work with another entity (such as a subsidiary) if that work was at the request of the Corporation.

*Updating Record Date Requirements (section 9.06).*

The minimum and maximum timing requirements for setting a Record Date have been updated, to bring them in line with market standards as well as corporate and securities requirements.

*Creating Gender Neutral References.*

Revisions have been made throughout in creating the Amended By-law, to remove references to "him" and "his", and replacing those references with gender neutral terms.

### **Shareholder Approval**

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution confirming the adoption of the Amended By-law, subject to such amendments, variations or additions as may be approved at the Meeting. In accordance with the Prior By-laws, the amendments to paragraphs 2.05, 2.08 and 2.09 and the deletions of paragraphs 7.11 and 7.12 in the Amended By-law require approval by the affirmative vote of at least 66 $\frac{2}{3}$ % of the votes cast at the Meeting. If approval is not obtained at the Meeting, the Prior By-laws will remain effective in their unamended form.

The Board and management consider the Amended By-law to be in the best interest of the Corporation and its Shareholders and, accordingly, recommend that Shareholders vote **FOR** the approval of the Amended By-law. **Unless otherwise instructed, Proxies and voting instructions given pursuant to this solicitation by UPC's management will be voted FOR the approval of the Amended By-law.**

The text of the resolution to be submitted to Shareholders at the Meeting with respect to the Amended By-law is set forth below:

"BE IT RESOLVED THAT:

1. the adoption of the Amended and Restated By-Law No. 1 of Uranium Participation Corporation (the "Corporation"), substantially in the form appended to the Management Information Circular of the Corporation dated May 15, 2018, is hereby ratified, confirmed and approved; and
2. any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver for and in the name of and on behalf of the Corporation, whether under its corporate seal or not, all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as in such person's opinion may be necessary or desirable for the purpose of giving effect to this resolution."

## UPC'S CORPORATE GOVERNANCE PRACTICES

UPC is a reporting issuer in all of the provinces of Canada. Its Common Shares trade on the Toronto Stock Exchange (TSX: U).

Upon its formation, UPC appointed Denison Mines Inc. (the “**Manager**”), a wholly owned subsidiary of Denison Mines Corp. (“**DMC**”), to manage UPC pursuant to a management services agreement (the “**Management Services Agreement**”). See “Management Contracts”.

### The Board of Directors

UPC's Board is currently comprised of six (6) directors. In accordance with TSX requirements, each of the six (6) directors proposed by management is to be elected individually at the Meeting to serve until the end of the next annual meeting of Shareholders.

### Independence

The Board is responsible for determining whether or not each director is independent. This assessment is made in accordance with standards of the Canadian Securities Administrators in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and the Governance Guidelines. With the assistance of the Corporate Governance and Nominating Committee, the Board reviews each director's independence annually and upon the appointment or election of a new director. The Board last considered this matter at its meeting on April 5, 2018. The following table sets out the Board's determination and reasoning with respect to each nominee for election at the Meeting:

Name	Independent	Not Independent	Commentary on Independence
Paul J. Bennett	×		
Thomas Hayslett	×		
Jeff Kennedy	×		Mr. Kennedy was determined by the Board to be independent, pursuant to s.1.4 of NI 52-110; however, he does not meet the additional independence requirements imposed on members of the Audit Committee, due to the fact that Mr. Kennedy is an officer of Cormark, which has provided investment banking or financial advisory services to UPC from time to time.
Garth MacRae	×		
Ganpat Mani	×		
Dorothy Sanford	×		

In addition to being entirely comprised of independent directors, in accordance with the standards in s.1.4 of NI 52-110, the Board believes that adequate structures and processes are in place to facilitate the independent functioning of the Board for several reasons:

- The Board has a Lead Director

Ms. Sanford has been appointed the Lead Director by the Board, upon the recommendation of the Corporate Governance and Nominating Committee, to preside at any meetings for which the Chair is unavailable or has recused himself to allow the Board to independently consider matters relating to or involving Cormark's investment banking or financial advisory services to UPC.

The Lead Director serves as an additional independent leadership contact for directors and assists in maintaining

and enhancing the quality of the Company's corporate governance.

- The Audit, Compensation and Corporate Governance and Nominating Committees are entirely independent.

All of the Board's standing committees are composed entirely of independent directors. Mr. Kennedy's position at Cormark does not interfere with the responsibilities of the Corporate Governance & Nominating Committee (which does not consider matters related to investment banking or financial advisory services as part of its mandate) or interfere with his judgment related thereto.

- The Board regularly meets without management.

The Board has an opportunity to meet in camera without management at every Board and committee meeting.

Separate from and in addition to the formal assessment and determination of independence described above, the Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest. Such steps have included the adoption of the Code of Ethics, which provides examples of conflicts of interests and outlines the procedure to be followed in situations that present an actual or potential conflict of interest (including reporting such conflict or potential conflict to the Chair of Denison's Audit Committee).

### ***The Role of the Board***

The Board of UPC is responsible for the direction of the business, affairs and operations of the Corporation and the oversight of the Manager.

The Board has adopted a formal mandate setting out the role and responsibilities of the Board (see Appendix B). In order to delineate the roles and responsibilities of the Chairman of the Board, the Chair of each committee of the Board and the President and Chief Executive Officer (the "CEO"), the Board has also adopted written position descriptions for each of these positions.

In discharging its stewardship over the Corporation, the Board has undertaken the following specific duties and responsibilities:

- to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- adoption of a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
- the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including the appointment and monitoring of management and the Manager;
- adopting a communications policy for the Corporation; and
- oversight of the integrity of the Corporation's internal control and management information systems and those of its Manager.

Generally, operations in the ordinary course or that are not in the ordinary course and do not exceed material levels of expenditures or commitment on the part of the Corporation have been delegated to management. Decisions relating to matters that are not in the ordinary course and that involve material expenditures or commitments on the part of the Corporation generally require prior approval of the Board. As the Board has plenary power, any responsibility which is not delegated to management or a Board committee remains with the Board.

The responsibilities of the Chairman include presiding over Board meetings, assuming principal responsibility for the Board's operation and functioning independent of management and ensuring that Board functions are effectively carried out.

The responsibilities and authorities of the Chair of each committee of the Board are set out in the mandate for each committee and in the Board's mandate. Generally, the Chair of a committee leads and oversees the activities of the committee to ensure that it fulfills its mandate and operates independently of management.

The CEO is appointed by the Board and, subject to the oversight of the Board, is responsible for the management of the Corporation's business, providing leadership and vision, developing and recommending significant corporate strategies and objectives for approval by the Board. In addition to setting out the CEO's responsibilities, the Board's mandate also establishes limits of authority for the CEO.

### **Board Committees**

To assist the Board with its responsibilities, the Board has established three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each committee has a written mandate and reviews its mandate annually. Each of the standing committees has responsibility in its area of expertise for identifying the principal risks in UPC's business and monitoring management's implementation and assessment of appropriate risk management systems.

#### ***The Audit Committee***

The Audit Committee has three members:

- Dorothy Sanford (Chair)
- Garth MacRae
- Ganpat Mani

Each member of the Audit Committee is independent and financially literate, as such terms are defined in sections 1.4, 1.5 and 1.6 of NI 52-110. Ms. Sanford has an Honours Bachelor of Commerce from Queen's University, an M.B.A. degree from the University of Toronto and is an elected Fellow of the Institute of Chartered Professional Accountants of Ontario and has a long career providing regulatory advisory services to the financial services industry and market participants as an independent consultant and as a Partner at PricewaterhouseCoopers LLP for more than 10 years. Mr. MacRae is a Chartered Professional Accountant, who has held the position of Chief Financial Officer at a public company. He has also served on the audit committees of a number of public company boards. Mr. Mani has held a number of director and senior officer positions with public companies. He also has a Master of Business Administration degree from Rutgers University.

The Audit Committee oversees the accounting and financial reporting processes of the Corporation and its subsidiary and all audits and external reviews of the financial statements of UPC, on behalf of the Board, and has general responsibility for oversight of internal controls, and accounting and auditing activities of the Corporation and its subsidiary. The Audit Committee reviews, on a continuous basis, any reports prepared by UPC's auditor relating to the Corporation's accounting policies and procedures, as well as internal control procedures and systems. The Audit Committee is also responsible for examining all financial information, including annual and quarterly financial statements, prepared for securities commissions and similar regulatory bodies prior to filing or delivery of the same.

