

U308 CORP.
8 King Street East, Suite 710
Toronto, Ontario M5C 1B5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of U308 Corp. (the “**Corporation**”) will be held at its offices at 8 King Street East, Suite 710, Toronto, Ontario M5C 1B5, on Tuesday, June 24, 2014, at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements for the year ended December 31, 2013 and the auditors’ report thereon;
2. to elect the Corporation’s directors;
3. to appoint KPMG LLP, Chartered Accountants, as the Corporation’s auditors and to authorize the directors to fix their remuneration;
4. to ratify, confirm and approve the amended and restated shareholders rights plan dated May 7, 2014 between the Corporation and Equity Financial Trust Company (as Rights Agent) as described in the Corporation’s management information circular dated May 7, 2014 (the “Circular”); and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by the Circular, a form of proxy, a supplemental mailing list request, and a letter to shareholders.

Shareholders registered at the close of business on May 5, 2014 will be entitled to receive notice of and vote at the Meeting and any adjournment(s) thereof.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. To be effective, the completed form of proxy must be received by our transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not later than 4:30 p.m. (Toronto time) on June 20, 2014, or no later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time to which the Meeting has been rescheduled, if it has been rescheduled or adjourned.

DATED at Toronto, Ontario as of the 7th day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

“Richard Spencer”

Richard Spencer
President and Chief Executive Officer

(This page intentionally left blank)

U308 CORP.

MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of U308 Corp. (the “Corporation” or “U308 Corp.”) for use at the annual and special meeting of shareholders (the “Shareholders”) of the Corporation referred to in the accompanying Notice of the Annual and Special Meeting of Shareholders (the “Notice”) to be held on Tuesday, June 24, 2014 and at any adjournment thereof (the “Meeting”). Solicitation will be primarily by mail; however, proxies may also be solicited personally or by telephone by employees or agents of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation.

U308 Corp’s board of directors (the “Board”) has by resolution fixed the close of business on May 5, 2014 as the record date (the “Record Date”), being the date for the determination of the registered holders of the Corporation’s common shares (“Common Shares”) entitled to notice of and to vote at the Meeting.

Unless otherwise stated, the information contained in this Circular is given as of May 7, 2014 and, all dollar amounts are expressed in Canadian dollars. All references herein to the Corporation shall include its subsidiaries as the context may require.

INFORMATION REGARDING THE VOTING OF SHARES

REGISTERED SHAREHOLDERS

Voting by Proxy

Common Shares represented by properly executed form of proxies (the “Proxy”) in favour of the persons named in the enclosed Proxy will be voted or withheld from voting on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be voted upon, the Common Shares will be voted in accordance with the specification made by the Shareholder. **If no specification is made, such Common Shares will be voted in favour of passing the matters set forth in the Notice.**

The enclosed Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date of this Circular, U308 Corp’s management is not aware that any such amendments, variations or others matters are to be presented before the Meeting. However, if any other matters not presently known to the Corporation’s management should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgement of the named proxyholders.

Appointment of Proxy

The persons named in the enclosed Proxy are officers of U308 Corp. Each Shareholder has the right to appoint a person or company, who need not be a Shareholder of U308 Corp., other than the persons named in the enclosed Proxy, to represent such shareholder at the Meeting. To exercise this right, a Shareholder may strike out the names printed on the Proxy and insert such person’s name in the blank space provided in the enclosed Proxy or by completing another proper Proxy. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a company, by a duly authorized officer or attorney. The completed Proxy must be deposited at the office of the Corporation’s transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, no later than 4:30 p.m. (Toronto time) on June 20, 2014, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time to which the Meeting has been rescheduled, if it has been rescheduled or adjourned.

A Shareholder may indicate how his or her appointee is to vote with respect to any specific item by checking the appropriate space in the Proxy. If the Shareholder giving the Proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the Proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Proxy.

Revocation of Proxies

A Shareholder may revoke his or her Proxy as to any matter on which a vote has not already been cast pursuant to the authority conferred by such Proxy and may do so either by depositing an instrument in writing revoking the Proxy executed by him or her with TMX Equity Transfer Services at the address noted above at any time up to and including 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or in any other manner permitted by law.

BENEFICIAL SHAREHOLDERS AND DELIVERY MATTERS

A beneficial Shareholder (a “**Beneficial Shareholder**”) is a Shareholder whose Common Shares are registered in the name of a representative such as a securities dealer, broker, bank, trust company or other intermediary (an “**Intermediary**”) rather than directly in the Shareholder’s name.

Only registered Shareholders, or persons they appoint as their proxies, are permitted to vote at the Meeting, other than as described below. If you are a Beneficial Shareholder who does not object to the Intermediary disclosing your ownership information (“**Non-Objecting Beneficial Owner**” or “**NOBO**”), and the Corporation, or its agent, has sent the meeting materials directly to you, your name, address and holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from your Intermediary.

If you have received the Corporation’s Proxy, you may return it to TMX Equity Transfer Services in accordance with the instructions herein. Objecting Beneficial Owners (“**OBOs**”) and other beneficial holders receive a voting instruction form (the “**Voting Instruction Form**” or “**VIF**”) from an Intermediary by way of instruction of their financial institution.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of his/her Common Shares. The VIF will contain instructions relating to the signature and return of the document and these instructions should be carefully read and followed by the Beneficial Shareholder to ensure that their Common Shares are voted accordingly at the Meeting. Should a Beneficial Shareholder who receives either a VIF or Proxy wish to vote at the Meeting in person, the Beneficial Shareholder should either (i) strike out the persons named in the Proxy, if applicable, and insert the Beneficial Shareholder’s name in the blank space provided in order to appoint themselves as proxyholders, and follow the signature and return instructions provided; or (ii) carefully follow the instructions of their Intermediary contained in the VIF, if applicable, including those regarding when and where the VIF is to be delivered.

The Corporation is using the “notice-and-access” provisions of National Instrument 54-101 (“**NI 54-101**”) in connection with the delivery of the materials in respect of the Meeting. The Corporation is not sending such Meeting materials directly to NOBOs in accordance with NI 54-101, and it intends to pay for intermediaries to deliver such Meeting materials to OBOs as defined in NI 54-101.

INTEREST OF CERTAIN PERSON IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation who has held such position since January 1, 2013, or proposed nominee for election as a director of the Corporation, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of special business to be acted upon at the Meeting.

VOTING SECURITIES

U308 Corp’s authorized capital consists of an unlimited number of Common Shares. As of May 7, 2014, 184,357,777 Common Shares were outstanding, which are listed on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**UWE**” and the OTCQX International under the symbol “**UWEFF**”. Each Common Share carries the right to one vote on all matters to be acted upon at the Meeting.

