

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2017

Or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to
Commission file number 001-33404
WESTWATER RESOURCES, INC.
(Exact Name of Issuer as Specified in Its Charter)

DELAWARE

(State of Incorporation)

75-2212772

(I.R.S. Employer Identification No.)

6950 S. Potomac Street, Suite 300, Centennial, Colorado 80112

(Address of Principal Executive Offices, Including Zip Code)

(303) 531-0518

(Issuer's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Each Class of Common Stock

Common Stock, \$0.001 par value

Number of Shares Outstanding

27,612,624 as of November 9, 2017

WESTWATER RESOURCES, INC.
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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

WESTWATER RESOURCES, INC. (formerly Uranium Resources, Inc.)			
CONDENSED CONSOLIDATED BALANCE SHEETS			
(expressed in thousands of dollars, except share amounts)			
(unaudited)			
	Notes	September 30, 2017	December 31, 2016
ASSETS			
Current Assets:			
Cash and cash equivalents		\$ 7,200	\$ 3,309
Marketable securities	3	1,060	-
Notes receivable – current	3	1,500	-
Prepaid and other current assets		831	602
Total Current Assets		10,591	3,911
Property, plant and equipment, at cost:			
Property, plant and equipment		112,560	112,964
Less accumulated depreciation, depletion and impairment		(65,677)	(66,048)
Net property, plant and equipment	5	46,883	46,916
Restricted cash		3,668	3,964
Notes receivable – non-current	3	2,554	-
Long-term assets held for sale		-	2,123
Total Assets		\$ 63,696	\$ 56,914
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Accounts payable		\$ 860	\$ 610
Accrued liabilities		1,450	1,981
Convertible loan, net of discount – related party	7	-	5,431
Current portion of asset retirement obligations	8	121	121
Total Current Liabilities		2,431	8,143
Asset retirement obligations, net of current portion	8	5,025	4,668
Other long-term liabilities and deferred credits		500	500
Long-term liabilities related to assets held for sale		-	555
Total Liabilities		7,956	13,866
Commitments and Contingencies	12		
Stockholders' Equity:			
Common stock, 100,000,000 shares authorized, \$.001 par value;			
Issued shares – 27,484,935 and 16,675,419, respectively			
Outstanding shares – 27,476,910 and 16,667,394, respectively	9	28	17
Paid-in capital	9,10	296,937	280,191
Accumulated other comprehensive income		(287)	-
Accumulated deficit		(240,680)	(236,902)
Treasury stock (8,025 and 8,025 shares, respectively), at cost		(258)	(258)
Total Stockholders' Equity		55,740	43,048
Total Liabilities and Stockholders' Equity		\$ 63,696	\$ 56,914

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTWATER RESOURCES, INC.
(formerly Uranium Resources, Inc.)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(expressed in thousands of dollars, except share and per share amounts)
(unaudited)

		For the Three Months Ended Sep 30,		For the Nine Months Ended Sep 30,	
	Notes	2017	2016	2017	2016
Operating Expenses:					
Mineral property expenses	6	\$ (1,316)	\$ (1,039)	\$ (3,637)	\$ (2,908)
General and administrative		(1,700)	(1,883)	(4,976)	(6,035)
Accretion of asset retirement obligations	8	(132)	(120)	(395)	(360)
Depreciation and amortization		(27)	(56)	(104)	(188)
Impairment of uranium properties		-	-	-	(534)
Total operating expenses		<u>(3,175)</u>	<u>(3,098)</u>	<u>(9,112)</u>	<u>(10,025)</u>
Non-Operating Income/(Expenses):					
Loss on extinguishment of convertible debt		-	-	(39)	-
Interest income/(expense)	3,7	186	(671)	424	(2,194)
Commitment fees		-	-	-	(333)
Loss on sale of marketable securities		-	-	-	(116)
Gain on disposal of uranium properties	3	-	-	4,927	-
Other income, net		6	25	22	44
Total other income/(expense)		<u>192</u>	<u>(646)</u>	<u>5,334</u>	<u>(2,599)</u>
Net Loss		<u>\$ (2,983)</u>	<u>\$ (3,744)</u>	<u>\$ (3,778)</u>	<u>\$ (12,624)</u>
Other Comprehensive Loss					
Unrealized fair value decrease on marketable securities		\$ (126)	\$ -	\$ (287)	\$ (49)
Transfer to realized loss upon sale of available-for-sale securities		-	-	-	116
Comprehensive Loss		<u>\$ (3,109)</u>	<u>\$ (3,744)</u>	<u>\$ (4,065)</u>	<u>\$ (12,557)</u>
BASIC AND DILUTED LOSS PER SHARE		\$ (0.12)	\$ (0.38)	\$ (0.16)	\$ (1.81)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		25,037,203	9,741,331	23,763,842	6,963,869

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTWATER RESOURCES, INC.
(formerly Uranium Resources, Inc.)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS AND SUPPLEMENTAL CASH FLOW INFORMATION

(expressed in thousands of dollars)

(unaudited)

		Nine Months Ended Sep 30,	
	Notes	2017	2016
Operating Activities:			
Net loss		\$ (3,778)	\$ (12,624)
Reconciliation of net loss to cash used in operations:			
Accretion of asset retirement obligations	8	395	360
Amortization of debt discount		30	1,355
Amortization of convertible loan establishment fee		-	75
Amortization of notes receivable discount		(553)	-
Loss on extinguishment of convertible debt	7	39	-
Unrealized holding loss on securities		-	116
Common stock issued as payment for commitment fees		-	333
Costs incurred for restoration and reclamation activities	8	(37)	(54)
Depreciation and amortization		104	188
Stock compensation expense	10	62	545
Gain on disposal of uranium properties	3	(4,927)	-
Impairment of uranium properties		-	534
Amortization of non-cash investor relations fees		175	-
Effect of changes in operating working capital items:			
(Increase)/decrease in receivables		(5)	47
(Increase)/decrease in prepaid and other current assets		(101)	101
Decrease in payables, accrued liabilities and deferred credits		(280)	(830)
Net Cash Used In Operating Activities		(8,876)	(9,854)
Cash Flows From Investing Activities:			
Purchase of equipment		(100)	-
Proceeds from the sale of investments		-	247
Net decrease in restricted cash and short-term investments		23	57
Proceeds from disposal of property, plant and equipment	3	1,950	-
Net Cash Provided By Investing Activities		1,873	304
Cash Flows From Financing Activities:			
Payments on borrowings	7	(5,500)	-
Issuance of common stock, net	9	16,395	12,511
Payment of minimum withholding taxes on net share settlements of equity awards		(1)	-
Net Cash Provided By Financing Activities		10,894	12,511
Net increase in cash and cash equivalents		3,891	2,961
Cash and cash equivalents, beginning of period		3,309	865
Cash and Cash Equivalents, End of Period		\$ 7,200	\$ 3,826
Cash paid during the period for:			
Interest		\$ 227	\$ 486
Supplemental Non-Cash Information With Respect to Investing and Financing Activities:			
Common stock issued for settlement of accounts payable		\$ 300	\$ 834
Common stock issued for payment of convertible loan interest and fees		\$ -	\$ 242
Common stock issued for payment of commitment fees		\$ 1,214	\$ 523