All auditing services and non-audit services to be provided to the Corporation by the Corporation's auditor are pre-approved by the Audit Committee, and the Audit Committee reviews the independence of PwC, the Corporation's external auditor. The Audit Committee also oversees the annual audit process, the quarterly review engagements, the Corporation's internal accounting controls, the Code of Ethics and Whistleblower Policy. The Audit Committee recommends to the Board the firm of independent auditors to be nominated for appointment by the Shareholders.

The Audit Committee also oversees the Corporation's internal audit function. The Corporation's senior internal auditor reports directly to the Chair of the Audit Committee on matters related to internal accounting controls.

The Audit Committee met four times since the start of its most recently completed financial year. The Audit Committee met *in camera* without management present at every meeting with the external auditor.

For additional information required by NI 52-110, please refer to the Corporation's Annual Information Form under the heading "Standing Committees – Audit Committee".

### ***The Compensation Committee***

The Compensation Committee has two members:

- Paul Bennett (Chair)
- Garth MacRae

All officers of UPC are provided under the Management Services Agreement by the Manager and UPC does not compensate any executives. The Compensation Committee has been mandated to review the adequacy and form of the compensation of directors and to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director.

Members of the Compensation Committee are independent, and have experience and skills relevant to executive compensation. Both Messrs. Bennett and MacRae have served as executives and directors for other public companies and each have over 40 years of experience with natural resources companies providing them with relevant experience in determining compensation. Mr. MacRae also holds a Chartered Professional Accountant designation. The Compensation Committee met twice during its most recently completed financial year.

### ***The Corporate Governance and Nominating Committee***

The Corporate Governance and Nominating Committee has three members:

- Jeff Kennedy (Chair)
- Paul Bennett
- Thomas Hayslett

All members of the Corporate Governance and Nominating Committee are independent, as defined in s.1.4 of NI 52-110. This committee is responsible for UPC's approach to corporate governance, monitors the regulatory environment and recommends changes to the Corporation's practices when appropriate. The Corporate Governance and Nominating Committee oversees the effective functioning of the Board and the relationship between the Board and management, to ensure that the Board can function independently of management as required. The Corporate Governance and Nominating Committee also identifies individuals qualified to become new Board members and recommends to the Board the director nominees at each annual meeting of Shareholders and, with

the assistance of the Board and where necessary, develops an orientation and education program for new recruits to the Board.

In identifying possible nominees to the Board, the Corporate Governance and Nominating Committee considers the competencies and skills necessary for the Board as a whole, the skills of existing directors and the competencies and skills each new nominee will bring to the Board, as well as whether or not each nominee will devote sufficient time and resources to the Board and whether he or she is independent within the meaning of the Governance Guidelines.

The Corporate Governance and Nominating Committee also annually reviews and makes recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the independence of Board members; (iii) the composition of the committees of the Board; (iv) the effectiveness and contribution of the Board, its committees and individual directors, having reference to their respective mandates, charters and position descriptions; and (v) compliance with and amendments to the Board mandates, policies and guidelines.

The Corporate Governance and Nominating Committee has adopted the annual practice of distributing and reviewing the results of written board effectiveness assessments. The assessments question members of the Board as to their level of satisfaction with the functioning of the Board, its interaction with management and the performance of the standing committees of the Board. The Board members also conduct peer reviews and a self-assessment as to their effectiveness as a Board member. After the assessments are reviewed, the Corporate Governance and Nominating Committee reports to the Board as to the results and make recommendations to the Board to improve UPC's corporate governance practices. This process occurs annually prior to the consideration by the Corporate Governance and Nominating Committee of nominations for Board member elections at the annual meeting of Shareholders each year.

In addition, the Corporate Governance and Nominating Committee reviews the Corporation's disclosure of its corporate governance practices in the Circular each year. The Corporate Governance and Nominating Committee met three times in the last fiscal year.

## **Diversity on the Board**

### ***Female Representation on the Board and in Management***

The Board recognizes that diversity enriches the decision making process and is important to the Corporation's good governance. The Board formally adopted a Diversity Policy in January 2015, which clarifies the Corporation's commitment to identifying and considering women for its Board. Along with the adoption of the Diversity Policy, the Board also amended the guidelines by which the Corporate Governance and Nominating Committee considers the composition of the Board and evaluates candidates to include a commitment for the Committee to consider qualified female candidates for nomination to the Board to further the Board's goals of achieving gender diversity.

Each year, the Corporate Governance and Nominating Committee is required to measure and report to the Board as to the Company's annual and cumulative progress in achieving targets for representation of women within UPC. In fiscal 2016, as part of its ongoing commitment to diversity, the Corporate Governance and Nominating Committee sought new nominees for the Board to present to Shareholders at the Meeting. As a result of its search, Ms. Sanford was identified as a candidate that would enhance the diversity of, and bring a depth of knowledge and breadth of experience that would strengthen the Board.

With the retirement of Mr. McCoy in 2017, the Board considered and deemed it appropriate to reduce the number of directors on the Board from seven (7) to six (6) members. However, UPC will continue to consider gender diversity as a key factor in its nomination process in the event of future vacancies on the Board.

The Corporation's Executive Officers are provided to UPC by the Manager, pursuant to the Management Services Agreement. The ultimate decision by the Manager to recommend a candidate for appointment as an Executive Officer is based on merit, experience and the contribution that the candidate can bring to the position. In this regard, the Board has encouraged the Manager to consider women, having the necessary skills, knowledge and experience, when evaluating potential candidates for executive positions in order to further the Corporation's goals of achieving gender diversity. The Manager is required to furnish the services of four (4) officers to the Corporation, currently the CEO, CFO, VP Commercial and Corporate Secretary. The Corporate Secretary of the Corporation is a woman, representing 25% of the officers furnished by the Manager to the Corporation.

### ***Director Term Limits***

While the Corporation recognizes that director term limits are a means to create board renewal and that board renewal can be an important factor to aid increased diversity, the Corporation has not instituted director term limits for various reasons, including:

- i. The Board has experienced new membership recently through natural turn-over and succession planning without the imposition of formal term limits. Messrs. Mani and Hayslett and Ms. Sanford have all joined the Board in recent years. Each of these individuals bring new and diverse perspectives to the Board.
- ii. The Corporation believes that, in taking into account the nature and size of the Board and the Corporation, it is more important to have relevant experience than to impose set time limits on a director's tenure, which may create vacancies at a time when a suitable candidate cannot be identified and as such would not be in the best interests of the Corporation.

In lieu of imposing term limits, the Corporation regularly monitors director performance through annual evaluations and regularly encourages sharing and new perspectives through regularly scheduled Board meetings, meetings with only independent directors in attendance, as well as through continuing education initiatives. On a regular basis, the Corporation analyzes the skills and experience necessary for the Board and evaluates the need for director changes to ensure that the Corporation has highly knowledgeable and motivated Board members, while ensuring that new perspectives are available to the Board.

### **Director Education**

The Board encourages directors and senior management to participate in appropriate professional and personal development activities, courses and programs.

To enhance the Board's understanding of the nuclear industry and market developments, director education is implemented in the following ways at UPC:

- Updates and Subscriptions Management distributes updates, newsletters and articles on industry and regulatory information to the Board on a regular basis via email, including weekly email distribution of industry and market update publications. Additionally, the Corporation maintains subscriptions to regular newsletters on topics of interest that are circulated to the Board.

- Management Presentations to the Board and to Committees  
Management regularly prepares and presents relevant information to Board members, by way of (a) periodic corporate, industry and market update emails, and (b) more in-depth corporate, industry and market updates at each regularly scheduled Board meeting. Similarly, the Corporation's Corporate Secretary and legal counsel, as applicable, provides directors and officers with summary updates of any developments relating to the duties and responsibilities of directors and officers and to any other corporate governance matters. The Chief Financial Officer ensures that the Audit Committee is apprised of relevant developments and issues.
- Third Party Presentations to the Board  
Periodically, and at least annually in recent years, the Board will receive presentations from third parties regarding developments in the industry, market updates or other matters relevant to governance of the Corporation.
- An on-line board portal dedicated exclusively to the Board  
In addition to housing meeting materials, UPC's board portal includes a reference manual, which includes corporate information, industry information, regulatory and governance updates and corporate policies. As a hosted website dedicated to our Board, the portal is current and available to directors wherever they are.