Holders of Common Shares at the Record Date on May 5, 2014 are entitled to receive notice of and to vote at the Meeting or at any adjournment(s) thereof. In accordance with the provisions of the *Business Corporations Act* (Ontario), the Corporation will prepare a list of holders of Common Shares as of such Record Date. Each holder of Common Shares named in the list will be entitled to vote the Common Shares shown opposite his/her name on the list at the Meeting, subject to compliance with the procedures specified herein. Holders of Common Shares as of the Record Date are entitled to either attend and vote in person or, provided a completed and duly executed Proxy has been delivered to the Corporation’s transfer agent in accordance with the provisions contained herein, to attend and vote, all in accordance with the procedures specified herein. No new persons who become shareholders of the Corporation following such Record Date will be entitled to notice of or vote at the Meeting.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the Corporation's directors and officers, as of May 7, 2014, the following are the only persons or companies who beneficially own, or exercise control or direction over, directly or indirectly, securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation to be voted at the Meeting.

Name of Shareholder	Number of Common Shares Owned, Controlled or Directed	% of Voting Shares
Pinetree Capital Ltd./Sheldon Inwentash ⁽¹⁾	32,121,814	17.1%

⁽¹⁾ Sheldon Inwentash owns 5,036,786 Common Shares or approximately 2.4% of the outstanding Common Shares. Mr. Inwentash has control or direction over Pinetree Capital Ltd. ("Pinetree"), which owns 27,085,028 Common Shares or about 14.7% of the outstanding Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

The following table sets forth the compensation for U3O8 Corp's three most recently completed financial years ended December 31, 2011, 2012 and 2013 for the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") (the "Named Executives"). U3O8 Corp. did not have any other executive officer whose total salary and bonus exceeded \$150,000 during the year ended December 31, 2013.

Summary Compensation Table

Name and principal position	Year	Salary	Share-based awards	Option-based awards ⁽²⁾	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
Richard Spencer, President and CEO ⁽¹⁾	2011	\$251,737	\$Nil	\$34,400	\$Nil	\$Nil	\$Nil	\$Nil	\$286,137
	2012	\$245,737	\$Nil	\$64,000	\$Nil	\$Nil	\$Nil	\$Nil	\$309,737
	2013	\$251,737	\$Nil	\$81,000	\$Nil	\$Nil	\$Nil	\$Nil	\$332,737
John Ross, CFO	2011	\$60,000	\$Nil	\$34,400	\$Nil	\$Nil	\$Nil	\$Nil	\$94,400
	2012	\$60,000	\$Nil	\$38,400	\$Nil	\$Nil	\$Nil	\$Nil	\$98,400
	2013	\$60,000	\$Nil	\$9,200	\$Nil	\$Nil	\$Nil	\$Nil	\$69,200

⁽¹⁾ As at December 31, 2013, the CEO was owed \$57,690 in salary.

⁽²⁾ The estimated grant date fair value of these stock options has been calculated using the Black-Scholes model. The Black-Scholes model is a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value. Calculating the value of stock options using this methodology is very different from a simple "in-the-money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated "grant date fair value" based on a Black-Scholes valuation, especially where, as in the case of the Corporation, the price of the Common Share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation.

Incentive Plan Awards

U3O8 Corp. has adopted its current stock option plan (the "Option Plan") for the purpose of attracting and motivating directors, officers, employees and consultants. Refer to "Summary of Stock Option Plan" for more details. As at May 7, 2014, the Corporation does not have any share-based awards in place.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all option and share-based awards held by the Named Executives as at December 31, 2013.

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Richard Spencer	50,000	\$0.35	September 8, 2014	\$Nil	Nil	N/A
	150,000	\$0.41	May 4, 2015	\$Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	\$Nil	Nil	N/A
	250,000	\$0.42	May 23, 2017	\$Nil	Nil	N/A
	750,000	\$0.14	May 29, 2018	\$Nil	Nil	N/A

Option-Based Awards					Share-Based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
John Ross	150,000	\$0.24	June 4, 2015	\$Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	\$Nil	Nil	N/A
	150,000	\$0.42	May 23, 2017	\$Nil	Nil	N/A
	100,000	\$0.12	September 10, 2018	\$Nil	Nil	N/A

⁽¹⁾ Based upon the closing price of the Common Shares as at December 31, 2013, which was \$0.10 per share.

Incentive Plan Awards – Value Vested During the Year

The following table sets forth the value vested during the year ended December 31, 2013 of all options and share-based awards held by the Named Executives. Refer to “Summary of Stock Option Plan” for more details on U3O8 Corp’s incentive plans.

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Richard Spencer	\$Nil	\$Nil	\$Nil
John Ross	\$Nil	\$Nil	\$Nil

COMPENSATION DISCUSSION AND ANALYSIS

U3O8 Corp’s approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. We attempt to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Corporation.

Our compensation arrangements for the Named Executives may, in addition to salary, include bonuses and, over a longer term, benefits arising from the grant of stock options. Given the Corporation’s exploration stage, compensation to date has emphasized salary and meaningful stock option awards to attract and retain Named Executives and, to a certain extent, to conserve cash. This policy may be re-evaluated in the future to instead emphasize cash bonuses with a reduced reliance on option awards, depending upon the future development of the Corporation and other factors which may be considered relevant by the Board from time to time.

In fiscal 2013, the process for determining compensation for U3O8 Corp’s CEO was principally based upon discussions at the Board level concerning the accomplishments of the individual, principally in terms of exploration success, as well as accomplishments that create value for the Corporation and market rates for such positions. In fiscal 2013 Dr. Richard Spencer earned a salary of \$251,737 as President and CEO together with stock option-based awards valued at \$81,000. At December 31, 2013, Dr. Spencer had deferred \$57,690 in salary. (see “Summary Compensation Table” above).

The process for determining the CFO’s compensation during fiscal 2013 was based principally upon discussions at the Board level concerning the appropriate consideration for the fulfillment of the duties of a CFO in a timely manner and the percentage of the CFO’s time devoted to the Corporation’s affairs. Mr. John Ross was paid a salary of \$60,000 as CFO together with stock option-based awards valued at \$9,200 for fiscal 2013. (See “Summary Compensation Table” above).

Pursuant to the employment agreement between U3O8 Corp. and Dr. Richard Spencer, Dr. Spencer is entitled to receive a lump sum payment in an amount equal to two years’ salary in the event that the Corporation commences commercial production of uranium. See “Termination of Employment, Change in Responsibilities and Employment Contracts” below. With respect to any other bonuses or incentive plan grants which may be awarded to executive officers in the future, the Corporation has not currently set any objective criteria and will instead rely upon any recommendations and discussion at the Board level with respect to the criteria noted above and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Corporation.

Existing options held by the Named Executives at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. Options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual’s interests with those of the Corporation. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Corporation’s success.

TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS

The following is the only employment contract between U3O8 Corp. and any Named Executive, or any compensatory plan, contract or arrangement where a Named Executive is entitled to receive payments from the Corporation in the event of a resignation, retirement or any other termination of employment, a change of control or a change in the Named Executive's responsibilities following a change of control.