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WESTWATER RESOURCES, INC.
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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(expressed in thousands of dollars, except share amounts)
(unaudited)

	<u>Common Stock</u>		Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Treasury Stock	Total
	Shares	Amount					
Balances, January 1, 2017	16,667,394	\$ 17	\$ 280,191	\$ -	\$ (236,902)	\$ (258)	\$ 43,048
Net loss	-	-	-	-	(3,778)	-	(3,778)
Common stock issued, net of issuance costs	9,776,396	10	15,172	-	-	-	15,182
Common stock issued for commitment fees	880,000	1	1,213	-	-	-	1,214
Common stock issued for investor relations fees	150,000	-	300	-	-	-	300
Stock compensation expense and related share issuances, net of shares withheld for the payment of taxes	3,120	-	62	-	-	-	62
Minimum withholding taxes on net share settlements of equity awards	-	-	(1)	-	-	-	(1)
Unrealized holding loss on marketable securities	-	-	-	(287)	-	-	(287)
Balances, September 30, 2017	27,476,910	\$ 28	\$ 296,937	\$ (287)	\$ (240,680)	\$ (258)	\$ 55,740

The accompanying notes are an integral part of these condensed consolidated financial statements.

WESTWATER RESOURCES, INC.
(formerly Uranium Resources, Inc.)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements for Westwater Resources, Inc. (the “Company,” “we,” “us,” or “WWR”), formerly known as Uranium Resources, Inc., have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying statements should be read in conjunction with the audited financial statements included in Westwater Resources, Inc.’s 2016 Annual Report on Form 10-K. In the opinion of management, all adjustments (which are of a normal, recurring nature) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for any other period including the full year ending December 31, 2017.

Recently Issued Accounting Pronouncements

In January 2017, the FASB issued Accounting Standards Update No. 2017-01 (ASU 2017-01), Business Combinations: Clarifying the Definition of a Business, which clarifies the definition of a business when determining whether a company has acquired or sold a business. The ASU applies to all entities and is effective for annual periods ending after December 15, 2017, and interim periods thereafter, with early adoption permitted under certain circumstances. The Company does not believe that the adoption of this guidance will have a material impact on our financial statements.

In November 2016, the FASB issued Accounting Standards Update No. 2016-18, Statement of Cash Flows: Restricted Cash, which will require that a statement of cash flows explain the change during period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. As a result, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The ASU applies to all entities and is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years beginning after December 15, 2019, with early adoption permitted. As a result, upon adoption, the Company will include the restricted cash amount in its beginning-of-period and end-of-period reconciliations of cash on its statement of cash flows. For the nine months ended September 30, 2017, this would have resulted in the Company including an additional \$4.0 million in its beginning-of-period cash balance and an additional \$3.7 million in its end-of-period cash balance. The Company also would not have recorded a release of restricted cash of \$0.3 million in the investing section of its statement of cash flows.

2. LIQUIDITY

At September 30, 2017, the Company had working capital of \$8.2 million, which along with the anticipated funding from the financing agreements described below, is expected to provide it with the necessary liquidity through September 30, 2018. At December 31, 2016, the Company had a working capital deficit of \$4.2 million. The increase in working capital of \$12.4 million for the nine months ended September 30, 2017 was primarily due to the following:

- the completion of three equity offerings in January 2017, February 2017 and September 2017 for net proceeds of \$8.9 million, \$4.5 million and \$2.0 million respectively, as further described in Note 9, below;
- the completion of the sale of the Company’s wholly-owned subsidiary Hydro Resources Inc. (“HRI”) to Laramide Resources Ltd. (“Laramide”) on January 5, 2017. Upon completion, the Company received \$2.2 million in cash, a \$5.0 million promissory note, of which \$1.5 million is due in January 2018, 2,218,333 shares of Laramide Resources Ltd.’s common stock which had a fair value of \$0.5 million at September 30, 2017 and 2,218,333 common stock purchase warrants which had a fair value of \$0.3 million at September 30, 2017. Details regarding this transaction are discussed in Note 3, below; and
- the repayment of the \$5.5 million outstanding balance under the RCF Loan (defined in Note 7, below.)

Also during the nine months ending September 30, 2017, the Company entered into the following financing agreements and anticipates funding from these sources to sustain operations through 2018:

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- *Controlled Equity Offering Sales Agreement*

On April 14, 2017, the Company entered into a Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. (“Cantor”) acting as sales agent, pursuant to which the Company has registered the offer and sale from time to time of shares of its common stock having an aggregate offering price of up to \$30.0 million (the “ATM Offering”), of which approximately \$28.9 million is available for future sales as of November 9, 2017. The Company is unable to sell shares of its common stock through the Controlled Equity Offering Sales Agreement on dates that it places shares with Aspire Capital through its CSPA, as discussed below.

- *Common Stock Purchase Agreement*

On September 25, 2017, the Company entered into a Common Stock Purchase Agreement (“CSPA”) with Aspire Capital Fund, LLC (“Aspire Capital”) to place up to \$22.0 million in the aggregate of its common stock over a term of 30 months. Upon execution of the CSPA, the Company issued 880,000 shares of common stock to Aspire Capital as a commitment fee. The Company cannot sell in excess of 5,033,677 shares of common stock, including the 880,000 commitment shares (“Exchange Cap”), unless (i) stockholder approval is obtained, or (ii) the average price paid for all shares issued under the Purchase Agreement (including the 880,000 commitment shares) is equal to or greater than \$1.38. As of November 9, 2017, the Company has dollar capacity of \$20.0 million of common stock available for future sales, limited to the current Exchange Cap of 2.7 million shares of common stock unless conditions (i) or (ii) above are met. See Note 9 below for further details.

The Company believes that the ATM Offering and the CSPA, along with its existing working capital balance, will provide it with the necessary liquidity to fund operations through 2018. The Company will also continue to explore additional opportunities to raise capital, further monetize its non-core assets and identify ways to reduce its cash expenditures.

While the Company has been successful in the past raising funds through equity and debt financings as well as through the sale of non-core assets, no assurance can be given that additional financing will be available to it in amounts sufficient to meet the Company’s needs or on terms acceptable to the Company. In the event that funds are not available, the Company may be required to materially change its business plans.