Management also provides new Board members with an orientation session, covering a range of topics from the role of the Board, its committees and directors, to UPC's business and the uranium business generally.

### Fiscal 2018 Attendance Record

The table below shows the number of Board and standing committee meetings each director attended since the beginning of the financial year ended February 28, 2018. At every Board and committee meeting, including those held by teleconference, directors have an opportunity to meet *in camera* without management present.

Name	Board	Audit Committee	Corporate Governance & Nominating Committee	Compensation Committee	Percentage Attendance
Paul J. Bennett	8 of 8		3 of 3	2 of 2	100%
Thomas Hayslett	8 of 8	-	3 of 3	-	100%
Jeff Kennedy	6 of 6 <sup>(1)</sup>	-	3 of 3	-	100%
Garth A. C. MacRae	7 of 8	4 of 4	-	2 of 2	93%
Ganpat Mani	8 of 8	4 of 4	-	-	100%
Dorothy Sanford	8 of 8	4 of 4			100%

**Note:**

(1) Mr. Kennedy abstained from attending two meetings held on September 25, 2017, which were called to consider the October 2017 bought deal financing of UPC which was co-led by Cormark Securities Inc.

### UPC's Code of Ethics & Whistleblower Policy

The Corporation is committed to conducting its business in compliance with the law and the highest ethical standards. UPC has adopted a written Code of Ethics which applies to directors and officers of the Corporation, and annually each of the Corporation's officers and directors are required to acknowledge that they have read and agree to the Code of Ethics. The Code of Ethics sets out principles and standards for honest and ethical behavior at UPC, including the following key areas:

- compliance with applicable laws
- conflicts of interest

- insider trading
- quality of disclosure and accountability
- confidentiality and corporate opportunity
- reporting illegal or unethical behavior

The Code of Ethics is made available to everyone on the Corporation's website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com) or on SEDAR under the UPC's profile at [www.sedar.com](http://www.sedar.com).

The Audit Committee periodically discusses relevant matters with management to ensure satisfactory compliance with the code. Directors or officers who have concerns about violations of laws, rules or regulations, or of the Code of Ethics are to report them to the Corporate Secretary or to the Chair of the Audit Committee. Following receipt of any complaints, the Corporate Secretary or Chair of the Audit Committee, as the case may be, will investigate each matter so reported and report to the Audit Committee. The Audit Committee has primary authority and responsibility for monitoring compliance with and enforcing the Code of Ethics, subject to the supervision of the Board.

To supplement the Code of Ethics, the Audit Committee has established a policy and set of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (the "**Whistleblowing Policy**") to encourage officers and directors to raise concerns regarding accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment. The Whistleblowing Policy provides for the confidential reporting of any issues to the Chair of the Audit Committee and the procedure for handling matters reported thereunder. The Whistleblowing Policy is available on the Corporation's website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com), and is distributed annually to all directors and officers of UPC.

### **Anti-bribery Policy**

The Board adopted an Anti-bribery Policy, effective April 2018, the purpose of which is to reiterate UPC's commitment to compliance with Canada's *Corruption of Foreign Public Officials Act* ("CFPOA"), the *U.S. Foreign Corrupt Practices Act* ("FCPA") and any local anti-bribery or anti-corruption laws that may be applicable. This policy applies to all officers, directors, employees and agents of UPC and its subsidiaries, and supplements the Code of Ethics and all applicable laws, and provides guidelines for compliance with the CFPOA, the FCPA and UPC's policies. UPC's CEO is responsible for administering and interpreting the policy under the oversight of the Audit Committee. UPC's Anti-bribery Policy is available on its website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com).

### **Shareholder Communications**

The Board has put structures in place to ensure effective communication between the Corporation, its Shareholders and the public. UPC has established an investor relations procedure whereby most Shareholder concerns are dealt with on an individual basis, usually by providing requested information. Significant Shareholder concerns are brought to the attention of management or the Board. Shareholders are informed of developments in the Corporation by the issuance of timely press releases which are concurrently posted to UPC's website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com), and filed under the Corporation's profile on SEDAR.

The Board monitors the policies and procedures that are in place to provide for effective communication by the Corporation with its Shareholders and with the public generally, including effective means to enable Shareholders to communicate with senior management and the Board. The Board also monitors the policies and procedures that are in place to ensure a strong, cohesive, sustained and positive image of the Corporation with Shareholders, governments and the public generally.

Shareholders or other interested parties may communicate directly with the Chief Executive Officer, Chief Financial Officer, Chairman of the Board and any of the directors by writing to them at the Corporation's office below. Envelopes should be marked "Confidential" and to the attention of the appropriate party.

Uranium Participation Corporation  
1100 - 40 University Avenue  
Toronto, ON M5J 1T1

## STATEMENT OF EXECUTIVE COMPENSATION

### Remuneration of Officers

Under the terms of its Management Services Agreement, UPC has engaged the Manager to provide administration and management services to the Corporation, which services include the provision of officers for the Corporation. The Manager currently provides four officers to the Corporation, being the President and Chief Executive Officer, the Chief Financial Officer, the Vice-President Commercial and the Corporate Secretary, as well as any other position necessary to carry out the Manager's responsibilities for the administration, financial reporting, investor relations and marketing activities. UPC has no employees. See "Management Contracts". A copy of the Management Services Agreement has been filed on the SEDAR website and is available at [www.sedar.com](http://www.sedar.com) or at [www.uraniumparticipation.com](http://www.uraniumparticipation.com).

The Management Services Agreement provides that any directors, officers or employees of the Manager who are also officers of UPC shall be paid by the Manager, and they shall not receive any remuneration from UPC. To the extent the named executive officers of the Corporation are also named executive officers of DMC (the parent company of the Manager) during a particular financial year, the compensation paid to these individuals by the Manager or by DMC can be found disclosed in DMC's Compensation Discussion and Analysis in DMC's management information circular dated March 22, 2018, which has been filed under DMC's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com) (the "DMC Circular"). In particular, compensation disclosure relating to Mr. David Cates, the Corporation's President and Chief Executive Officer, and Mr. Mac McDonald, the Corporation's Chief Financial Officer, is contained in the DMC Circular.

The Corporation's Vice-President Commercial, Mr. Scott Melbye, was not a named executive officer for DMC's past fiscal year and, as a result, his compensation is not disclosed in the DMC Circular. Mr. Melbye was paid \$213,843 for consulting services rendered to the Manager during the fiscal year ended February 28, 2018. In March 2017, the Board of Directors of DMC also awarded Mr. Melbye 50,000 DMC stock options, with an exercise price of \$0.85, pursuant to DMC's stock option plan. The options vest in equal tranches over the 2 years from the date of grant and expire March 10, 2022. The fair value, on the date of grant, of the DMC stock options was \$14,500, calculated by DMC using the Black Scholes option-pricing model according to IFRS 2 Share-based payments. More information on DMC's stock options is contained in the DMC Circular. Mr. Melbye did not receive any other form of compensation from the Corporation or the Manager during the fiscal year ended February 28, 2018.

## Compensation of Directors

In the financial year ended February 28, 2018, UPC's directors received cash compensation, including an annual retainer and an attendance fee for each meeting held. The quantum of this compensation was set in 2005.

All Canadian directors have received a retainer of \$25,000 per year, plus \$1,000 per attended meeting of the Board and committees of the Board. Directors based in the United States received US\$25,000 and US\$1,000 for their retainers and meeting fees, respectively. The Corporation also reimburses the members of the Board for out-of-pocket expenses for attending such meetings. The Corporation does not have a stock option plan or pension plan and does not pay non-equity incentive payments.

When considering the appropriate level of compensation for the Corporation's directors, the Board (a) recognized the importance of compensation in attracting and retaining desirable board candidates; and (b) considered a number of factors, including the directors' time commitments and the risks and responsibilities that the directors of UPC assume in keeping with the roles of the Board and the standing committees. The Compensation Committee also previously engaged consultants to review the compensation paid to its directors.

The Compensation Committee has assessed the Corporation's director compensation and has concluded that UPC's compensation policies and practices are reasonable and effective and do not create risks that are reasonably likely to have a material adverse effect on the Corporation. Because directors are compensated in a fixed manner, through a retainer and meeting fees, the Compensation Committee determined that this form of compensation was unlikely to promote unnecessary risk-taking among its directors.