U3O8 Corp. has entered into an employment agreement with Dr. Richard Spencer as President and CEO effective November 23, 2007, which sets out his duties and responsibilities and terms of employment including annual salary, bonus, benefits, stock option incentives and vacation entitlement. This agreement may be terminated as follows: (i) by Dr. Spencer other than for "good reason" (as defined in such agreement) upon provision of a minimum of two months' written notice and up to a maximum of six months' written notice, or by the Corporation for just cause, in either such event Dr. Spencer is not entitled to any termination payments; (ii) by the Corporation without just cause or by Dr. Spencer for "good reason", in either such case Dr. Spencer is entitled to receive a lump sum payment equal to between 12 and 24 months' salary based upon his years of service, payment of any bonus owing to Dr. Spencer in full and continuation of benefits during the severance period; or (iii) by the Corporation within six months of a "change of control" (as defined in such agreement), in which case Dr. Spencer is entitled to a lump sum payment equal to 24 months' salary. In addition, in the event of termination of Dr. Spencer's employment by the Corporation either without just cause or in the event of a "change of control", all stock options held by Dr. Spencer shall become accelerated, vested and immediately exercisable.

The following table sets forth the estimated incremental payments which would be owing to Dr. Spencer pursuant to the above noted employment agreement in the event that he was terminated effective December 31, 2013, in each of the circumstances set forth below.

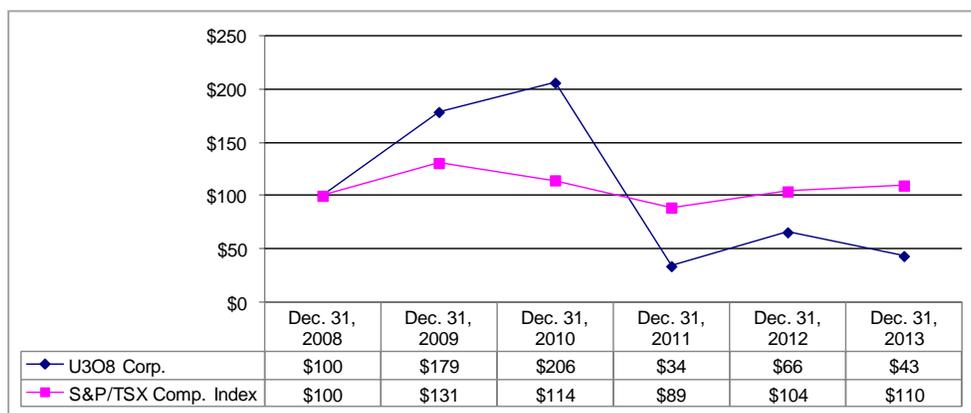
Name	Termination event	Estimated Incremental Payment			
		Severance	Option-based awards	Other	Total
Richard Spencer	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause or by Dr. Spencer for "good reason"	\$377,606 ⁽¹⁾	Nil	\$75,521 ⁽¹⁾	\$453,127
	By Dr. Spencer other than for "good reason" upon two months' notice	Nil	Nil	Nil	Nil
	By Corporation following "change of control"	\$503,474 ⁽²⁾	Nil	Nil	\$503,474

⁽¹⁾ Comprised of a severance payment equal to 18 months' salary and a full bonus based on 30% of annual base salary.

⁽²⁾ Comprised of a severance payment equal to 24 months' salary.

PERFORMANCE GRAPH

The following graph compares the total cumulative return for \$100 invested in U3O8 Corp's Common Shares on December 31, 2008 with the cumulative return of the S&P/TSX Composite Index for the five most recently completed financial years.



The Corporation does not determine executive compensation based on the share price performance. Over the past five years, compensation levels have remained relatively unchanged despite U3O8 Corp's advancements. During this period, U3O8 Corp. has significantly grown from a grassroots explorer with a discovery in Guyana into a rapidly growing resource company that has defined initial National Instrument 43-101 compliant ("NI 43-101") uranium deposits in three key projects in Colombia, Argentina and Guyana, completed a NI 43-101 preliminary economic assessment ("PEA") showing positive economics on the initial resource in Colombia and finalizing a PEA to show its Argentinean deposit could be a potential low-cost, near-term uranium producer. The 2008 financial crisis and ongoing global economic uncertainty continue to contribute to volatile capital markets and commodity prices. In addition, uranium equities have been under significant downward pressure since the March 2011 nuclear accident in Japan.

COMPENSATION OF DIRECTORS

Each director of U3O8 Corp. is paid an annual fee of \$10,000, with the Chairman receiving an additional \$12,000 per annum and the Chairman of the Audit Committee receiving an additional \$6,000 per annum. Directors are also reimbursed for travel and other out-of-pocket expenses incurred in attending directors' and shareholders' meetings. Directors are entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such directors for such services to arm's length parties. During the year ending December 31, 2013, no such service fees were paid to any director of the Corporation. Directors are entitled to participate in the Option Plan.

Director Compensation

The following table sets forth all compensation earned by each director of U3O8 Corp. who is not a Named Executive, during the year ended December 31, 2013.

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Keith Barron	\$10,000	Nil	\$36,800	Nil	Nil	Nil	\$46,800
Bryan Coates	\$16,000	Nil	\$18,400	Nil	Nil	Nil	\$34,400
David Constable	\$22,000	Nil	\$18,400	Nil	Nil	Nil	\$40,400
Sheldon Inwentash	\$10,000	Nil	\$36,800	Nil	Nil	Nil	\$46,800
Richard Patricio	\$10,000	Nil	\$36,800	Nil	Nil	Nil	\$46,800
Stewart Taylor	\$10,000	Nil	\$27,600	Nil	Nil	Nil	\$37,600
Pablo Marcet	\$10,000	Nil	\$27,600	Nil	Nil	Nil	\$37,600

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all option and share-based awards held by U3O8 Corp's directors who are not Named Executives, as at December 31, 2013.

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Keith Barron	50,000	\$0.35	September 8, 2014	Nil	Nil	N/A
	150,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	400,000	\$0.12	September 10, 2018	Nil	Nil	N/A
Bryan Coates	50,000	\$0.35	September 8, 2014	Nil	Nil	N/A
	150,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	200,000	\$0.12	September 10, 2018	Nil	Nil	N/A
David Constable	50,000	\$0.35	September 8, 2014	Nil	Nil	N/A
	150,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	200,000	\$0.12	September 10, 2018	Nil	Nil	N/A
Sheldon Inwentash	200,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	400,000	\$0.12	September 10, 2018	Nil	Nil	N/A
Richard Patricio	200,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	400,000	\$0.12	September 10, 2018	Nil	Nil	N/A
Stewart Taylor	100,000	\$0.41	May 4, 2015	Nil	Nil	N/A
	100,000	\$0.50	May 9, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	300,000	\$0.12	September 10, 2018	Nil	Nil	N/A
Pablo Marcet	200,000	\$0.45	May 25, 2016	Nil	Nil	N/A
	100,000	\$0.42	May 23, 2017	Nil	Nil	N/A
	300,000	\$0.12	September 10, 2018	Nil	Nil	N/A

⁽¹⁾ Based upon the closing price of the Common Shares as at December 30, 2013, which was \$0.10 per share.