3. DISPOSAL OF HYDRO RESOURCES, INC.

On January 5, 2017, Laramide and the Company closed the sale of the Company’s wholly-owned subsidiary HRI, which holds the Churchrock and Crownpoint projects, pursuant to a Share Purchase Agreement (the “Laramide SPA”). Under the terms of the Laramide SPA, executed on April 7, 2016 and amended on December 5, 2016, the Company received the following consideration:

- \$2.5 million in cash, of which \$0.25 million was paid on October 21, 2016;
- 2,218,333 shares of Laramide common stock and 2,218,333 Laramide common stock purchase warrants. Each common stock purchase warrant entitles the Company to purchase one share of common stock of Laramide at a price of CDN\$0.45 for a period of 60 months from the date of closing;
- a \$5.0 million promissory note, secured by a mortgage over the projects. The note has a three-year term and carries an initial interest rate of 5% which then increases to 10% upon Laramide’s decision regarding commercial production at the Churchrock project. Principal payments of approximately \$1.5 million are due and payable on January 5 in each of 2018 and 2019, with the balance of \$2.0 million due and payable on January 5, 2020. Interest is payable on a quarterly basis, provided however that no interest will be payable until March 31, 2018. Laramide will have the right to satisfy up to half of each of these principal payments by delivering shares of its common stock to the Company, which shares will be valued by reference to the volume weighted average price (“VWAP”) for Laramide’s common stock for the 20 trading days before the respective anniversary of January 5, on which each payment is due;
- a retained 4.0% Net Smelter Return Royalty (“NSR Royalty”) on the Churchrock project, which royalty may be repurchased by Laramide by January 5, 2018 for \$4.95 million; and

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(unaudited)

- an option to purchase Laramide’s La Sal project for \$3.0 million and an option to purchase its La Jara Mesa project for \$5.0 million, both of which expire on January 5, 2018. Any such exercise by the Company will first result in a reduction of the principal amount due under the promissory note with any remaining portions of the purchase price to be paid in cash by the Company.

The divestiture of HRI was accounted for as an asset disposal and the non-cash consideration received from Laramide was recorded at fair value. The fair value of the shares of Laramide common stock received was determined using the closing share price of Laramide’s stock on January 5, 2017. The fair value of the common stock purchase warrants was determined using the Black-Scholes method on April 27, 2017, which was the date that Laramide’s stockholders approved the issuance of the warrants. The fair value of the notes receivable was determined using the present value of the future cash receipts discounted at a market rate of 9.5%. The Company did not record a separate fair value for the options as the exercise of the options would reduce the amount outstanding under the notes receivable. Due to the high degree of uncertainties surrounding future mine development and minerals prices, as well as limited marketability, the Company determined the fair value of the NSR Royalty to be nil. The following fair value amounts were recorded as the purchase consideration:

<i>(thousands of dollars)</i>	Fair Value
Cash, less transaction costs	\$ 1,950
Laramide common stock	568
Laramide common stock purchase warrants	506
Notes receivable	3,501
Total consideration received	<u>\$ 6,525</u>

The fair value of the shares of Laramide’s common stock and common stock purchase warrants received were valued using Level 1 inputs of the fair value hierarchy and the fair value of the notes receivable was valued using Level 2 inputs, as defined in Note 4 below.

The Company recorded the following gain on disposal of uranium properties within its Condensed Consolidated Statement of Operations:

<i>(thousands of dollars)</i>	
Total consideration received	\$ 6,525
Carrying value of Churchrock project	(2,123)
Carrying value of other plant and equipment	(31)
Accounts payable	1
Asset retirement obligation	105
Royalty payable on Churchrock project	450
Gain on disposal of HRI	<u>\$ 4,927</u>

4. FINANCIAL INSTRUMENTS

Applicable accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price) and establishes a fair-value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that are observable at the measurement date.
- Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).
- Level 3 includes unobservable inputs that reflect management’s assumptions about what factors market participants would use in pricing the asset or liability. These inputs are developed based on the best information available, including internal data.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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The Company believes that the fair values of our assets and liabilities approximate their reported carrying amounts. The following table presents information about assets that were recorded at fair value on a recurring basis as of September 30, 2017 and December 31, 2016 and indicate the fair value hierarchy:

<i>(thousands of dollars)</i>	September 30, 2017			
	Level 1	Level 2	Level 3	Total
Current Assets				
Marketable securities and short term investments	\$ 1,060	\$ -	\$ -	\$ 1,060
Total current assets recorded at fair value	\$ 1,060	\$ -	\$ -	\$ 1,060
Non-Current Assets				
Restricted cash	3,668	-	-	3,668
Total non-current assets recorded at fair value	\$ 3,668	\$ -	\$ -	\$ 3,668
December 31, 2016				
	Level 1	Level 2	Level 3	Total
Non-Current Assets				
Restricted cash	\$ 3,964	\$ -	\$ -	\$ 3,964
Total non-current assets recorded at fair value	\$ 3,964	\$ -	\$ -	\$ 3,964

5. PROPERTY, PLANT AND EQUIPMENT

Net Book Value of Property, Plant and Equipment at September 30, 2017					
<i>(thousands of dollars)</i>	Turkey	Texas	New Mexico	Corporate	Total
Uranium plant	\$ -	\$ 8,447	\$ -	\$ -	\$ 8,447
Mineral rights and properties	17,968	-	19,102	-	37,071
Other property, plant and equipment	20	1,132	-	214	1,366
Total	\$ 17,988	\$ 9,579	\$ 19,102	\$ 214	\$ 46,883
Net Book Value of Property, Plant and Equipment at December 31, 2016					
<i>(thousands of dollars)</i>	Turkey	Texas	New Mexico	Corporate	Total
Uranium plant	\$ -	\$ 8,459	\$ -	\$ -	\$ 8,459
Mineral rights and properties	17,968	-	19,102	-	37,070
Other property, plant and equipment	22	1,224	-	141	1,387
Total	\$ 17,990	\$ 9,683	\$ 19,102	\$ 141	\$ 46,916

WESTWATER RESOURCES, INC.
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

6. MINERAL PROPERTY EXPENDITURES

Mineral property expenditures by geographical location for the three and nine months ended September 30, 2017 and 2016 are as follows:

	For the Three Months Ended Sep 30,		For the Nine Months Ended Sep 30,	
	2017	2016	2017	2016
	<i>(thousands of dollars)</i>			
Temrezli project, Turkey	\$ 63	\$ 31	\$ 186	\$ 453
Total Turkey projects	63	31	186	453
Kingsville Dome project, Texas	197	214	616	624
Rosita project, Texas	188	130	472	290
Vasquez project, Texas	117	105	399	365
Other projects, Texas	26	11	30	80
Total Texas projects	528	460	1,517	1,359
Cebolleta project, New Mexico	-	-	538	537
Juan Tafoya project, New Mexico	38	37	354	48
Other projects, New Mexico	-	32	2	32
Total New Mexico projects	38	69	894	617
Columbus Basin project, Nevada	481	113	667	113
Railroad Valley project, Nevada	80	-	238	-
Other projects, Nevada	8	14	11	14
Total Nevada projects	569	127	916	127
Sal Rica project, Utah	118	352	124	352
Total Utah projects	118	352	124	352
Total expense for the period	<u>\$ 1,316</u>	<u>1,039</u>	<u>\$ 3,637</u>	<u>\$ 2,908</u>

On June 20, 2017, the Company acquired its third lithium exploration project through the staking of 9,270 acres of federal placer mining claims within the Railroad Valley of central Nevada.