In addition, in April 2018, the Board approved the adoption of an Anti-Hedging Policy, prohibiting UPC's directors and officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the common shares.

The table below sets out what Denison paid to directors in retainers and fees during the fiscal year ended February 28, 2018:

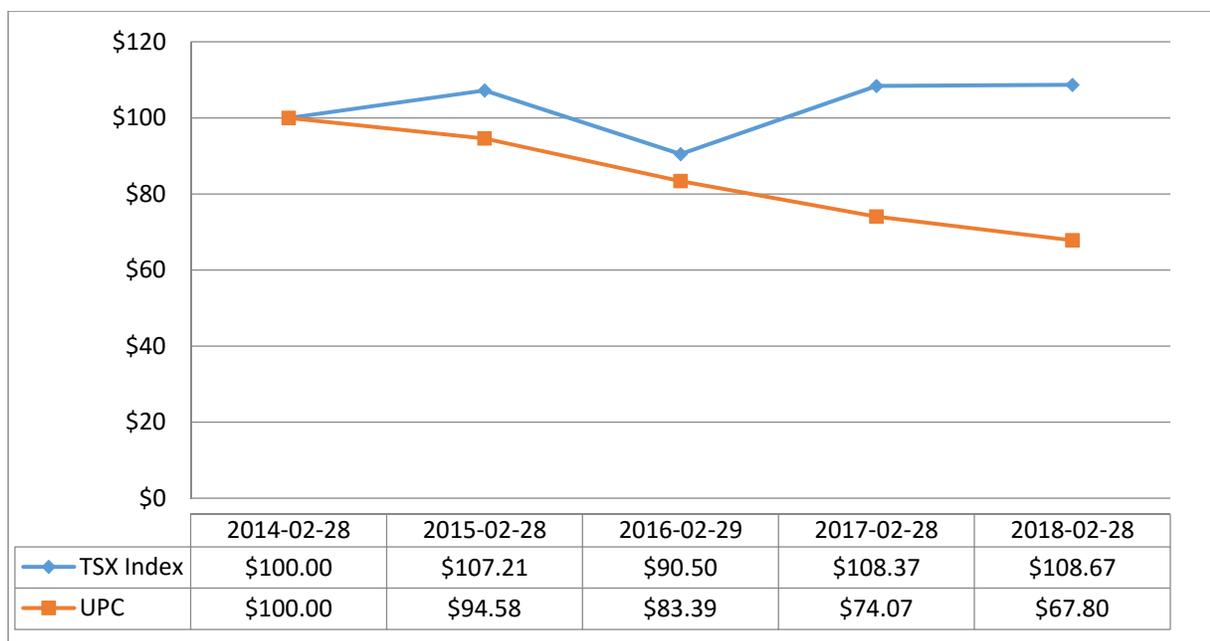
Name	Fees Earned (\$)	All Other Compensation	Total (\$)
Paul J. Bennett	\$38,000	Nil	\$38,000
Thomas Hayslett <sup>(1)</sup>	\$45,000	Nil	\$45,000
Jeff Kennedy	\$35,000	Nil	\$35,000
Garth A.C. MacRae	\$38,000	Nil	\$38,000
Ganpat Mani <sup>(1)</sup>	\$46,000	Nil	\$46,000
Richard H. McCoy <sup>(2)</sup>	\$19,500	Nil	\$19,500
Dorothy Sanford	\$37,000	Nil	\$37,000

**Notes:**

- (1) Amounts paid to Messrs. Hayslett and Mani were paid in U.S. dollars and translated into CAD dollars at month-end closing foreign exchange rates.
- (2) Mr. McCoy did not stand for re-election at, and retired as Chairman of the Board immediately following, the annual meeting of shareholders of the Corporation held on June 29, 2017.

## Performance Graph

The following graph compares the cumulative total return for \$100 invested in Common Shares as traded on the TSX for the period from February 28, 2014 to February 28, 2018, against the total return of the S&P/TSX Composite Total Return Index for the same period. The Shares trade on the TSX under the symbol "U".



The cumulative total shareholder return for the Common Shares has been less than the cumulative total shareholder return on the S&P/TSX Composite Index since February 28, 2014, which is consistent with returns of natural resources companies in the uranium market.

All officers of the Corporation are compensated by the Manager and supplied to UPC pursuant to the Management Services Agreement. A considerable portion of the Manager’s compensation depends on the net asset value of the Common Shares.

### **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 Canadian securities laws. There is no deductible for a non-indemnifiable loss. The premium paid by the Corporation for this coverage is \$33,000 for the period from April 1, 2018 to April 1, 2019. No amounts were paid by individual directors and officers for this coverage.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

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 10% 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.

## MANAGEMENT CONTRACTS

The Corporation is a party to the Management Services Agreement, pursuant to which the Manager is appointed to manage the business and affairs of the Corporation as directed by the UPC Board. The Manager does not have any ownership interest in UPC, and the two companies do not have any directors in common. The Manager is required to act in accordance with reasonable and prudent business practices and, with the approval of the Board and at its own cost, may delegate, any of its duties or obligations under the Management Services Agreement to any third party.

All purchases and sales of uranium are directed by the Board and are made by the Manager on behalf of UPC in accordance with the Management Services Agreement. The Manager is obligated to use commercially reasonable efforts to purchase and sell uranium at the best prices available to it over a prudent period of time. When the Board directs the Manager to purchase or sell uranium, the Manager may put out a tender for an offer to purchase or sell uranium or negotiate directly with potential suppliers (off-market transactions) for the purchase or sale of uranium. 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 UPC.

When the Board directs the Manager to lend uranium, the terms of the loan are reviewed, including the quantity, interest rate, duration, security and covenants, and must be approved by the Board prior to finalizing. Any lending arrangements for uranium will be completed by the Manager in accordance with standard industry practices for and on behalf of UPC.

The Manager is required to arrange, on behalf of the Corporation, storage of the uranium at licensed facilities and insurance coverage. It is also responsible for the preparation of draft regulatory filing materials and reports for Shareholders and to furnish office facilities.

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

<b>Name and Place of Residence</b>	<b>Position with UPC</b>	<b>Positions with DMC and the Manager</b>
David Cates Ontario, Canada	President and Chief Executive Officer	President and Chief Executive Officer of DMC and President and Chief Executive Officer and Director of the Manager
Gabriel (Mac) McDonald Ontario, Canada	Chief Financial Officer	Vice President, Finance and Chief Financial Officer of DMC and Chief Financial Officer and Director of the Manager
Scott Melbye Colorado, United States	Vice President, Commercial	Consultant to the Manager
Amanda Willett British Columbia, Canada	Corporate Secretary	Corporate Counsel and Corporate Secretary of DMC and Corporate Secretary of the Manager

The Management Services Agreement provides that any directors, officers or employees of the Manager who are also officers of UPC shall be paid by the Manager for serving in such capacity, and they shall not receive any additional remuneration from UPC. The Management Services Agreement does not provide for any allocation of the compensation paid to the Manager under the Management

Services Agreement to any of the individuals who serve as officers of UPC, and UPC is not aware of any such allocation. The officers are required to provide the amount of time to UPC's business necessary to effectively operate the business. The amount of time will vary in each year depending on the initiatives of UPC in the particular year. For example, management time will be greater in a year in which UPC undertakes a financing or acquisition transaction.

For the fiscal year ended February 28, 2018, UPC paid the Manager \$1,824,000 in management fees, of which \$396,000 was on account of commissions on uranium sales and purchases. Management fees were paid in accordance with the terms of the Management Services Agreement, as follows: (a) a base fee of \$400,000 per annum, payable in equal quarterly installments; (b) a variable fee equal to (i) 0.3% per annum of the Corporation's total assets in excess of \$100 million and up to and including \$500 million, and (ii) 0.2% per annum of the Corporation's total assets in excess of \$500 million; (c) a fee, at the discretion of the Board, for on-going monitoring or work associated with a transaction or arrangement (other than a financing, or the acquisition of or sale of U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub>); and (d) a commission of 1.0% of the gross value of any purchases or sales of U<sub>3</sub>O<sub>8</sub> or UF<sub>6</sub>, or gross interest fees payable to the Corporation in connection with any uranium loan arrangements.

