



Westwater Resources, Inc.
6950 S. Potomac Street, Suite 300
Centennial, Colorado 80112
www.westwaterresources.net

NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

To the stockholders of Westwater Resources, Inc.:

We will hold our 2019 Annual Meeting of Stockholders on **April 2, 2019 at 9:00 a.m., local time**, at our headquarters, located at 6950 South Potomac Street, Suite 300, Centennial, Colorado 80112, to consider and vote upon the following matters:

1. Approve an amendment to our Restated Certificate of Incorporation, as amended, to effect a reverse stock split of our issued and outstanding common stock by a ratio of not less than 1-for-5 and not more than 1-for-50, such ratio to be determined in the discretion of our Board of Directors, at any time on or before August 30, 2019.
2. Approve an amendment to our 2013 Omnibus Incentive Plan, as amended, to increase the authorized number of shares of common stock available and reserved for issuance under such plan by 3,300,000 shares, and to modify certain issuance limitations thereunder.
3. Elect as directors the five nominees named in the accompanying proxy statement.
4. Provide advisory approval of our executive compensation.
5. Ratify the appointment of Moss Adams LLP as our independent registered public accountant for 2019.
6. Transact such other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The Board has fixed the close of business on February 19, 2019 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting or at any adjournment or postponement thereof.

Stockholders are cordially invited to attend the meeting in person. Whether or not you plan to be present at the meeting, you are requested to sign and return the enclosed proxy in the enclosed envelope, or vote all of your shares over the telephone or over the Internet, so that your shares may be voted in accordance with your wishes and in order that the presence of a quorum may be assured. The giving of such proxy will not affect your right to vote in person, should you later decide to attend the meeting. **Please date and sign the enclosed proxy and return it promptly in the enclosed envelope, or vote over the telephone or Internet. Your vote is important.**

By Order of the Board of Directors,

/s/ JOHN W. LAWRENCE

John W. Lawrence, *Secretary*

Centennial, Colorado
February 25, 2019

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders to be Held on April 2, 2019:**

The Notice of Annual Meeting, Proxy Statement and 2018 Annual Report to Stockholders
are available at www.westwaterresources.net.