On March 24, 2017, the Company's wholly owned subsidiary Lithium Holdings Nevada LLC entered into an option agreement to purchase a block of unpatented placer mining claims covering an area of approximately 3,000 acres within the Columbus Salt Marsh area of Esmeralda County, Nevada. The claims adjoin a portion of the Company's current property holdings at its Columbus Basin project, expanding the project area within the basin to approximately 14,200 acres. The Company has the right to conduct exploration activities on the claims during the one-year option period. Under the option agreement, the Company may acquire the mineral property claims on or before March 24, 2018 in exchange for 200,000 shares of its common stock and a 1% NSR Royalty on the claims. The Company paid \$75,000 for this option, which has been included as exploration expense for the Columbus Basin project.

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7. CONVERTIBLE LOAN

On November 13, 2013, the Company entered into a loan agreement (the “RCF Loan”) with Resource Capital Fund V L.P. (“RCF”), whereby RCF agreed, subject to the terms and conditions set forth in the RCF Loan, to provide a secured convertible loan facility of up to \$15.0 million to the Company, which was subsequently amended on April 29, 2014 to reduce the amount available thereunder from \$15.0 million to \$8.0 million. The Company exchanged \$2.5 million in principal for shares of its common stock in December 2016 and repaid the \$5.5 million outstanding balance under the RCF Loan on February 9, 2017. No further obligations remain under the RCF Loan following the repayment. In addition, on July 31, 2017, the Company and RCF terminated the Stockholders’ Agreement dated March 1, 2012, pursuant to which RCF had certain stock participation rights and Board rights.

As a result of the repayment, the Company recorded a loss of \$39,000 on the extinguishment of debt which represented the difference between the principal amount of \$5.5 million and the carrying value of the RCF Loan on the date of repayment.

8. ASSET RETIREMENT OBLIGATIONS

The following table summarizes the changes in the reserve for future restoration and reclamation costs on the balance sheet:

	September 30, 2017	December 31, 2016
<i>(thousands of dollars)</i>		
Balance, beginning of period	\$ 4,894	\$ 4,468
Liabilities settled	(37)	(54)
Liabilities disposed	(106)	
Accretion expense	395	480
Balance, end of period	5,146	4,894
Less: Current portion	(121)	(121)
Less: Liabilities held for sale	-	(105)
Non-current portion	<u>\$ 5,025</u>	<u>\$ 4,668</u>

The Company is currently performing surface reclamation activities at its Rosita project located in Duval County, Texas. The Company’s current liability of \$0.1 million consists of the estimated costs associated with current surface reclamation activities through September 2018 at the Company’s Rosita project.

9. COMMON STOCK

Common Stock Issued, Net of Issuance Costs

Confidentially Marketed Public Offering

On January 19, 2017, the Company completed a registered public offering for net proceeds of \$8.9 million. The Company sold 1,399,140 shares of common stock at a price of \$2.01 per share and 3,426,731 pre-funded warrants at a price of \$2.00 per warrant. The warrants have an exercise price of \$0.01. All of the pre-funded warrants have been exercised.

Registered Direct Offering

On February 16, 2017, the Company completed a registered direct offering for net proceeds of \$4.5 million with Aspire Capital whereby Aspire Capital purchased 2,100,000 shares of common stock at a price of \$1.58 and 748,101 pre-funded common stock purchase warrants at a price of \$1.57. The warrants have an exercise price of \$0.01 per share and a term of three years. All of the pre-funded warrants have been exercised.

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Controlled Equity Offering Sales Agreement

On April 14, 2017, the Company entered into the ATM Offering with Cantor acting as sales agent. Under the ATM Offering, the Company may from time to time sell shares of its common stock having an aggregate offering amount up to \$30.0 million in “at-the-market” offerings, which shares are registered under a registration statement on Form S-3, which was declared effective on March 9, 2017. The Company pays Cantor a commission equal to 2.5% of the gross proceeds from the sale of any shares pursuant to the ATM Offering. As of November 9, 2017, the Company had sold 673,853 shares of common stock for net proceeds of \$1.1 million under the ATM Offering. As a result, the Company had approximately \$28.9 million remaining available for future sales under the ATM Offering.

Common Stock Purchase Agreement with Aspire Capital

On September 25, 2017, the Company entered into the CSPA with Aspire Capital to place up to \$22.0 million in the aggregate of the Company’s common stock on an ongoing basis when required by the Company over a term of 30 months. The Company will control the timing and amount of sales to Aspire Capital, and at a price based on market prices at that time. As consideration for Aspire Capital entering into the purchase agreement, the Company issued 880,000 shares of its common stock to Aspire Capital. The shares of common stock subject to the CSPA were registered pursuant to the Company’s effective shelf registration statement on Form S-3.

On September 27, 2017, pursuant to the CSPA and after satisfaction of certain commencement conditions, Aspire Capital made an initial purchase of 1,428,571 shares of common stock for which the Company received proceeds of \$2.0 million. There were no other sales of common stock pursuant to the CSPA and as of November 9, 2017, \$20.0 million of the aggregate \$22.0 million remained available for future sales under the CSPA.

Common Stock Issued for Investor Relations Fees

On February 28, 2017, the Company issued 150,000 shares with a fair market value of \$0.3 million or \$2.00 per share as partial consideration for investor relations services that will be provided to the Company over the ensuing 12 months.

10. STOCK-BASED COMPENSATION

Stock-based compensation awards consist of stock options, restricted stock units (“RSUs”) and restricted stock awards (“RSAs”) issued under the Company’s equity incentive plans which include: the 2013 Omnibus Incentive Plan (the “2013 Plan”); the 2007 Restricted Stock Plan (the “2007 Plan”); the Amended and Restated 2004 Directors’ Stock Option and Restricted Stock Plan (the “2004 Directors’ Plan”); and the 2004 Stock Incentive Plan (the “2004 Plan”). Upon approval of the 2013 Plan by the Company’s stockholders on June 4, 2013, the Company’s authority to grant new awards under all plans other than the 2013 Plan was terminated. On July 18, 2017, the Company’s stockholders approved an amendment to the 2013 Plan to increase the authorized number of shares of common stock available and reserved for issuance under the 2013 Plan by 1.0 million shares and to re-approve the material terms of the performance goals under such plan. As of November 9, 2017, the Company had 561,232 shares available for future issuances under the 2013 Plan.