The Management Services Agreement has a term of three years ending March 31, 2019. The Management Services Agreement may be terminated by either party upon the provision of 120 days' written notice and by UPC within 90 days of certain events surrounding a change of both of the individuals serving as CEO and CFO of UPC and/or a change of control of the Manager.

A copy of the Management Services Agreement is available on the Corporation's website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com) or under the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). The Manager's head office is 1100 - 40 University Ave, Toronto, Ontario M5J 1T1.

#### **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**

Financial information related to the Corporation is contained in the Corporation's 2018 Annual Report, which includes the audited consolidated financial statements and related MD&A for the year ended February 28, 2018. Additional information relating to the Corporation, including copies of the Corporation's 2018 Annual Report and the Corporation's Annual Information Form, is available on the Corporation's website at [www.uraniumparticipation.com](http://www.uraniumparticipation.com) or under the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Printed copies of the Corporation's 2018 Annual Report and the Corporation's Annual Information Form may also be obtained by writing to the Corporate Secretary of the Corporation at 1100 - 40 University Avenue, Toronto, Ontario M5J 1T1.

## **BOARD APPROVAL**

The contents and the distribution of this Circular have been approved by the Directors of the Corporation.

DATED as of May 15, 2018.

*/s/ "David Cates"*

David Cates  
President and Chief Executive Officer

## **Appendix A**

### **AMENDED & RESTATED BY-LAW NO. 1**

A by-law relating generally to  
the conduct of the affairs of

### **URANIUM PARTICIPATION CORPORATION**

#### **CONTENTS**

1. Interpretation
2. Business of the Corporation
3. Directors
4. Committees
5. Officers
6. Protection of Directors, Officers and Others
7. Shares
8. Dividends and Rights
9. Meetings of Shareholders
10. Information Available to Shareholders
11. Divisions and Departments
12. Notices
13. Effective Date

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Uranium Participation Corporation (hereinafter called the "Corporation") as follows:

## SECTION ONE

### INTERPRETATION

#### 1.01 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

- (1) "Act" means the *Business Corporations Act, R.S.O. 1990 c. B.16* and the regulations made pursuant thereto, as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (2) "Aggregate Gross Proceeds" means (a) the aggregate gross proceeds of all Offerings by the Corporation, minus (b) the aggregate amount of cash used by the Corporation to acquire its own securities;
- (3) "appoint" includes "elect" and vice versa;
- (4) "ATM Financing" means an at-the-market distribution of the Corporation's securities executed over an exchange or alternative trading system, pursuant to a prospectus and in compliance with applicable securities law and exchange requirements;
- (5) "board" means the board of directors of the Corporation;
- (6) "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (7) "meeting of shareholders" includes an annual meeting of shareholders and a special meeting of shareholders; "special meeting of shareholders" includes a meeting of any class or classes of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;
- (8) "non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act (Ontario)*;
- (9) "Offering" means any private or public issuance of securities of the Corporation, other than an issuance in connection with: (a) an ATM Financing; (b) the grant of incentive rights to officers, directors or employees of the Corporation in accordance with the Corporation's equity incentive programs, and the issuance of securities on conversion or exercise of such rights, as applicable; (c) the conversion of any convertible security of the Corporation, including share purchase warrants, or (d) an arm's length purchase or sale of assets in a business combination or similar transaction carried out in compliance with applicable securities law and exchange requirements.
- (10) "recorded address" means in the case of a shareholder, such shareholder's address as recorded in the securities register; and in the case of joint shareholders, the address appearing in the securities register in respect of such joint holding or the first address so appearing if there is more than one; and in the case of a director, officer, auditor or member of a committee of the board such person's latest address as recorded in the records of the Corporation;
- (11) "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by paragraph 2.03 or by a resolution passed pursuant thereto;

- (12) "uranium" means uranium oxide in concentrates ("U<sub>3</sub>O<sub>8</sub>") and/or uranium hexafluoride ("UF<sub>6</sub>"), as applicable;
- (13) "Uranium Purchases" means the aggregate cost of all of the Corporation's purchases of uranium, plus any cash or other short term investments held for future purchases of uranium.
- (14) all terms contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act; and
- (15) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine and neuter genders; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated organizations and any number or aggregate of persons.

## SECTION TWO

### BUSINESS OF THE CORPORATION

#### 2.01 Corporate Seal

The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the board.

#### 2.02 Financial Year

The financial year of the Corporation shall be as determined by the board from time to time.

#### 2.03 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by any two officers or directors and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, notes or other securities and all paper writings.

The signature or signatures of (if any) the Chair of the Board, the Vice-Chair of the Board, the President, any Executive Vice-President, or any Vice-President together with any one of the Secretary, the Treasurer, an Assistant Secretary, an Assistant Treasurer or any one of the foregoing officers together with any one director of the Corporation and/or any other officer or officers, person or persons, appointed as aforesaid by resolution of the board may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation on which the signature or signatures of any of the foregoing officers or directors

or persons authorized as aforesaid shall be so reproduced pursuant to special authorization by resolution of the board, shall be deemed to have been manually signed by such officers or directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers or directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation.

Contracts, documents or instruments in writing may be signed electronically to the extent permitted by applicable laws, and any contracts, documents or instruments signed electronically shall be deemed to have been manually signed by such officers or directors or persons whose signature or signatures is or are applied electronically and shall be as valid to all intents and purposes as if they had been signed manually.

#### 2.04 Banking Arrangements

The banking business of the Corporation, or any part thereof, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time by resolution prescribe or authorize.

#### 2.05 Monetary Borrowing

Notwithstanding the articles of the Corporation, the Corporation may incur indebtedness on a short term basis in limited circumstances to facilitate uranium purchase payments, provided that, under such circumstances, the Corporation may enter into short-term borrowing arrangements for which all outstanding amounts do not exceed 15% of the Corporation's total net assets at any and all times.

#### 2.06 Uranium Lending and Borrowing Arrangements

The Corporation may, at its discretion, enter into transactions whereby the Corporation enters into lending or borrowing arrangements in respect of uranium with other duly licensed entities in exchange for consideration including cash or other compensation and sufficient security in respect of any uranium so lent or borrowed.

#### 2.07 Investment Policies

- (a) At any time and from time to time, the Uranium Purchases of the Corporation must be equal to or greater than 85% of the Aggregate Gross Proceeds. Notwithstanding the foregoing, when the Board of Directors believes that it is in the best interests of the Corporation, the Corporation may sell some or all of its uranium holdings.
- (b) The Corporation may not incur any material indebtedness except in strictly limited circumstances to facilitate uranium purchase payments in accordance with paragraph 2.05.
- (c) All purchases and sales of uranium shall be made by Denison Mines Inc. or such other person as may be appointed as manager of the Corporation (the "Manager") on behalf of the Corporation in accordance with the applicable management services agreement in effect at such time and from time to time between the Corporation and the Manager. In such capacity, the Manager shall use commercially reasonable efforts to purchase and sell uranium at the best prices available to it over a prudent period of time.
- (d) In the event that the Manager determines that it would be beneficial to purchase or sell uranium from or to the production or inventories of the Manager or any related party (as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special*

*Transactions*, as may be amended or superseded, a "Related Party") of the Manager or the Corporation ("Related Purchases"), then such purchases or sales shall be deemed to be Related Purchases, and will require the approval of the majority of the independent directors of the Corporation for all amounts over \$1,000,000 in the aggregate.

- (e) In the event that the Manager elects to unconditionally purchase uranium under long term contracts with a uranium supplier, the Corporation shall have received firm commitments for funds to satisfy the purchase price therefor.
- (f) In the event that the Manager elects to sell uranium under long term contracts with a uranium customer, the Corporation shall have sufficient uranium set aside to satisfy such delivery commitments.

## 2.08 Objectives

Notwithstanding the articles of the Corporation, the Corporation shall, as its primary objective, invest in and hold uranium. In connection therewith, the Corporation shall use at least 85% of the Aggregate Gross Proceeds for Uranium Purchases. The Corporation may also enter into other uranium purchase, sale, lending or borrowing arrangements, and will hold the balance of its total assets in cash and/or interest-bearing accounts, short-term government debt or short-term investment grade corporate debt for the purposes of paying the expenses of the Corporation. For greater certainty, for the purposes of this by-law, the purchase, lending or borrowing of, investment in or holding of, uranium by a wholly-owned subsidiary of the Corporation shall be deemed to be the purchase, lending or borrowing of, investment in and holding of, uranium by the Corporation. The strategy of the Corporation does not include and will not include activities with regard to speculating in short-term changes in uranium prices. Notwithstanding the foregoing, when the Board of Directors believes that it is in the best interests of the Corporation, the Corporation may sell some or all of its holdings in uranium.