Incentive Plan Awards – Value Vested During the Year

The following table sets forth the value vested during the year ended December 31, 2013 of all options and share-based awards held by U3O8 Corp’s directors who are not Named Executives.

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Keith Barron	Nil	Nil	Nil
Bryan Coates	Nil	Nil	Nil
David Constable	Nil	Nil	Nil
Sheldon Inwentash	Nil	Nil	Nil
Richard Patricio	Nil	Nil	Nil
Stewart Taylor	Nil	Nil	Nil
Pablo Marcet	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of U3O8 Corp. as at December 31, 2013. As at December 31, 2013, the Option Plan was the Corporation’s only equity compensation plan. See “Summary of Stock Option Plan”.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	12,081,000	\$0.33	4,511,799 ⁽¹⁾
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	12,081,000	\$0.33	4,511,799 ⁽¹⁾

⁽¹⁾ Calculated based upon 10% of the number of Common Shares outstanding as at December 31, 2013, less the number of stock options outstanding as at such date.

SUMMARY OF STOCK OPTION PLAN

The Shareholders most recently approved the Option Plan on June 27, 2012. The number of stock options which may be granted under the Option Plan is limited to not more than 10% of the issued Common Shares of the Corporation at the time of the stock option grant.

The purpose of the Option Plan is to attract, retain and motivate qualified directors, executives, employees and consultants and to reward them for their contributions toward the goals and success of the Corporation. The Board may designate directors, senior officers, employees and consultants as eligible to receive stock options to acquire such numbers of Common Shares as the Board may determine.

The total number of Common Shares which may be reserved for issuance to any one individual within any one year shall not exceed 5% of the outstanding issue. The maximum number of stock options which may be granted to any one consultant under the Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the Common Shares outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to persons performing investor relations services under the Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the Common Shares outstanding at the time of the grant (on a non-diluted basis).

The options granted under the Option Plan are non-assignable and may not exceed a 5-year term from the date of grant. The exercise price of options granted may not be lower than the market price of the Common Shares at the time the option is granted, based upon the prior trading day closing price of the Common Shares on any stock exchange on which the Common Shares are listed or dealing network where the Common Shares trade, where applicable.

Options issued under the Option Plan vest at the discretion of the Board or committee established for the purpose of administering the Option Plan, as applicable, subject to certain specified limitations. The Board or any committee of the Board appointed to administer the Option Plan, as applicable, may at any time amend or terminate the Option Plan, but where amended, such amendment is subject to regulatory approval.

As at May 7, 2014, 12,541,000 stock options were outstanding (approximately 6.8% of outstanding Common Shares) and an additional 5,894,778 Common Shares can be granted (based on 10% of the outstanding Common Shares less the number of stock options outstanding at such date). Subsequent to this Circular, 1,296,000 stock options are due to expire on May 14, 2014.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators has set out best practice guidelines for effective corporate governance (the “**Guidelines**”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) of the Canadian Securities Administrators requires that if management solicits proxies from its securityholders for the purposes of electing directors, specified disclosure of the corporate governance practices must be included in its management information circular. Below is a description of U3O8 Corp’s corporate governance practices in accordance with NI 58-101, based on the Guidelines.

The Board of Directors

For the purposes of NI 58-101, a director is considered to be “independent” if he or she does not have any direct or indirect material relationship with the Corporation. A material relationship is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgement. The Board is currently comprised of seven members: Keith Barron, Bryan Coates, David Constable, Sheldon Inwentash, Pablo Marcet, Richard Patricio and Stewart Taylor.

As at May 7, 2014, all seven of U3O8 Corp’s directors are considered independent directors by the Board since they are all independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the beginning of the year ended December 31, 2011, none of these directors have worked for U3O8 Corp., received remuneration other than as directors of the Corporation or had material contracts with, or material interests in, the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

The Board believes that it functions independently of management. To enhance its ability to act independent of management, the Board may meet in the absence of members of management and the independent directors or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The independent directors did not hold any separate meetings from the four Board meetings held in fiscal 2013. For a summary of Board meeting attendance of each director, refer to “Particulars of Matters to be Acted Upon – Election of Directors” below.

David Constable serves as the Chairman of the Board, whose role it is to oversee the operations of the Board, chair meetings of the independent directors and carry out other duties as required from time to time.

Directorships

Certain of the Corporation’s directors are also directors of other reporting issuers as follows:

Name of Director	Other Reporting Issuer (or equivalent in a foreign jurisdiction)
Keith Barron	Aurania Resources Ltd., Firestone Ventures Ltd.
Bryan Coates	Golden Queen Mining Co. Ltd.
David Constable	Sandspring Resources Ltd., Tiger Resources Limited, Woulfe Mining Corp.
Sheldon Inwentash	Brownstone Energy Inc., Keek Inc., Mega Uranium Ltd., Pinetree Capital Ltd., Terreno Resources Corp., X-Terra Resources Corp., Ziplocal Inc.
Pablo Marcet	Waymar Resources Ltd.
Richard Patricio	Caledonia Mining Corp., Energy Fuels Inc., Macarthur Minerals Ltd., Macusani Yellowcake Inc., Mega Precious Metals Inc., NexGen Energy Ltd., Terreno Resources Corp., Toro Energy Ltd.
Stewart Taylor	Mega Uranium Ltd.

Board Mandate

The Board does not have a written mandate. However, the Board is responsible for the stewardship of the Corporation and for supervising the management of its business and affairs. While management is responsible for the day-to-day conduct of the Corporation’s business, in carrying out its supervisory responsibilities, the Board will oversee the development, adoption and implementation of the Corporation’s strategies and plans.

The Board's responsibilities, either directly or through committees of the Board, include: (a) adopting a strategic planning process and approving a strategic plan; (b) identifying the Corporation's principal risks and ensuring the implementation of appropriate systems to manage these risks; (c) ensuring appropriate succession planning, including appointing, training and monitoring senior management; (d) developing a communications policy for the Corporation; (e) monitoring and ensuring the integrity of the Corporation's internal control and management information systems; (f) ensuring appropriate standards of corporate conduct, including adopting and monitoring compliance of a code of business conduct and ethics; (g) reviewing and approving material transactions not in the ordinary course of business; (h) reviewing and approving compensation and/or changes in senior management; (i) developing appropriate, applicable corporate governance principals and guidelines; (j) reviewing annually the contribution of the Board as a whole, the committees of the Board and each of the directors; and (k) reviewing and approving the quarterly and annual financial statements, management's discussion and analysis, annual capital budget and any material changes to the operating budget.

Position Descriptions

Given the small size of the Corporation's infrastructure and the existence of formal charters governing each of the committees of the Board, the Board does not feel that it is necessary at this time to formalize position descriptions for the CEO, Chairman of the Board or the Chairman of each such committee in order to delineate their respective responsibilities. Accordingly, these roles are delineated on the basis of customary practice.