For the three months ending September 30, 2017 and 2016, the Company recorded stock-based compensation expense of \$24,279 and \$75,495, respectively. For the nine months ending September 30, 2017 and 2016, the Company recorded stock-based compensation expense of \$62,356 and \$545,166, respectively. Stock-based compensation expense has been included in general and administrative expense.

In addition to the plans above, upon closing of the Company’s acquisition of Anatolia Energy Limited in November 2015, the Company issued 374,749 replacement options and performance shares to the option holders and performance shareholders of Anatolia Energy Limited. The number of replacement options and performance shares was based upon the Black-Scholes value with the exercise prices of the replacement options and performance shares determined using the exchange rate of 0.00548. The options and performance shares were issued with the same terms and conditions as were applicable prior to the acquisition of Anatolia Energy Limited. As of September 30, 2017, 98,646 replacement options remain outstanding.

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Stock Options

The following table summarizes stock options outstanding and changes for the nine-month periods ending September 30, 2017 and 2016:

	Sep 30, 2017		Sep 30, 2016	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
Stock options outstanding at beginning of period	110,828	\$ 18.24	326,424	\$ 24.90
Granted	189,164	1.40	-	-
Expired	(6,001)	104.67	(215,346)	27.64
Stock options outstanding at end of period	293,991	\$ 5.64	111,078	\$ 19.60
Stock options exercisable at end of period	104,722	\$ 13.26	110,869	\$ 19.57

The following table summarizes stock options outstanding and exercisable by stock option plan at September 30, 2017:

	Outstanding Stock Options		Exercisable Stock Options	
Stock Option Plan	Number of Outstanding Stock Options	Weighted Average Exercise Price	Number of Exercisable Stock Options	Weighted Average Exercise Price
2004 Plan	4,792	\$ 35.14	4,792	\$ 35.14
2004 Directors' Plan	973	317.14	973	317.14
2013 Plan	189,581	1.48	312	35.88
Replacement Stock Options	98,645	9.13	98,645	9.13
	293,991	\$ 5.64	104,722	\$ 13.26

Restricted Stock Units

Time-based and performance-based RSUs are valued using the closing share price of the Company's common stock on the date of grant. The final number of shares issued under performance-based RSUs is generally based on the Company's prior year performance as determined by the Compensation Committee of the Board of Directors at each vesting date, and the valuation of such awards assumes full satisfaction of all performance criteria.

The following table summarizes RSU activity for the nine-month periods ended September 30, 2017 and 2016:

	Sep 30, 2017		Sep 30, 2016	
	Number of RSUs	Weighted- Average Grant Date Fair Value	Number of RSUs	Weighted- Average Grant Date Fair Value
Unvested RSUs at beginning of period	8,649	\$ 43.71	32,699	\$ 34.25
Granted	304,064	1.40	-	-
Forfeited	-	-	(3,334)	32.21
Vested	(39,340)	4.16	(7,698)	29.45
Unvested RSUs at end of period	273,373	\$ 1.95	21,667	\$ 36.27

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11. EARNINGS PER SHARE

Basic and diluted loss per share of common stock have been calculated based on the weighted-average shares outstanding during the period. Potentially dilutive shares of 750,698 were excluded from the calculation of earnings per share because the effect on the basic income per share would be anti-dilutive for the three and nine months ended September 30, 2017.

12. COMMITMENTS AND CONTINGENCIES

The Company's uranium recovery operations are subject to federal and state regulations for the protection of the environment, including water quality. Future closure and reclamation costs are provided for as each pound of uranium is produced on a unit-of-production basis. The Company reviews its uranium reclamation obligations each year and determines the appropriate unit charge. The Company also evaluates the status of current environmental laws and their potential impact on their accrual for costs. The Company believes its operations are materially compliant with current environmental regulations.

13. GEOGRAPHIC AND SEGMENT INFORMATION

The Company has one reportable operating segment, consisting of the exploration and development of lithium and uranium projects. These activities are focused principally in the United States and the Republic of Turkey. We reported no revenues during the three- and nine-month periods ended September 30, 2017 and 2016. Geographic location of property, plant and equipment, including mineral rights, and mineral property expenses, is provided in Notes 5 and 6, above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis of the consolidated financial results and condition of WWR for the three and nine months ended September 30, 2017 has been prepared based on information available to us as of November 9, 2017. This discussion should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and notes thereto included herewith and the audited Consolidated Financial Statements of WWR for the period ended December 31, 2016 and the related notes thereto filed with our Annual Report on Form 10-K, which have been prepared in accordance with U.S. GAAP. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those set forth elsewhere in this report. See "Cautionary Note Regarding Forward-Looking Statements."

Introduction

WWR is an energy metals exploration and development company. We are focused on expanding our energy metals strategy, which includes developing our lithium business while maintaining optionality on the future rising uranium price with our significant uranium property holdings in the Republic of Turkey, Texas and New Mexico. Incorporated in 1977, WWR also owns an extensive information database of historic drill-hole logs, assay certificates, maps and technical reports for uranium properties located in the western United States.

We established our lithium business in 2016 and currently control mineral rights encompassing approximately 36,730 acres across three prospective lithium brine basins in Nevada and Utah. We are conducting exploration and geological evaluation of these properties in 2017 and 2018 for potential development of any lithium resources that may be discovered there.

The focus of our uranium business continues to be on advancing the Temrezli in-situ recovery ("ISR") uranium project in central Turkey when uranium prices permit economic development of this project. We control extensive exploration properties in Turkey under eight exploration and operating licenses covering approximately 39,000 acres. In Texas, we have two licensed and currently idled uranium processing facilities and approximately 11,000 acres of prospective ISR uranium projects. In New Mexico, the Company controls mineral rights encompassing approximately 186,000 acres in the prolific Grants Mineral Belt, which is one of the largest concentrations of sandstone-hosted uranium deposits in the world.

Recent Developments

Change in Corporate Name

Effective August 21, 2017, the Company changed its name from "Uranium Resources, Inc." to "Westwater Resources, Inc." The name change was made pursuant to Section 242 of the Delaware General Corporation Law and did not affect the rights of the Company's security holders.

Lithium Business Expansion

On June 20, 2017, the Company acquired its third lithium exploration project, through the staking of 9,270 acres of federal placer mining claims within the Railroad Valley of central Nevada. The Railroad Valley project is located approximately 75 miles west of Ely, Nevada.

Columbus Basin Data Review and Exploration Drilling

On April 5, 2017, the Company announced that its independent geophysical consultant has completed the review, integration and reinterpretation of historical geophysical survey data acquired by the Company and covering its Columbus Basin lithium brine exploration project in Nevada. Among other things, the results of the work indicated that the depth of the Columbus Salt Marsh basin is greater than previously anticipated and identified certain targets for lithium brine exploration. In July 2017, the Company began a Phase-1 exploration drilling program at the Columbus Basin Project.