## SECTION THREE

### DIRECTORS

#### 3.01 Number of Directors and Quorum

The number of directors of the Corporation shall be the number of directors as specified in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors of the Corporation shall be the number of directors determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. Subject to paragraph 3.09, the quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors then in office and or such greater number of directors as the board may from time to time by resolution determine.

#### 3.02 Qualification

No person shall be qualified for election as a director if such person is less than 18 years of age; has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; is not an individual; or has the status of a bankrupt. A director need not be a shareholder. At least 25% of the directors shall be resident Canadians, provided that if the Corporation has less than four directors, at least one director shall be a resident Canadian. If the Corporation is or becomes an offering corporation within the meaning of the Act, at least one-third of the directors of the Corporation shall not be officers or employees of the Corporation or any of its affiliates.

### 3.03 Election and Term

The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors as specified in the articles or, if a minimum and maximum number of directors is provided for in the articles, the number of directors determined by special resolution or, if the special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. The voting on the election shall be by show of hands unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### 3.04 Nomination of Directors

Subject only to the Act and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice provided for below in this paragraph 3.04 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below in this paragraph 3.04:

- (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with this paragraph 3.04.
- (b) To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation must be made (i) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting of shareholders; provided, however, that (A) in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10<sup>th</sup>) day following the Notice Date, and (B) in the event that the Corporation has elected to use notice-and-access or other applicable electronic dissemination of proxy materials for shareholders and has disclosed that fact in its public announcement on the Notice Date, notice by the Nominating Shareholder must be made not less than 40 days prior to the date of the annual meeting of shareholders; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting of shareholders) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15<sup>th</sup>) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this paragraph (b).
- (c) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residential address of the person, (B) the principal occupation(s) or employment(s) of the person, (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the

date of such notice, and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

- (d) No person shall be eligible for election as a director unless nominated in accordance with the provisions of this paragraph 3.04; provided, however, that nothing in this paragraph 3.04 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (e) For purposes of this paragraph 3.04, (i) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (ii) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (f) Notwithstanding any other provision of the by-laws, notice given to the Secretary of the Corporation pursuant to this paragraph 3.04 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this paragraph 3.04.

### 3.05 Removal of Directors

Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by a quorum of the directors.

### 3.06 Vacation of Office

A director ceases to hold office when such person dies or, subject to the Act, resigns; is removed from office by the shareholders in accordance with the Act; has been found under the *Substitute*

*Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; or acquires the status of a bankrupt.

### 3.07 Vacancies

Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or maximum number of directors or from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors then in office fail to call such meeting or if there are no directors then in office, any shareholder may call the meeting.

### 3.08 Action by the Board

The board shall manage or supervise the management of the business and affairs of the Corporation. Subject to paragraphs 3.09 and 3.10, the powers of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

### 3.09 Canadian Majority

The board shall not transact business at a meeting other than to fill a vacancy in the board if a majority of directors present are resident of any single jurisdiction other than Canada, except where

- (a) a director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
- (b) a majority of directors present would not have been from any single jurisdiction other than Canada had that director been present at the meeting.

### 3.09 Meeting by Telephone

If all the directors of the Corporation present or participating in the meeting consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

### 3.10 Place of Meetings

Meetings of the board may be held at any place within or outside Ontario. In any financial year of the Corporation a majority of the meetings of the board need not be held within Canada.

### 3.11 Calling of Meetings

Subject to the Act, meetings of the board shall be held from time to time on such day and at such time and at such place as the board, the Chair of the Board (if any), the President, a Vice-President who is a director or any two directors may determine and the Secretary, when directed by the board, the Chair of the Board (if any), the President, a Vice-President who is a director or any two directors shall convene a meeting of the board.

### 3.12 Notice of Meeting

Notice of the date, time and place of each meeting of the board shall be given in the manner provided in paragraph 12.01 to each director not less than 48 hours (exclusive of any part of a non-business day) before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

### 3.13 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

### 3.14 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

### 3.15 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

### 3.16 Chair

The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the Chair of the Board, the President or a Vice-President. If no such officer is present, the directors present shall choose one of their number to be chair.

### 3.17 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.

### 3.18 Conflict of Interest

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meetings of the directors the nature and extent of such director or officer's interest at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or shareholders, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as permitted by the Act.

3.19 Remuneration and Expenses

The directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the shareholders or of the board or any committee thereof or otherwise in the performance of their duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION FOUR

COMMITTEES

4.01 Committee of Directors

The board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

4.02 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

4.03 Audit Committee

The board may, and shall if the Corporation becomes an offering corporation within the meaning of the Act, elect annually from among its number an audit committee to be composed of not fewer than three directors of whom a majority shall not be officers or employees of the Corporation or its affiliates. The audit committee shall have the powers and duties provided in the Act.

4.04 Advisory Committees

The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

4.05 Procedure

Unless otherwise determined by the board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

SECTION FIVE

OFFICERS

5.01 Appointment

The board may from time to time appoint a Chair of the Board, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to paragraph 5.02, an officer may but need not be a director and one person may hold more than one office. In

case and whenever the same person holds the offices of Secretary and Treasurer, such person may but need not be known as the Secretary-Treasurer. All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures. In the case of the absence or inability to act of any officer or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

#### 5.02 Chair of the Board

The Chair of the Board, if appointed, shall be a director and shall, when present, preside at all meetings of the board and committees of the board. The Chair of the Board shall be vested with and may exercise such powers and shall perform such other duties as may from time to time be assigned to the Chair of the Board by the board. During the absence or disability of the Chair of the Board, the duties of the office shall be performed and powers exercised by the President.

#### 5.03 President

The President shall, and unless and until the board designates any other officer of the Corporation to be the Chief Executive Officer of the Corporation, be the Chief Executive Officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the board may specify. The President shall be vested with and may exercise all the powers and shall perform all the duties of the Chair of the Board if none be appointed or if the Chair of the Board is absent or unable or refuses to act.

#### 5.04 Vice-President

Each Vice-President shall have such powers and duties as the board or the President may specify. The Vice-President or, if more than one, the Vice-President designated from time to time by the board or by the President, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chair at any meeting of the board and that a Vice-President who is not a director and shareholder shall not preside as chair at any meeting of shareholders.

#### 5.05 Secretary

The Secretary shall: give or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and have such other powers and duties as the board may specify.

#### 5.06 Treasurer

The Treasurer shall: keep proper accounting records in compliance with the Act; be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; render to the board whenever required an account of all such person's transactions as Treasurer and of the financial position of the Corporation; and have such other powers and duties as the board may specify. Unless and until the board designates any other officer of the Corporation to be the Chief Financial Officer of the Corporation, the Treasurer shall be the Chief Financial Officer of the Corporation.

#### 5.07 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

5.08 Variation of Powers and Duties

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

5.09 Term of Office

The board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until such officer's successor is appointed or until the earlier of such officer's resignation or death.

5.10 Terms of Employment and Remuneration

The terms of employment and the remuneration of an officer appointed by the board shall be settled by it from time to time. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify such person from receiving such remuneration as may be so determined.

5.11 Conflict of Interest

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with paragraph 3.18.

5.12 Agents and Attorneys

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the powers to subdelegate) as may be thought fit.

5.13 Fidelity Bonds

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

## SECTION SIX

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Submission of Contracts or  
Transactions to Shareholders for Approval

The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Corporation.

## 6.02 For the Protection of Directors and Officers

In supplement of and not by way of limitation upon any rights conferred upon directors by the provisions of the Act, it is declared that no director shall be disqualified by such director's office from, or vacate such director's office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which such director is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its shareholders or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its shareholders or creditors for any profit realized by or from any such contract or arrangement by reason of the fiduciary relationship existing or established thereby. Subject to the provisions of the Act and to paragraph 3.18, no director shall be obliged to make any declaration of interest or refrain from voting in respect of a contract or proposed contract with the Corporation in which such director is in any way directly or indirectly interested.