Orientation and Continuing Education

While the Corporation currently has no formal orientation and education program for new Board members, sufficient information (such as recent financial statements, prospectuses, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. U3O8 Corp. also encourages continuing education of its directors and officers, where appropriate, in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

The Board has adopted a formal code of conduct for directors and employees. In order to ensure compliance with the code of conduct and that directors exercise independent judgment, the Board has assumed responsibility for approving transactions involving U3O8 Corp. and any "related party" (as that term is defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*), monitoring the Corporation's compliance with strategic planning matters, implementing a process for assessing the effectiveness of committees of directors and individual directors, and reviewing changes in or additions to compliance policies, standards, codes and programs, as well as applicable legislation.

Nomination of Directors

The Board has established a Compensation, Corporate Governance and Nominating Committee (the "Corporate Governance Committee") which is responsible for the appointment and assessment of directors. While there are no specific criteria for Board membership, U3O8 Corp. attempts to attract and maintain directors with business knowledge and a particular knowledge of mineral exploration and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Corporation. As such, nominations tend to be the result of recruitment efforts by management and discussions among the directors prior to the consideration of the Corporate Governance Committee and Board as a whole. The members of the Corporate Governance Committee are Messrs. Coates, Constable and Marcet.

Majority Voting Policy

On May 13, 2013, the Board adopted a majority voting policy. Under this policy, in an uncontested election of directors, any nominee proposed for election as a director who receives a greater number of "Withheld" votes than "For" votes is expected, promptly following the date of the meeting at which the election occurred, to submit his or her resignation to the Chairman of the Board for consideration by the Corporate Governance Committee, with the resignation to take effect upon acceptance by the Board. The Board will act on the Corporate Governance Committee's recommendation within 90 days following the date of the meeting at which the election occurred.

In considering whether or not to accept a resignation, the Corporate Governance Committee will make a recommendation to the Board as to the director's suitability to continue to serve as a director after reviewing, among other things, the voting results for the nominee, the length of service and qualifications of the nominee, such nominee's contributions to the Corporation, and whether the director's resignation from the Board would be in the best interests of the Corporation, and the Board will consider such recommendation. The Corporate Governance Committee will also consider a range of possible alternatives concerning the director's tendered resignation, including acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Corporate Governance Committee to have substantially resulted in the "Withheld" votes.

A director who tenders his or her resignation will not participate in any meetings to consider whether the resignation will be accepted.

Compensation of Directors

The Corporate Governance Committee is also charged with reviewing, on an annual basis, the adequacy and compensation of directors to ensure that the Board's compensation reflects the responsibilities, time commitment and risks involved in being an effective director. Currently, as U3O8 Corp. has no revenues from operations, each director receives an annual director fee of \$10,000 for his services. All directors are eligible to participate in the Option Plan. See also "Compensation of Directors".

Other Board Committees

In addition to the Audit Committee and Corporate Governance Committee, the Board has a Safety, Health, Environment, Community and Technical Committee. The Safety, Health, Environment, Community and Technical Committee provides support and expertise in the areas of workplace safety and health, environmental issues, corporate social responsibility initiatives and technical issues in connection with the Corporation's day to day operations and exploration activities. The Chairman of this committee is Dr Keith Barron and the members are Messrs Pablo Marcet and Stewart Taylor.

Assessments

The Board assesses, on an annual basis, the contributions of the Board as a whole and each of the individual directors, in order to determine whether each is functioning effectively.

AUDIT COMMITTEE

Information concerning the Audit Committee, including the qualifications of members, audit fees paid and the Audit Committee charter are set forth in the Corporation's annual information form for the year ended December 31, 2013, available on SEDAR at www.sedar.com.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

U3O8 Corp's by-laws provide that, to the maximum extent permitted by law, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer, or another individual 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 any amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, where the individual (i) acted honestly and in good faith with a view to the best interests of the Corporation or other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, as the case may be; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful. U3O8 Corp's by-laws further provide that the Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above, provided that such individual shall repay the moneys if the individual does not fulfill the conditions set forth in items (i) and (ii) above.

The provisions for indemnification contained in U3O8 Corp's by-laws are not deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to action in the individual's official capacity and as to action in another capacity, and continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs and legal representatives of such a person.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

U3O8 Corp. maintains liability insurance for its directors and officers. The Corporation's insurance policy is in effect until November 7, 2014. An annual premium of \$21,600 has been paid by the Corporation. No portion of the premium is directly paid by any of the directors or officers. The aggregate insurance coverage under the policy for both directors and officers is limited to \$10,000,000 per claim or \$10,000,000 per policy period with a \$25,000 deductible (which is paid by the Corporation) per claim. No claims have been made or paid to date under such policy.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former directors, executive officers or employees, currently or formerly proposed director nominees, nor any associate of any such individual, is at the date hereof, or has been since the commencement of U3O8 Corp's year ended December 31, 2013, indebted to the Corporation or any of its subsidiaries in connection with the purchase of securities or otherwise. In addition, no indebtedness of these

individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries either as at the date of this Circular or at any time since the commencement of the Corporation's year ended December 31, 2013.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, significant shareholder (or director or executive officer thereof), or proposed director of U3O8 Corp., or any associate or affiliate thereof, has had any material interest, direct or indirect, in any transaction since the commencement of its most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries, other than as set forth below.

On May 14, 2013, U3O8 Corp. acquired all of the common shares of Calypso Uranium Corp. ("Calypso") in exchange for 20,252,327 Common Shares of U3O8 Corp. to former Calypso shareholders. The transaction expanded the Corporation's strategic property holdings around Argentina's largest known uranium deposits and added \$3.3 million in cash. Sheldon Inwentash, a director of the Corporation, also serves as a director and the Chairman and CEO of Pinetree. Immediately prior to the closing of the transaction, Mr. Inwentash and Pinetree, directly and indirectly, owned or controlled an aggregate of (i) 6,756,250 common shares of Calypso (approximately 13.3% of Calypso's outstanding shares); and (ii) 27,009,057 common shares and 5,900,000 convertible securities of the Corporation (approximately 19.5% of U3O8 Corp's outstanding shares on a non-diluted basis at that time).

There are potential conflicts of interest to which certain of U3O8 Corp's directors and officers may be subject in connection with the Corporation's operations and its subsidiaries. Certain of the Corporation's directors and officers are engaged and will continue to be engaged in mineral exploration activities on behalf of other corporations, and situations may arise in which such other corporations will be in direct competition with the Corporation. Each director or officer is required to declare and refrain from voting on any matter in which such director or officer may have a conflict of interest in accordance with procedures set forth in the *Business Corporations Act* (Ontario) (the "OBCA").

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The number of directors to be elected at the Meeting is six (6). **Unless authority to do so is withheld, the persons named in the accompanying Proxy intend to vote for the election of all six nominees whose names are set forth below (the "Nominees").** Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the enclosed Proxy to vote for the election of any other person or persons in place of any Nominee(s) unable to serve. Each director elected will hold office until the close of U3O8 Corp's first annual meeting of shareholders following his election unless his office is earlier vacated in accordance with the Corporation's by-laws.