On October 31, 2017, The Company announced that it has completed the Phase 1 exploration project at this project and reported the following results:

- Three core holes were completed for a total of 3,870 ft. of drilling.
 - The maximum drilled depth was 1,680 ft.
 - Fluids with high total dissolved solids (TDS) were identified in all three holes.

- In-house laboratory work performed at its Kingsville, Texas facility returned lithium concentrations of up to 43 parts per million (ppm) and boron concentrations of up to 173 ppm.

Planning is underway for a Phase 2 exploration program at the Project. As part of the Phase 2 program, Westwater has filed a Notice of Intent to drill in the Nina claim block and is evaluating the Phase 1 results and the results of drilling by Caeneus Minerals Ltd.

Sal Rica Exploration Planning

A brine sampling program at the Sal Rica Project was designed and implemented to infill previous shallow aquifer sampling completed by Mesa Exploration Corp. in 2016. The resultant combination of the new Westwater data and the existing Mesa Exploration Corp. data now provide shallow aquifer lithium concentration data on variable 1 to 2 mile centers, depending on site accessibility, across the entirety of the 13,260 acre project area.

In addition to the recent groundwater sampling event, Westwater has also completed new geophysical interpretations of the Sal Rica Project area. This data is being integrated into a conceptual model of the exploration target, and will guide the ongoing planning of a drilling and hydrogeologic characterization program to further expand and define the shallow, lithium bearing, brine aquifer. So far this work has outlined a strong lithium brine anomaly that covers an area of over twenty (20) square miles, with lithium values up to 100 ppm, all at shallow depths.

Westwater has commenced the permitting process with the Bureau of Land Management (“BLM”), and the State of Utah, to field an exploration program that optimizes project access and limits environmental disturbance, minimizes cost, and maximizes overall data quality.

Option Agreement for Lithium Brine Claims

On March 24, 2017, the Company’s wholly owned subsidiary Lithium Holdings Nevada LLC entered into an option agreement to purchase a block of unpatented placer mining claims covering an area of approximately 3,000 acres within the Columbus Salt Marsh area of Esmeralda County, Nevada. The claims adjoin a portion of the Company’s current property holdings at its Columbus Basin Project, expanding the project area within the basin to approximately 14,200 acres. The Company has the right to conduct exploration activities on the claims during the one-year option period. Under the option agreement, the Company may acquire the mineral property claims on or before March 24, 2018 in exchange for 200,000 shares of WWR common stock and a 1% net smelter return royalty on the claims.

Retirement of the RCF Loan

On February 9, 2017, the Company paid \$5.5 million in cash, plus accrued and unpaid interest, to RCF to retire all of the obligations remaining under the RCF Loan, and thereafter, the loan agreement itself terminated pursuant to its terms. In addition, on July 31, 2017, the Company and RCF terminated the Stockholders’ Agreement dated March 1, 2012, pursuant to which RCF had certain stock participation rights and Board rights.

Common Stock Purchase Agreement with Aspire Capital

On September 25, 2017, the Company entered into the CSPA with Aspire Capital to place up to \$22.0 million in the aggregate of the Company’s common stock on an ongoing basis when required by the Company over a term of 30 months. The Company will control the timing and amount of sales to Aspire Capital, and at a price based on market prices at that time. As consideration for Aspire Capital entering into the purchase agreement, the Company issued 880,000 shares of its common stock to Aspire Capital. The shares of common stock subject to the CSPA were registered pursuant to the Company’s effective shelf registration statement on Form S-3.

On September 27, 2017, as a provision of the CSPA and after satisfaction of certain commencement conditions, Aspire Capital made an initial purchase of 1,428,571 shares of common stock for which the Company received proceeds of \$2.0 million. There were no other sales of common stock pursuant to the CSPA and as of November 9, 2017, \$20.0 million of the aggregate \$22.0 million remained available for future sales under the CSPA.

Controlled Equity Offering Sales Agreement

On April 14, 2017, the Company entered into the ATM Offering with Cantor acting as sales agent. Under the ATM Offering, the Company may from time to time sell shares of its common stock having an aggregate offering amount up to \$30.0 million in “at-the-market” offerings, which shares are registered under a registration statement on Form S-3, which was declared effective on March 9, 2017. The Company pays Cantor a commission equal to 2.5% of the gross proceeds from the sale of any shares pursuant to the ATM Offering. As of November 9, 2017, the Company had sold 673,853 shares of common stock for net proceeds of \$1.1 million under the ATM Offering. As a result, the Company had approximately \$28.9 million remaining available for future sales under the ATM Offering.

Other Offerings

On January 19, 2017, the Company raised \$8.9 million in net proceeds through the registered sale of approximately 1.4 million shares of common stock and pre-funded warrants to purchase approximately 3.4 million shares of common stock at \$0.01 per share. Also, on February 16, 2017, the Company raised approximately \$4.5 million in additional net proceeds through the registered sale of 2.1 million shares of common stock and pre-funded warrants to purchase approximately 0.7 million shares of common stock at \$0.01 per share. All of the pre-funded warrants were subsequently exercised.

Closing of Sale of HRI

On January 5, 2017, the Company completed the sale of its wholly owned subsidiary HRI, which held the Company’s Crownpoint and Churchrock properties, to Laramide for \$2.5 million in cash, common stock and warrants from Laramide valued at \$0.5 million, and a three-year installment promissory note in the amount of \$5.0 million. The Company also retained a 4% NSR Royalty on the Churchrock project, which Laramide may purchase for \$4.95 million during the first year following the closing of the transaction. In addition, the Company has an option to purchase Laramide’s La Sal project for \$3.0 million and an option to purchase Laramide’s La Jara Mesa project in Cibola County, New Mexico for \$5.0 million, both of which options expire in January 2018.

Results of Operations

Summary

Our consolidated net loss for the three months ended September 30, 2017 was \$3.0 million, or \$0.12 per share, as compared with \$3.7 million, or \$0.38 per share for the same period in 2016. For the three months ended September 30, 2017, the decrease in our consolidated net loss of \$0.7 million from the respective prior period was mostly the result of a decrease in interest expense of \$0.7 million.

Our consolidated net loss for the nine months ended September 30, 2017 was \$3.8 million, or \$0.16 per share, as compared with \$12.6 million, or \$1.81 per share for the same period in 2016. For the nine months ended September 30, 2017, the decrease in our consolidated net loss of \$8.8 million from the respective prior period was the result of a gain on the disposal of our Churchrock and Crownpoint projects of \$4.9 million, a decrease in interest expense of \$2.2 million, a decrease in the impairment of uranium properties of \$0.5 million, a decrease general administrative expenses of \$1.1 million, a decrease in commitment fees of \$0.3 million and a decrease of \$0.1 million due to a loss on the sale of marketable securities in 2016. Offsetting these amounts was an increase in mineral property expenses of \$0.7 million.

