



State of Utah

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Governor

GREG BELL
Lieutenant Governor

Department of
Environmental Quality

Amanda Smith
Executive Director

DIVISION OF RADIATION CONTROL
Rusty Lundberg
Director



February 20, 2013

CERTIFIED MAIL
RETURN RECEIPT REQUIRED

Donna Wichers, President
Uranium One Americas, Inc.
907 N Poplar, Suite 260
Casper, Wyoming 82601

DRC-2013-001371

Re: Shootaring Canyon Uranium Milling Facility: Radioactive Materials License UT 090480
Ground Water Quality Discharge Permit UGW170003

Dear Ms. Wichers:

In a your letter dated January 29, 2013, Uranium One Exploration, notified the Division of Radiation Control (Division) about a Proposed 2013 Transaction (Transaction) between Uranium One, Inc. (U1 Inc.) and JSC Atomredmetzoloto (ARMZ). Presently, ARMZ through its subsidiaries controls 51.4% of the U1, Inc. common shares. Additionally, you stated that U1, Inc., through its subsidiaries, is the owner of 100% of the outstanding common shares of Uranium One Americas, Inc, the operating company and licensee of the Shootaring Canyon uranium mill, located in Garfield County, Utah. In the Transaction, ARMZ would acquire the outstanding U1, Inc. common shares held by shareholders other than ARMZ and its subsidiaries. As a result of the Transaction, ARMZ and its subsidiaries would possess 100% of the common shares of U1, Inc., and the stock will no longer be publicly traded on any stock exchange. Since U1, Inc. presently holds 100% of the common stocks for Uranium One Investments, Inc. which in turn controls 100% of the common shares of Uranium One Americas, Inc., ARMZ would become the ultimate parent company for Uranium One Americas, Inc. which is the licensed entity for the Shootaring Canyon Uranium Milling Facility. Collectively, Uranium One, Inc.; Uranium One Investments, Inc.; and Uranium One Americas, Inc. will herein be referred to as "Uranium One."

As represented in your letter dated January 29, 2013, the Transaction will "not by its terms" affect:

- the personnel having control over licensed activities (including the Corporate Radiation Safety Officer);
- the use, possession, location, or storage of licensed materials;
- the corporate structure and existence of Uranium One Americas;

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RE: RML UT 090480, GW17003 / GEG

DONNA WICHERS, PRESIDENT
URANIUM ONE AMERICAS INC
907 N POPLAR STE 260
CASPER, WY 82601

PS Form 3800, August 2006 See Reverse for Instructions

7009 1680 0001 9291 4137

- the facilities, equipment and records associated with License UT 0900480 and Permit UGW170003; or
- any of the operating or safety procedures associated with License UT 0900480 and Permit UGW170003.

In addition, you have stated that the Transaction will have no effect on the surety arrangement and letter of credit associated with License UT 0900480 and the Irrevocable Standby Letter of Credit issued by the Bank of Montreal on behalf of Uranium One Americas, Inc. will remain without change. You further specifically stated that the Transaction "will not by its terms" have any effect on the officers, directors or management of Uranium One Americas.

Given the terms of the Transaction and the previous approval for ARMZ to control greater than 51% of the common shares of Uranium One, you believe that the Proposed 2013 Transaction constitutes an indirect transfer of control and that the Division of Radiation Control (Division) should give its concurrence to allow the Proposed 2013 Transaction to move forward.

In 2010, the Division performed an in depth review of the change of ownership and control involved in the complicated transactions between Uranium One Inc. and the Russian joint stock company, Atomredmetzoloto (ARMZ) which allowed ARMZ to obtain 51. % or greater of the common shares of Uranium One, Inc. On October 26, 2010, the Executive Secretary found the Uranium One Inc. - ARMZ transactions and related corporate structural changes did not violate Utah Administrative Code R313-19-34(2). However, as described in the October 26, 2010 letter, the Executive Secretary's consent was contingent upon certain commitments made on behalf of Uranium One Inc.

The 2010 approval included the following stipulations and commitments as stated in an electronic mail dated October 13, 2010 from Wells Parker of Dorsey & Whitney LLP to Denise Chancellor and the Division's letter dated October 26, 2010:

1. After the closing of the proposed [2010] transaction neither ARMZ nor any of its affiliates will have control over the License or the Shootaring Mine.
2. The 2010 transaction was specifically structured to preserve the independence of Uranium One, Inc. following the close of the transaction.
3. ARMZ obtained the right to second two individuals into Uranium One, Inc. management positions; however, neither of the secondees could be located in the United States and neither could be given any management role with respect to any assets or facilities of Uranium One, Inc. or its affiliates in the United States including the Shootaring Mill.
4. Day to day decisions with regard to the operations at the Shootaring Mill will be made by the management of Uranium One Exploration U.S.A. Inc.* in coordination and consultation with Scott Schierman as the Corporate Radiation Safety Officer for the Shootaring Mill. Strategic decisions with regard to investment and development of the Shootaring Mill will be made by Uranium One Inc.
5. Any attempt by ARMZ to exercise direct control over the license would constitute a change of control under NUREG-1566 (Volume 15) that would require the prior written approval of the Utah Division of Radiation Control (DRC) under Utah Administrative Code [R] 313-19-34(2).

- * After the 2010 transaction, Uranium One Exploration U.S.A. Inc. merged with Uranium One Americas, Inc. with Uranium One Americas, Inc. remaining as the surviving entity. Utah Radioactive Materials License Number UT 0900480 is presently held by Uranium One Americas, Inc. Therefore, references to Uranium One Exploration U.S.A., Inc. in Commitment # 4 must be replaced with Uranium One Americas, Inc.

Based on the above determinations and commitments, and provided the licensee abides by the commitments and stipulations stated in items 1 through 5 above, as well as applicable legal requirements, I hereby find that the Transaction does not violate Utah Admin. Code R313-19-34(2) and give my consent thereto.

If you have any questions regarding this letter, please contact John Hultquist or Gwyn Galloway at (801) 536-4250.

UTAH DIVISION OF RADIATION CONTROL



Rusty Lundberg, Director

RL/GEG

Cc: Norman Schwab, Vice President Mining, Americas
Andrew Persinko, U.S. NRC