The following table sets out certain information about each Nominee based on information furnished by each person as of May 7, 2014.

Name, Province and Country of Residence	Position with Corporation	Director Since	Present Occupation and Positions Held During Last Five Years	Number of Common Shares ⁽¹⁾	Board and Audit Committee Meeting Attendance
Keith Barron ⁽⁴⁾ Valais, Switzerland	Director	December 2005	<p>President, CEO and Director, Aurania Resources Ltd., a mineral exploration company (2013 to present)</p> <p>Chairman and Director, Firestone Ventures Ltd., a mineral exploration company (2012 to present)</p> <p>Director, Shear Diamonds Ltd., a mineral resources company, (2010 to 2011)</p> <p>Director, Kimber Resources Inc., a mineral exploration company (2006 to 2008, 2013)</p> <p>Director, Prometheus Resources (Guyana) Inc., a subsidiary of the Company (2005 to present)</p> <p>Director, Aurelian Resources Inc. , a mineral resources company (2003 to 2008)</p>	16,925,037	Board: 3 of 4

Name, Province and Country of Residence	Position with Corporation	Director Since	Present Occupation and Positions Held During Last Five Years	Number of Common Shares ⁽¹⁾	Board and Audit Committee Meeting Attendance
David Constable ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Ontario, Canada	Director	April 2006	Retired Business Executive (2010 to present) Vice President, Investor Relations, FNX Mining Company Inc. (merged to become QuadraFNX Mining Ltd. and subsequently acquired by KGHM International Ltd. in 2012), a mineral resources company (2002 to 2010) Director, IMX Resources Limited, a mineral resources company (2012 to April 2014) Director, Tiger Resources Limited, a mineral resources company (2011 to present) Director, Sandspring Resources Ltd., a mineral resources company (2011 to present) Director, Woulfe Mining Corp., a mineral resources company (2010 to present) Director, Anglo Swiss Resources Inc., a mineral resources company (2011 to 2013) Director, Rockcliff Resources Inc., a mineral resources company (2010 to 2013) Director, Acme Resources Inc., a mineral resources company (2009 to 2013) Director, Moly Mines Limited, a mineral resources company (2006 to 2010) Director, Aquiline Resources Inc., a mineral resources company (2006 to 2009)	150,000	Board: 4 of 4 Audit Committee: 4 of 4
Sheldon Inwentash ⁽⁶⁾⁽⁷⁾ Ontario, Canada	Director	April 2010	Chairman and CEO of Mega Uranium Ltd., a mineral resources company (2005 to present) Chairman and President of Brownstone Energy Inc., an oil and gas investment company (1998 to present) Chairman and CEO of Pinetree Capital Ltd., an investment company (1992 to present)	5,036,786	Board: 4 of 4
Pablo Marcet ⁽²⁾⁽³⁾ Buenos Aires, Argentina	Director	May 2011	President of Waymar Resources Ltd., a mineral exploration company (2010 to present) President of Geo Logic S.A., a management services and consulting company (2003 to present)	179,469	Board: 4 of 4 Audit Committee: 3 of 3
Richard Patricio ⁽²⁾ Ontario, Canada	Director	April 2010	Executive Vice President, Corporate Affairs of Mega Uranium Ltd., a mineral resources company (2005 to present) Vice President, Legal Affairs and Corporate Affairs of Pinetree Capital Ltd., an investment company (2005 to present) Vice President, Legal Affairs and Corporate Affairs of Brownstone Energy Inc., an oil and gas investment company, (2005 to present)	700,206	Board: 4 of 4 Audit Committee: 1 of 1
Stewart Taylor ⁽⁴⁾ Brisbane, Australia	Director	April 2010	President of Mega Uranium Ltd., a mineral resources company (2005 to present) Principal of Stewart Taylor & Associates, a geoscientific consulting firm (2010 to present) Partner with Taylor Wall & Associates, a geoscientific consulting firm (1998 to 2010)	48,433	Board: 4 of 4

Notes:

- ⁽¹⁾ Common Shares beneficially owned or over which the director or executive officer exercises control or direction not being within the knowledge of the Corporation has been furnished by the respective directors individually.
- ⁽²⁾ Member of the Audit Committee. On August 7, 2013, Mr. Patricio replaced Mr. Marcet.
- ⁽³⁾ Member of the Compensation, Corporate Governance and Nominating Committee.
- ⁽⁴⁾ Member of the Safety, Health, Environment, Community and Technical Committee.
- ⁽⁵⁾ From May 2007 to October 2007, Rage Energy Inc. (“Rage”) was subject to a cease trading order for failing to file financial statements. In December 2008, a further cease trade order was issued with respect to the securities of Rage, which order remains in effect as of the date of this Circular. Mr. Constable was appointed as a director of Direct IT Canada Inc., a predecessor to Rage, in March 2000, and continued as a director of Rage until December, 2008.
- ⁽⁶⁾ Mr. Inwentash has control or direction over Pinetree, which owns 27,085,028 common shares, representing approximately 14.7% of U3O8 Corp’s outstanding Common Shares as of the date of this Circular.
- ⁽⁷⁾ In October 2002, trading in the shares of Treat Systems Inc. (“Treat”) was halted by the TSX Venture Exchange (“TSXV”) for failure to meet the exchange’s tier maintenance requirements and for having been designated as an inactive issuer for a period in excess of 18 months. In August 2003, Treat’s shares were listed on the NEX board of the TSXV. In January 2008, Treat completed a “change of business” pursuant to the policies of the TSXV. The company’s name was changed to Mega Silver Inc. and its shares commenced trading on the TSXV on January 31, 2008. Mr. Inwentash was a director of Treat from October 2001 until his resignation in January 2008 concurrently with the completion of the company’s change of business.

Appointment of Auditors

Unless authority to do so is withheld, the persons named in the accompanying Proxy intend to vote for the re-appointment of KPMG LLP, Chartered Accountants, as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration. KPMG LLP were first appointed auditors of the Corporation on May 23, 2007.

Adoption of Shareholders Rights Plan

At the Meeting, Shareholders will be asked to consider, and, if deemed appropriate, to pass a resolution ratifying, confirming, and approving the Corporation’s shareholders rights plan as more particularly described below.

Background

The Corporation originally implemented a shareholders rights plan on March 4, 2008 (the “**Original Plan**”) with Equity Financial Trust Company as Rights Agent, which was amended, restated and continued on February 17, 2011 and May 25, 2011. The Corporation’s shareholder rights plan by its terms is due to expire on May 25, 2014 unless ratified by Shareholders. On May 7, 2014, the Board approved the adoption of an updated shareholders rights agreement (the “**Rights Plan**”) dated May 7, 2014 between the Corporation and Equity Financial Trust Company as Rights Agent. At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to ratify and approve the Rights Plan and the issuance of all Rights (defined below) issued pursuant to the Rights Plan. The Rights Plan has a term of three years and will expire at the end of the annual shareholders meeting in 2017 unless the Rights are earlier redeemed. Approval of the Rights Plan by Shareholders within six months of its adoption is required by the TSX. The Rights Plan is similar to plans adopted by other Canadian companies and approved by their shareholders and conform with current practices of Canadian companies with respect to shareholder rights plans.