## 6.03 Limitation of Liability

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such person's respective office or trust or in relation thereto unless the same shall happen by or through such person's failure to exercise the powers and to discharge the duties of the office honestly, in good faith and in the best interests of the Corporation and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such director or officer being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## 6.04 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or other proceeding in which the individual is involved because of that association with the Corporation or such other entity, if

- (a) such person acted honestly and in good faith with a view to the best interest of the Corporation or, as the case may be, to the best interests of the other entity for which such person acted as director or officer or in a similar capacity at the Corporation's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also indemnify, and may advance moneys to, such person in such other circumstances as the Act permits or requires.

6.05 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in paragraph 6.04 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

## SECTION SEVEN

### SHARES

7.01 Allotment

The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

7.02 Commissions

The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

7.03 Registration of Transfers

Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien referred to in paragraph 7.05.

7.04 Transfer Agents and Registrars

The board may from time to time appoint one or more agents to maintain, in respect of each class of securities of the Corporation issued by it in registered form, a securities register and one or more branch securities registers. Such a person may be designated as transfer agent and registrar according to such person's functions and one person may be designated both registrar and transfer agent. The board may at any time terminate such appointment.

7.05 Lien for Indebtedness

The Corporation shall have a lien on any share registered in the name of a shareholder or such person's legal representatives for a debt of that shareholder to the Corporation, provided that if the shares of the Corporation are listed on a stock exchange recognized by the Ontario Securities Commission, the Corporation shall not have such lien. The Corporation may enforce any lien that it has on shares registered in the name of a shareholder indebted to the Corporation by the sale of the shares thereby affected or by any

other action, suit, remedy or proceeding authorized or permitted by law and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

7.06 Non-recognition of Trusts

Subject to the provisions of the Act, the Corporation may treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

7.07 Share Certificates

Every holder of one or more shares of the Corporation shall be entitled, at such holder's option, to a share certificate, or to a non-transferable written acknowledgement of such holder's right to obtain a share certificate, stating the number and class or series of shares held by such holder as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with paragraph 2.03 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

7.08 Replacement of Share Certificates

The board or any officer or agent designated by the board may in such person's discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding \$3.00, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

7.09 Joint Shareholders

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

7.10 Deceased Shareholders

In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

## SECTION EIGHT

### DIVIDENDS AND RIGHTS

#### 8.01 Dividends

Subject to the provisions of the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

#### 8.02 Dividend Cheques

A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at such holder's recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

#### 8.03 Non-receipt of Cheques

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

#### 8.04 Record Date for Dividends and Rights

The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of the right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, and notice of any such record date shall be given not less than seven days before such record date in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

#### 8.05 Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

## SECTION NINE

### MEETINGS OF SHAREHOLDERS

#### 9.01 Annual Meetings

The annual meeting of shareholders shall be held at such time in each year as the board, the Chair of the Board (if any) or the President may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings

The board, the Chair of the Board (if any) or the President shall have power to call a special meeting of shareholders at any time.

9.03 Place of Meetings

Meetings of shareholders shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situated or, if the board shall so determine, at some other place in Canada or, if all the shareholders entitled to vote at the meeting so agree, at some place outside Canada.

9.04 Notice of Meetings

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in paragraph 12.01 not less than 21 days nor more than 50 days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders.

9.05 List of Shareholders Entitled to Notice

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to paragraph 9.06, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained and at the meeting for which the list was prepared.

9.06 Record Date for Notice

The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 60 days and not less than 30 days, as a record date for the determination of the shareholders entitled to notice of the meeting, provided that notice of any such record date shall be given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act and, if any shares of the Corporation are listed for trading on a stock exchange in Canada, by written notice to each such stock exchange. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

9.07 Meetings without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act:

- (a) if all the shareholders entitled to vote thereat are present in person or represented by proxy waive notice of or otherwise consent to such meeting being held, and

- (b) if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held, so long as such shareholders, auditor and directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Canada, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

9.08 Chair, Secretary and Scrutineers

The chair of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the President or a Vice-President who is a director and a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Corporation is absent, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair with the consent of the meeting.

9.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.10 Quorum

A quorum for the transaction of business at any meeting of shareholders shall be 2 persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 25% of the issued shares of the Corporation enjoying voting rights at such meeting.

9.11 Right to Vote

Subject to the provisions of the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders for which the Corporation has prepared the list referred to in paragraph 9.05, every person who is named in such list shall be entitled to vote the shares shown opposite such person's name except to the extent that such person has transferred any of such person's shares after the record date determined in accordance with paragraph 9.06 and the transferee, having produced properly endorsed certificates evidencing such shares or having otherwise established that transferee owns such shares, has demanded not later than 10 days before the meeting that such transferee's name be included in such list. In any such case the transferee shall be entitled to vote the transferred shares at the meeting. At any meeting of shareholders for which the Corporation has not prepared the list referred to in paragraph 9.05, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

The Corporation shall not, without the prior approval of the holders thereof given by the affirmative vote of at least 66 $\frac{2}{3}$ % of the votes cast at a meeting of the holders of the Common Shares duly called for that purpose:

- (i) amend any of the provisions set out in paragraphs 2.05, 2.08 or 2.09 respectively;
- (ii) create any class of shares ranking in preference or priority to the Common Shares;

- (iii) create any class of shares ranking, as to dividends, in preference to, or on a parity with, the Common Shares; or
- (iv) consolidate or subdivide the Common Shares.

9.12 Proxies

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be signed in writing or by electronic signature by the shareholder or such shareholder's attorney authorized by a document that is signed in writing or by electronic signature, and shall conform with the requirements of the Act.

9.13 Time for Deposit of Proxies

The board may by resolution specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting or an adjournment thereof by not more than 48 hours exclusive of any part of a non-business day, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, only if it has been received by the Secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.

9.14 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

9.15 Votes to Govern

At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote.

9.16 Show of Hands

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

9.17 Ballots

On any question proposed for consideration at a meeting of shareholders, and whether or not a vote by show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which such person is entitled

to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

9.18 Adjournment

The chair at the meeting of shareholders may with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

9.19 Resolution in Writing

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

9.20 Meetings by Electronic Means

A meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting shall be deemed to be present at the meeting.

## SECTION TEN

### INFORMATION AVAILABLE TO SHAREHOLDERS

10.01 Information Available to Shareholders

Except as provided by the Act, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors it would be inexpedient in the interests of the Corporation to communicate to the public.

10.02 Directors' Determination

The directors may from time to time, subject to the rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or accounting record of the Corporation except as conferred by statute or authorized by the board or by a resolution of the shareholders in general meeting.

## SECTION ELEVEN

### DIVISIONS AND DEPARTMENTS

11.01 Creation and Consolidation of Divisions

The board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more divisions upon such basis, including without limitation, character or type of operation, geographical territory, product manufactured or service rendered, as the board may consider appropriate in each case. The board may also cause the business and operations of any such division

to be further divided into sub-units and the business and operations or any such divisions or sub-units to be consolidated upon such basis as the board may consider appropriate in each case.

11.02            Name of Division

Any division or its sub-units may be designated by such name as the board may from time to time determine and may transact business under such name, provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation.

11.03            Officers of Division

From time to time the board or, if authorized by the board, the Chief Executive Officer, may appoint one or more officers for any division, prescribe their powers and duties and settle their terms of employment and remuneration. The board or, if authorized by the board, the Chief Executive Officer, may remove at their pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of divisions or their sub-units shall not, as such, be officers of the Corporation.

## SECTION TWELVE

### NOTICES

12.01            Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address or if mailed to such person's recorded address by prepaid mail or if sent to such person's recorded address by any means of prepaid transmitted or recorded communication (including without limitation telecopier or electronic mail). A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

12.02            Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.03            Proof of Service

A certificate of the Chair of the Board (if any), the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to the facts in relation to the mailing or delivery of any notice or other document to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation as the case may be.

12.04 Notice to Joint Shareholders

All notices with respect to shares registered in more than one name shall, if more than one address appears on the records of the Corporation in respect of such joint holdings, be given to all of such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to the holders of such shares.

12.05 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event both the date of giving the notice and the date of the meeting or other event shall be excluded.

12.06 Undelivered Notices

If any notice given to a shareholder pursuant to paragraph 12.01 is returned on three consecutive occasions because such shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until such shareholder informs the Corporation in writing of such shareholder's new address.