Mineral Property Expenses

The following table details our mineral property expenses for the three and nine months ended September 30, 2017 and 2016:

	For the Three Months Ended Sep 30,		For the Nine Months Ended Sep 30,	
	2017	2016	2017	2016
	<i>(thousands of dollars)</i>			
Restoration/Recovery expenses				
Rosita Project	\$ 71	\$ 18	\$ 160	\$ 6
Total restoration/recovery expenses	71	18	160	6
Standby care and maintenance expenses				
Kingsville Dome Project	153	166	477	467

Rosita Project	74	73	258	233
Vasquez Project	117	105	308	275
Temrezli Project	41	31	164	453
Total standby care and maintenance expenses	385	375	1,207	1,428
Exploration and evaluation costs	423	86	609	92
Land maintenance and holding costs	437	560	1,661	1,382
Total mineral property expenses	<u>\$ 1,316</u>	<u>\$ 1,039</u>	<u>\$ 3,637</u>	<u>\$ 2,908</u>

For the three and nine months ended September 30, 2017, mineral property expenses increased by \$0.3 million and \$0.7 million, respectively, from the corresponding periods during 2016. For the three month period, exploration costs increased by \$0.3 million, which was partially offset by a decrease in land and maintenance costs of \$0.1 million. For the nine month period, exploration costs increased by \$0.5 million, Rosita restoration costs increased by \$0.2 million and land and maintenance costs increased by \$0.3 million, and Temrezli standby costs decreased by \$0.3 million.

General and Administrative Expenses

Significant expenditures for general and administrative expenses for the three and nine months ended September 30, 2017 and 2016 were:

	For the Three Months Ended Sep 30,		For the Nine Months Ended Sep 30,	
	2017	2016	2017	2016
	<i>(thousands of dollars)</i>			
Stock compensation expense	\$ 24	\$ 75	\$ 62	\$ 545
Salaries and payroll burden	614	846	1,796	2,144
Legal, accounting, public company expenses	718	648	2,251	2,266
Insurance and bank fees	149	127	370	405
Consulting and professional services	21	28	44	190
Office expenses	148	126	364	392
Other expenses	26	33	89	93
Total	<u>\$ 1,700</u>	<u>\$ 1,883</u>	<u>\$ 4,976</u>	<u>\$ 6,035</u>

For the three months ended September 30, 2017, general and administrative charges decreased by \$0.2 million as compared with the corresponding period in 2016. This decrease was primarily due to decreases in salaries expense and stock compensation expense of \$0.3 million, which was partially offset by an increase in legal, accounting and public company expenses of \$0.1 million.

For the nine months ended September 30, 2017, general and administrative charges decreased by \$1.1 million as compared with the corresponding period in 2016. This decrease was primarily due to decreases in stock compensation expense and salaries and payroll burden of \$0.8 million and consulting and professional services of \$0.1 million.

Other Income and Expenses

Loss on Sale of Marketable Securities

On February 22, 2016, we received proceeds of \$0.2 million from the sale of our 76,455 shares of Energy Fuels Inc. common stock that we received as partial consideration for the sale of our Roca Honda assets during 2015. We recorded a loss of \$0.1 million as the difference between the fair value on the date we received the shares of \$0.3 million and the proceeds received of \$0.2 million.

Gain on Disposal of Uranium Properties

On January 5, 2017, we completed the sale of our wholly-owned subsidiary HRI, which holds the Churchrock and Crownpoint projects, to Laramide pursuant to the Laramide SPA. Under the terms of the Laramide SPA, executed on April 7, 2016 and amended on December 5, 2016, we received the following consideration:

- \$2.5 million in cash, of which \$0.25 million was paid on October 21, 2016;

- 2,218,333 shares of Laramide common stock and 2,218,333 Laramide common stock purchase warrants. Each common stock purchase warrant entitles the Company to purchase one share of common stock of Laramide at a price of CDN\$0.45 for a period of 60 months from the date of closing;
- a \$5.0 million promissory note, secured by a mortgage over the projects. The note has a three-year term and carries an initial interest rate of 5% which then increases to 10% upon Laramide's decision regarding commercial production at the Churchrock project. Principal payments of \$1.5 million are due and payable on January 5 in each of 2018 and 2019, with the balance of \$2.0 million due and payable on January 5, 2020. Interest is payable on a quarterly basis, provided however that no interest will be payable until March 31, 2018. Laramide will have the right to satisfy up to half of each of these payments by delivering shares of its common stock to the Company, which shares will be valued by reference to the VWAP for Laramide's common stock for the 20 trading days before the respective anniversary of January 5, on which each payment is due;
- a retained 4.0% NSR Royalty on the Churchrock project, which royalty may be repurchased by Laramide by January 5, 2018 for \$4.95 million; and
- an option to purchase Laramide's La Sal project for \$3.0 million and an option to purchase its La Jara Mesa project for \$5.0 million, both of which expire on January 5, 2018. Any such exercise by the Company will first result in a reduction of the principal amount due under the promissory note with any remaining portions of the purchase to be paid in cash by the Company.

The divestiture of HRI was accounted for as an asset disposal and the non-cash consideration received from Laramide was recorded at fair value. The fair value of the shares of Laramide common stock received was determined using the closing share price of Laramide's stock on January 5, 2017. The fair value of the common stock purchase warrants was determined using the Black-Scholes method on April 27, 2017, which was the date that Laramide's stockholders approved the issuance of the warrants. The fair value of the notes receivable was determined using the present value of the future cash receipts discounted at a market rate of 9.5%. We did not record a separate fair value for the options as the exercise of the options would reduce the amount outstanding under the notes receivable. Due to the high degree of uncertainties surrounding future mine development and minerals prices, as well as limited marketability, the Company determined the fair value of the NSR Royalty to be nil. We recorded the following gain on disposal of uranium properties within our Condensed Consolidated Statement of Operations:

<i>(thousands of dollars)</i>	
Total consideration received	\$ 6,525
Carrying value of Churchrock project	(2,123)
Carrying value of other plant and equipment	(31)
Accounts payable	1
Asset retirement obligation	105
Royalty payable on Churchrock project	450
Gain on disposal of HRI	<u>\$ 4,927</u>

Loss on Extinguishment of Convertible Debt

On February 9, 2017, we repaid \$5.5 million outstanding under the RCF Loan. Upon repayment, we recognized a loss of \$39,000, which represented the difference between the \$5.5 million principal amount and the carrying value of the RCF Loan on the date of repayment.

Interest Income/(Expense)

Interest income of \$0.2 million for the three months ended September 30, 2017 consisted of accrued interest receivable of \$0.1 million on the Laramide Notes and amortization of \$0.1 million on the discount on the Laramide Notes.

Interest income of \$0.4 million for the nine months ended September 30, 2017 consisted of accrued interest receivable of \$0.2 million on the Laramide Notes and amortization of \$0.4 million on the discount on the Laramide Notes. These amounts were partially offset by interest expense of \$0.2 million associated with the RCF Loan prior to repayment.