A copy of the Rights Plan is available on SEDAR at www.sedar.com or upon request of the Corporation. This summary is qualified entirely by the text of the Rights Plan.

Objectives of the Rights Plan

The fundamental objectives of the Rights Plan are to provide adequate time for the Board of the Corporation and Shareholders to assess an unsolicited take-over bid for the Corporation, to provide the Board with sufficient time to explore and develop alternatives for maximizing Shareholder value if a take-over bid is made, and to provide Shareholders with an equal opportunity to participate in a take-over bid.

The Rights Plan encourages a potential acquirer who makes a take-over bid to proceed either by way of a “Permitted Bid” (defined below), which generally requires a take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Corporation’s Board. If a take-over bid fails to meet these minimum standards and the Rights Plan is not waived by the Board, the Rights Plan provides that Shareholders, other than the acquirer, will be able to purchase additional Common Shares of the Corporation at a significant discount to market, thus exposing the person acquiring Common Shares to substantial dilution of its holdings.

Currently, the Board of the Corporation is not aware of any pending or threatened take-over bid for the Corporation.

In adopting the Rights Plan, the Board considered the existing legislative framework governing take-over bids in Canada. The Board believes such legislation currently does not provide sufficient time to permit Shareholders to consider the take-over bid and make a reasoned and unhurried decision with respect to the take-over bid or give the Board sufficient time to develop alternatives for maximizing Shareholder value. Shareholders may also feel compelled to tender to a take-over bid even if the Shareholder considers such bid to be inadequate out of a concern that failing to tender may result in a Shareholder being left with illiquid or minority discounted securities of the Corporation. This is particularly so in the case of a partial bid for less than all the Common Shares of the Corporation where the bidder wishes to obtain a control position but does not wish to acquire all of the Common Shares. Finally, while existing securities legislation has addressed many concerns related to unequal treatment of Shareholders, there remains the possibility that control of a company may be acquired pursuant to private agreements in which a small group of Shareholders disposes of Common Shares at a premium to market prices, which premium is not shared with other Shareholders.

It is not the intention of the Board in recommending the confirmation and ratification of the Rights Plan to either secure the continuance of the Directors of the Corporation or to preclude a take-over bid for control of the Corporation. The Rights Plan provides various mechanisms where Shareholders could tender to take-over bids as long as they satisfy the requirements of a Permitted Bid. Furthermore, the Board is always bound to consider any take-over bid for the Corporation and consider whether or not it should waive the application of the Rights Plan in respect of such bid. In discharging such responsibility, the Board will be obligated to act honestly and in good faith with a view to the best interests of the Corporation.

A number of recent decisions rendered by the Canadian securities regulators relating to rights plans have concluded that a board of directors faced with an unsolicited take-over bid will not be permitted to maintain a rights plan indefinitely to prevent the successful completion of the bid, but only for so long as the Board is actively seeking alternatives to the bid and there is a reasonable possibility that, given additional time, a value maximizing alternative will be developed.

In recent years, unsolicited bids have been made for a number of Canadian public companies, many of which had rights plans. The Board believes this demonstrates that the existence of a rights plan does not prevent the making of an unsolicited bid. Further, in a number of these cases, a change of control ultimately occurred at a price in excess of the original bid price. There can be no assurance, however, that the Rights Plan would serve to bring about a similar result.

The Rights Plan is not expected to interfere with the day-to-day operations of the Corporation. The continuation of the existing outstanding rights and issuance of additional rights in the future will not in any way alter the financial condition of the Corporation, impede its business plans, or alter its financial statements. In addition, the Rights Plan is initially not dilutive. However, if a “Flip-in Event” (defined below) occurs and the rights separate from the Common Shares as described below, reported earnings per share, reported distributable cash per Common Share on a fully-diluted or non-diluted basis may be affected. In addition, holders of rights not exercising their rights after a Flip-in Event may suffer substantial dilution.

Summary of Rights Plan

The following is a summary of the principal terms of the Rights Plan, which summary is qualified in its entirety by reference to the text of the Rights Agreement.

(i) Effective Date

The effective date of the Rights Plan is May 7, 2014.

(ii) Term

Subject to the ratification and approval of the Rights Plan by Shareholders at the Meeting, as set forth herein, the Rights Amendment and the rights issued there under will expire on the close of business on the date immediately following the Corporation’s annual meeting in 2017, unless otherwise terminated earlier in accordance with their terms.

(iii) Issue of Rights

The issuance of one right (a “**Right**”) attached to each Common Share outstanding has been affirmed under the Rights Plan. One Right will attach to each Common Share subsequently issued.

(iv) *Rights Exercise Privilege*

The Rights will separate from the Common Shares and will be exercisable ten trading days (the “**Separation Time**”) after a person has acquired, or commences a take-over bid to acquire, 20% or more of the Common Shares, other than by an acquisition pursuant to a Permitted Bid. The acquisition by an Acquiring Person (defined below) of 20% or more of the Common Shares, other than by way of a Permitted Bid, is referred to as a “Flip-in Event”. Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. Ten trading days after the occurrence of the Flip-in Event, each Right (other than those held by the Acquiring Person), will permit the purchase of Common Shares having an aggregate Market Price of \$200 for \$100.

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the Common Shares, reported earnings per Common Share and distributable cash per Common Share on a fully diluted or non-diluted basis may be affected. Holders of Rights not exercising their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

An “Acquiring Person” is a person who, at any time after the date of the Rights Agreement, is the “Beneficial Owner” (defined below) of 20% or more of the outstanding Common Shares of the Corporation. A Person who becomes the Beneficial Owner of more than 20% of the Common Shares through certain enumerated types of transactions, however, is exempted from the definition of an Acquiring Person. The principal exemptions are for a Permitted Bid Acquisition (an acquisition of Common Shares made pursuant to a Permitted Bid or “Competing Permitted Bid” (defined below)), a Pro-Rata Acquisition (generally, the acquisition of Common Shares as a result of a stock dividend, stock split or other event pursuant to which a person receives or acquires Common Shares of other securities convertible into or exchangeable for Common Shares on the same pro-rata basis as all other Shareholders or pursuant to the receipt and/or exercise of rights issued by the Corporation on a pro-rata basis to all Shareholders or securities convertible into or exchangeable for Common Shares provided that such rights are acquired directly from the Corporation and not from any other person), a Voting Share Reduction (generally, an acquisition, redemption or cancellation by the Corporation of the Common Shares, which by reducing the number of Common Shares outstanding increases the percentage of Common Shares Beneficially Owned by any person to 20% or more of the Common Shares then outstanding), an Exempt Acquisition (generally, in those circumstances described under “*Adoption of Rights Plan – Summary of Rights Plan – (vii) Waiver*”), pursuant to certain regular dividend reinvestment plans, pursuant to a distribution of shares, or securities convertible into or exchangeable for Common Shares made by the Corporation pursuant to a prospectus, by way of a private placement or pursuant to an issuance of securities in connection with an acquisition, or pursuant to an amalgamation, merger or other statutory procedure requiring shareholder approval, and pursuant to a Convertible Security Acquisition (generally, an acquisition of Common Shares upon the exercise of convertible securities of the Corporation received by a person pursuant to a Permitted Bid Acquisition, an Exemption Acquisition or a Pro-Rata Acquisition). An Acquiring Person also excludes any person who, at the time that the Rights Agreement is put in place, already owns more than 20% of the Common Shares of the Corporation.

