



URANIUM ENERGY CORP.

500 North Shoreline Boulevard, Suite 800N, Corpus Christi, Texas, U.S.A., 78401

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on July 30, 2020

Dear Stockholder:

The annual meeting of stockholders (the “**Annual Meeting**”) of Uranium Energy Corp. (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7, on July 30, 2020, at 11:00 a.m. (Vancouver time). At the Annual Meeting stockholders will be asked to:

1. elect Amir Adnani, Spencer Abraham, David Kong, Vincent Della Volpe, Ganpat Mani and Gloria Ballesta to our Board of Directors;
2. ratify the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants as the Company’s independent registered public accounting firm for the fiscal year ending July 31, 2020;
3. approve the Company’s 2020 Stock Incentive Plan;
4. approve, on a non-binding advisory basis, the compensation of our named executive officers; and
5. transact any other business properly brought before the Annual Meeting or any adjournment thereof.

On or about June 12, 2020, the Company will mail to all stockholders of record, as of June 4, 2020, a Notice of Internet Availability of Proxy Materials (the “**Notice**”). Please carefully review the Notice for information on how to access the Notice of Annual Meeting, Proxy Statement, Proxy Card and our Annual Report on Form 10-K for the fiscal year ended July 31, 2019 (the “**Annual Report on Form 10-K**”) on www.proxyvote.com, in addition to instructions on how you may request to receive a paper or email copy of these documents. There is no charge to you for requesting a paper copy of these documents. Our Annual Report on Form 10-K, including financial statements for such period, does not constitute any part of the material for the solicitation of proxies.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. **Only stockholders of record of the Company’s common stock at the close of business on June 4, 2020, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.**

It is important that your shares be represented and voted at the Annual Meeting. If you are the registered holder of the Company's common stock, you can vote your shares by completing and returning the enclosed proxy card, even if you plan to attend the Annual Meeting. You may vote your shares of common stock in person even if you previously returned a proxy card. Please note, however, that if your shares of common stock are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

If you are planning to attend the Annual Meeting in person, you will be asked to register before entering the Annual Meeting. All attendees will be required to present government-issued photo identification (e.g., driver's license or passport) to enter the Annual Meeting. If you are a stockholder of record, your ownership of the Company's common stock will be verified against the list of stockholders of record as of June 4, 2020, prior to being admitted to the Annual Meeting. If you are not a stockholder of record and hold your shares of common stock in "street name" (that is, your shares of common stock are held in a brokerage account or by a bank or other nominee), you must also provide proof of beneficial ownership as of June 4, 2020, such as your most recent account statement prior to June 4, 2020, and a copy of the voting instruction card provided by your broker, bank or nominee or similar evidence of ownership.

The Company is continuing to monitor the potential impact of the coronavirus (COVID-19) on the upcoming Annual Meeting and may decide to forego the in-person Annual Meeting in favor of a virtual-only Annual Meeting or some other alternative depending on the situation. In such event, stockholders will be notified by press release or other means with additional details as soon as reasonably practicable and will be afforded the same rights and opportunities to participate as they would at an in-person Annual Meeting.

By Order of the Board of Directors of Uranium Energy Corp.

/s/ Amir Adnani

Amir Adnani

President, Chief Executive Officer and a director

Dated: June 8, 2020.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on July 30, 2020: the Proxy Statement, Annual Report on Form 10-K and Form of Proxy are available at www.proxyvote.com.