12.07 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

12.08 Deceased Shareholders

Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased, and whether or not the Corporation has notice of such shareholder's decease, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with any person or persons) until some other person be entered in such shareholder's stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on such shareholder's heirs, executors or administrators and on all persons, if any, interested with such shareholder in such shares.

12.09 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom such person derives title to such share prior to such person's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which such person became so entitled) and prior to such person furnishing to the Corporation the proof of authority or evidence of such person's entitlement prescribed by the Act.

12.10 Waiver of Notice

Any shareholder (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing or by electronic means in accordance with the Act,

except a waiver of notice of a meeting of shareholders or of the board or of a committee of the board which may be given in any manner.

## SECTION THIRTEEN

### EFFECTIVE DATE

#### 13.01 Effective Date

This Amended & Restated By-Law No. 1 is a by-law relating generally to the transaction of the business and affairs of the Corporation and amends, restates and supersedes in their entirety the prior By-Law No. 1 and By-Law No. 2 of the Corporation. This Amended & Restated By-Law No. 1 was established and confirmed without amendment as a by-law of the Corporation effective May 11, 2018, having been approved by resolution of the board of directors of the Corporation on May 11, 2018 *[and confirmed by 66 2/3% or more of shareholders voting at the Annual General and Special Meeting of shareholders of the Corporation on June 28, 2018]*.

## Appendix B

### MANDATE OF THE BOARD, POSITION DESCRIPTIONS AND LIMITS TO MANAGEMENT'S RESPONSIBILITIES

The Board of Directors of Uranium Participation Corporation recognizes the importance of adopting a written mandate and for developing position descriptions for the Board, the Chair of the Board, the Chair of each Committee of the Board and the Chief Executive Officer ("CEO") and has adopted the terms of reference effective the 25<sup>th</sup> of April, 2013.

#### 1. MANDATE AND POSITION DESCRIPTION FOR THE BOARD

- (a) The Board has adopted the following mandate in which it explicitly acknowledges responsibility for the stewardship of the Corporation and, as part of the overall stewardship responsibility, responsibility for the following matters:
- i. to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
  - ii. adoption of a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
  - iii. the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;
  - iv. succession planning, including the appointment and monitoring of management and the manager;
  - v. adopting a communications policy for the Corporation; and
  - vi. oversight over the integrity of the Corporation's internal control and management information systems and those of its manager.
- (b) The Board takes its responsibilities very seriously and expects that all directors will participate in Board and Committee meetings on a regular basis, to the extent reasonably practicable, and will review all meeting materials in advance of each meeting. Attendance of directors shall be taken at each Board meeting by the Corporate Secretary.
- (c) At all times, a majority of the Board will satisfy the independence requirements set out by the Canadian Securities Administrators in Multilateral Instrument 52-110 and any other applicable laws and regulations as the same may be amended from time to time. The independent directors shall meet without non-independent directors, as the case may be, at least once per year to discuss the Corporation's matters.
- (d) The Corporation is committed to conducting its business in compliance with the law and the highest ethical standards, and to the highest standards of openness, honesty and accountability that its various stakeholders are entitled to expect. The Audit Committee of the Board has established a Policy and Procedures for the Receipt, Retention and Treatment of Complaints Regarding Accounting or Auditing Matters, and the Corporation has established a Code of Ethics for Directors, Officers and Employees, which establishes procedures for directors, officers and employees to report any concerns or questions they may have about violations of the Code or any laws, rules or regulations. In addition, the Board will consider adopting other measures for receiving feedback from stakeholders if at any time the Board or its independent directors consider the foregoing to be inadequate.
- (e) All new directors will receive a comprehensive orientation. This orientation may vary from director to director, depending on his or her expertise and past experience, but in each case will be sufficient to ensure that each director fully understands the role of the Board and its committees, the contribution individual directors are expected to make (including the commitment of time and resources that is expected) and an understanding of the nature and operation of the Corporation's business.

- (f) The Board will provide continuing education opportunities for all directors, where required, so that individual directors may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Corporation's business remains current.
- (g) Prior to nominating or appointing individuals as directors, the Board will consider the advice and input of the Corporate Governance and Nominating Committee on all relevant matters, including:
  - i. the appropriate size of the Board, with a view to facilitating effective decision making;
  - ii. what competencies and skills the Board, as a whole, should possess; and
  - iii. what competencies and skills each existing director possesses.

## **2. POSITION DESCRIPTIONS FOR THE CHAIR OF THE BOARD AND THE CHAIR OF BOARD COMMITTEES AND THE CEO**

- (a) The Chair of the Board will:
  - i. act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties;
  - ii. provide leadership for the Board's independent directors;
  - iii. organize the Board to function independently of management, and ensure that the responsibilities of the Board are well understood by both the Board and management and that the boundaries between the Board and management responsibilities are clearly understood and respected;
  - iv. ensure that the Board has an opportunity to meet without members of management, regularly, and without non-independent directors at least once per year;
  - v. determine, in consultation with the Board and management, the time and places of the meetings of the Board;
    - (1) manage the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities and mandates, where appropriate, through its duly appointed committees, including:
      - ensuring that the Board works as a cohesive team and providing the leadership essential for this purpose;
      - ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
      - ensuring that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis;
      - ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed on a regular basis; and
      - ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board.
    - (2) ensure that the Board has a succession planning process in place to appoint the Chief Executive Officer and other members of management when necessary;
  - vi. co-ordinate with management and the Corporate Secretary to ensure that matters to be considered by the Board are properly presented and given the appropriate opportunity for discussion;
  - vii. preside as chair of each meeting of the Board;
  - viii. communicate with all members of the Board to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Board; and
  - ix. act as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner, which will involve working with the Chief Executive Officer to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

The Chair of the Board may, as the case may be, delegate or share, where appropriate, certain of these responsibilities with any committee of the Board.

- (b) Any special responsibilities and authorities of the Chair of any committee of the Board will be set out in the Terms of Reference/Mandate for the Committee. In general, the Chair of a Committee shall lead and oversee the Committee to ensure that it fulfills its mandate as set out in the Committee's Terms of Reference/Mandate. In particular, the Chair shall:
- i. organize the Committee to function independently of management, unless specifically provided otherwise in the Committee's Mandate;
  - ii. ensure that the Committee has an opportunity to meet without members of management as necessary;
  - iii. determine, in consultation with the Committee and management, the time and places of the meetings of the Committee;
  - iv. manage the affairs of the Committee, including ensuring that the Committee is organized properly, functions effectively and meets its obligations and responsibilities;
  - v. co-ordinate with management and the Secretary to the Committee to ensure that matters to be considered by the Committee are properly presented and given the appropriate opportunity for discussion;
  - vi. provide advice and counsel to the CEO and other senior members of management in the areas covered by the Committee's mandate;
  - vii. preside as chair of each meeting of the Committee; and
  - viii. communicate with all members of the Committee to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Committee.
- (c) The CEO, subject to the authority of the Board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the Board may specify, from time to time. These responsibilities shall include making recommendations to the Board regarding the implementation, performance and monitoring, as the case may be, of each of the items referred to in paragraphs 2(a)i to (b)viii of this mandate and ensuring that procedures are in place and followed by the Corporation so that each of those items and any other requirement of the Board is implemented, performed and monitored in a prudent and responsible manner in accordance with the determinations of the Board. The Board will develop and approve periodically, as the Board considers necessary, the corporate goals and objectives that the CEO is responsible for meeting.

### **3. LIMITS ON THE CEO'S AUTHORITY**

- (a) Unless specifically instructed otherwise by the Board, and except as set out in Section 127(3) of the Ontario *Business Corporations Act* (the "OBCA"), the CEO of the Corporation has the responsibility and authority to transact any business or approve any matter:
- i. in the ordinary course of business of the Corporation; and
  - ii. that is not in the ordinary course of business of the Corporation, but that is not likely to result in a material change, within the meaning of the Ontario Securities Act, with respect to the Corporation; and
- (b) In addition to those matters referred to in Section 127(3) of the OBCA, Board approval is required with respect to any business or matter that is not in the ordinary course of business of the Corporation and that is likely to result in a material change, within the meaning of the Ontario *Securities Act*, with respect to the Corporation.

Managed by:



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