Relating to the definition of Acquiring Person is the concept of Beneficial Ownership. Generally, a person is deemed to “Beneficially Own” any Common Shares that are owned by its affiliates or associates or by persons acting jointly or in concert with such person for the purpose of acquiring Common Shares and any Common Shares that it has the right to vote or the right to acquire within 60 days. Specific exclusions clarify, among other persons, those intermediaries that are Corporation managers are not caught simply because they may have the right to vote Common Shares managed by them for others and that dissident proxy solicitations and related agreements regarding voting at Shareholders’ meetings do not result in Beneficial Ownership.

(v) *Certificates and Transferability*

Prior to the Separation Time, the Rights are evidenced by a legend imprinted on certificates for the Common Shares issued from and after the Effective Date and are not to be transferable separately from the Common Shares. From and after the Separation Time, the Rights will be evidenced by separate certificates that will be transferable and traded separately from the Common Shares.

(vi) *Permitted Bid Requirements*

A take-over bid is a “Permitted Bid” where it satisfies the following requirements:

- (A) the take-over bid must be made by way of a take-over bid circular;
- (B) the take-over bid must be made to all Shareholders, other than the bidder;
- (C) the take-over bid must be outstanding for a minimum period of 60 days and Common Shares tendered pursuant to the take-over bid may not be taken up prior to the expiry of the 60 day period and only if at such time more than 50% of the Common Shares held by Shareholders, other than the bidder, its affiliates and persons acting jointly or in concern and certain other persons (the “**Independent Shareholders**”), have been tendered to the take-over bid and not withdrawn;

- (D) if the requirement of (C) above is met, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Common Shares for an additional ten days from the date of such public announcement;
- (E) Common Shares may be deposited pursuant to a take-over bid, unless such take-over bid is withdrawn, at any time prior to the date Common Shares are first taken up and paid for; and
- (F) any Common Shares deposited pursuant to the take-over bid may be withdrawn until taken up and paid for.

The Rights Plan also allows for a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Bid must satisfy all the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid, subject to the requirement that it be outstanding for a minimum period of 35 days.

(vii) Waiver

The Board, acting in good faith, may, prior to the occurrence of a Flip-in Event and with the prior consent of the Shareholders, waive the application of the Rights Plan to a particular Flip-in Event where the take-over bid is made to all Shareholders pursuant to a take-over bid circular. Where the Board exercises the waiver power for one take-over bid, the waiver will also apply to any other take-over bid for the Corporation made by a take-over bid circular to all Shareholders prior to the expiry of any other bid for which the Rights Plan has been waived. The Board may waive the application of the Rights Plan where an Acquiring Person inadvertently becomes an Acquiring Person and such Acquiring Person has reduced its beneficial ownership of Common Shares such that at the time of the waiver, it is no longer an Acquiring Person.

(viii) Redemption

The Board with the approval of a majority vote of the votes cast by Shareholders (or the holders of Rights if the Separation Time has occurred) voting in person and by proxy, at a meeting duly called for that purpose, may redeem the Rights at \$0.00001 per Common Share. Rights may also be redeemed by the Board without such approval following completion of a Permitted Bid, Competing Permitted Bid or Exempt Acquisition.

(ix) Amendment

The Board may amend the Rights Plan with the approval of a majority vote of the votes cast by Shareholders (or the holders of Rights if the Separation Time has occurred) voting in person and by proxy at a meeting duly called for that purpose. The Board without such approval may correct clerical or typographical errors and, subject to the approval as noted above at the next meeting of the Shareholders (or holders of Rights, as the case may be), may make amendments to the Rights Plan to maintain its validity due to changes in applicable legislation.

(x) Board of Directors

The Rights Plan will not detract from or lessen the duty of the Board to act honestly and in good faith with a view to the best interests of the Corporation. The Board, when a Permitted Bid is made, will continue to have the duty and power to take such actions and make such recommendations to Shareholders as are considered appropriate.

(xi) Exemptions for Investment Advisors

Investment advisors (for fully managed accounts), trust companies (acting in their capacities as trustees and administrators) and administrators of registered pension plans acquiring greater than 20% of the Common Shares are exempted from triggering a Flip-in Event, provided that they are not making, or are not part of a group making, a take-over bid.

The resolution approving the Rights Plan to be put before Shareholders at the Meeting is set out in Exhibit 1 hereto (the “**Rights Plan Resolution**”). The resolution is an ordinary resolution and must be approved by a majority of the votes cast by the Independent Shareholders (as defined in the Rights Plan) present or represented by proxy at the Meeting.

The Board has concluded that the Rights Plan is in the best interests of the Corporation and its Shareholders, and accordingly, recommends that Shareholders vote for the Rights Plan. If the Rights Plan is not approved by a majority of the votes cast at the Meeting by Independent Shareholders voting in person or by proxy, it will cease to be in effect.

Unless directed otherwise, the persons named in the attached Proxy intend to vote in favour of the Rights Plan Resolution.

ADDITIONAL INFORMATION

Additional information on U3O8 Corp. is available on its website at www.u3o8corp.com and on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("MD&A") for the year ended December 31, 2013.

For a copy of U3O8 Corp's financial statements and MD&A, contact the Corporation as follows:

U3O8 Corp.
8 King Street East, Suite 710
Toronto, Ontario
M5C 1B5
Telephone (416) 868-1491

DIRECTORS' APPROVAL OF CIRCULAR

The contents and the sending of this Circular to U3O8 Corp's Shareholders have been approved by the Board.

DATED at Toronto, Ontario this 7th day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"Richard Spencer"

Richard Spencer
President and Chief Executive Officer

EXHIBIT 1

RESOLUTION APPROVING SHAREHOLDERS RIGHTS PLAN

BE IT HEREBY RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the shareholders rights plan (the “**Rights Plan**”) dated as of May 7, 2014 between the Corporation and Equity Financial Trust Company (as Rights Agent), which continues the rights issued thereunder is hereby ratified, confirmed and approved; and
2. any director or officer of the Corporation is hereby authorized and directed to execute and deliver all such other agreements and documents and to do all such acts and things as in his or her opinion may be necessary or desirable in connection with the foregoing.