Interest expense of \$0.7 million for the three months ended September 30, 2016 consisted of interest of \$0.2 million payable to RCF, and amortization of the debt discount of \$0.5 million.

Interest expense of \$2.2 million for the nine months ended September 30, 2016 consisted of interest of \$0.7 million payable to RCF, amortization of the debt discount of \$1.4 million and amortization of the establishment fee of \$0.1 million.

Commitment Fees

Commitment fees expense of \$0.3 million for the nine-months ended September 30, 2016 was the result of the issuance of 75,000 shares of our common stock to Aspire Capital on February 4, 2016 as consideration for Aspire Capital entering into an option agreement with us. The shares had a fair value of \$4.44 per share.

Financial Position

Operating Activities

Net cash used in operating activities was \$8.9 million for the nine months ended September 30, 2017, as compared with \$9.8 million for the same period in 2016. The decrease of \$0.9 million in cash used is mostly due to a decrease in interest expense of \$0.3 million, an increase in interest income of \$0.4 million and an aggregated decrease in operating expenses of \$0.3 million.

Investing Activities

Net cash provided by investing activities was \$1.9 million for the nine months ended September 30, 2017, as compared with \$0.3 million for the same period in 2016. For the 2017 period, we received \$2.0 million, net of expenses, from the sale of our wholly-owned subsidiary, HRI to Laramide which closed on January 5, 2017. For the 2016 period, we received \$0.2 million from the sale of short-term investments.

Financing Activities

Net cash provided by financing activities was \$10.9 million for the nine months ended September 30, 2017. For the nine months ended September 30, 2017, net cash proceeds of \$15.4 million were received upon equity financings completed in January, February and September 2017, respectively. Additionally, \$1.0 million was received from the sale of common stock sold through the Company's ATM Offering. This increase was offset by the repayment of \$5.5 million outstanding under the RCF Loan.

Net cash provided by financing activities was \$12.5 million for the nine months ended September 30, 2016. For the nine months ended September 30, 2016, net cash proceeds of \$0.8 million and \$1.2 million were received upon equity financings completed on February 4, 2016 and April 4, 2016, respectively. \$4.7 million in net proceeds were received from the sale of common stock to Aspire Capital under the terms of the 2016 Common Stock Purchase Agreement and \$5.8 million in net proceeds were received from the sale of common stock sold through the Company's prior ATM program with BTIG.

Liquidity and Capital Resources

At September 30, 2017, the Company had working capital of \$8.2 million, which along with the anticipated funding from the financing agreements described below, is expected to provide it with the necessary liquidity through September 30, 2018. At December 31, 2016, the Company had a working capital deficit of \$4.2 million. The increase in working capital of \$12.4 million for the nine months ended September 30, 2017 was primarily due to the following:

- the completion of three equity offerings in January 2017, February 2017 and September 2017 for net proceeds of \$8.9 million, \$4.5 million and \$2.0 million respectively, as further described under "Recent Developments";
- the completion of the sale of the Company's wholly-owned subsidiary HRI to Laramide on January 5, 2017. Upon completion, the Company received \$2.2 million in cash, a \$5.0 million promissory note, of which \$1.5 million is due in January 2018, 2,218,333 shares of Laramide's common stock which had a fair value of \$0.5 million at September 30, 2017 and 2,218,333 common stock purchase warrants which had a fair value of \$0.3 million at September 30, 2017. Details regarding this transaction are discussed in Note 3 to the accompanying condensed consolidated financial statements; and
- the repayment of the \$5.5 million outstanding balance under the RCF Loan (defined in Note 7 to the accompanying condensed consolidated financial statements.)

Also during the nine months ending September 30, 2017, the Company entered into the following financing agreements and anticipates funding from these sources to sustain operations through 2018:

- *Controlled Equity Offering Sales Agreement*

On April 14, 2017, the Company entered into the ATM Offering with Cantor acting as sales agent, pursuant to which the Company has registered the offer and sale from time to time of shares of its common stock having an aggregate offering price of up to \$30.0 million of which approximately \$28.9 million is available for future sales as of November 9, 2017. The Company is unable to sell shares of its common stock through the ATM Offering on dates that it places shares with Aspire Capital through its CSPA, as discussed below.

- *Common Stock Purchase Agreement*

On September 25, 2017, the Company entered into a CSPA with Aspire Capital to place up to \$22.0 million in the aggregate of its common stock over a term of 30 months. Upon execution of the CSPA, the Company issued 880,000 shares of common stock to Aspire Capital as a commitment fee. The Company cannot sell in excess of 5,033,677 shares of common stock, the Exchange Cap, including the 880,000 commitment shares, unless (i) stockholder approval is obtained, or (ii) the average price paid for all shares issued under the CSPA (including the 880,000 commitment shares) is equal to or greater than \$1.38. As of November 9, 2017, the Company has dollar capacity of \$20.0 million of common stock available for future sales, limited to the current Exchange Cap of 2.7 million shares of common stock unless conditions (i) or (ii) above are met. See Note 9 to the accompanying condensed consolidated financial statements for further details.

The Company believes that the ATM Offering and the CSPA, along with its existing working capital balance, will provide it with the necessary liquidity to fund operations through 2018. The Company will also continue to explore additional opportunities to raise capital, further monetize its non-core assets and identify ways to reduce its cash expenditures.

While the Company has been successful in the past raising funds through equity and debt financings as well as through the sale of non-core assets, no assurance can be given that additional financing will be available to it in amounts sufficient to meet the Company's needs or on terms acceptable to the Company. In the event that funds are not available, the Company may be required to materially change its business plans.

Off- Balance Sheet Arrangements

We have no off-balance sheet arrangements.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

With the exception of historical matters, the matters discussed in this report are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from projections or estimates contained herein. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, statements regarding the adequacy of funding, liquidity, the timing or occurrence of any future drilling or production from the Company's properties, the timing or establishment of lithium resources, the ability of the Company to acquire additional properties or partner with other companies and the Company's anticipated cash burn rate and capital requirements. Words such as "may," "could," "should," "would," "believe," "estimate," "expect," "anticipate," "plan," "forecast," "potential," "intend," "continue," "project" and variations of these words, comparable words and similar expressions generally indicate forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements. Actual results may differ materially from those expressed or implied by these forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include, among others:

- the availability of capital to WWR;
- the spot price and long-term contract price of uranium and lithium;
- risks associated with our foreign operations;
- the ability of WWR to enter into and successfully close acquisitions, dispositions or other material transactions;
- government regulation of the mining industry and the nuclear power industry in the United States and the Republic of Turkey;
- operating conditions at our mining projects;
- the world-wide supply and demand of uranium and lithium;
- weather conditions;

- unanticipated geological, processing, regulatory and legal or other problems we may encounter;
- currently pending or new litigation; and
- our ability to maintain and timely receive mining and other permits from regulatory agencies.

as well as other factors described elsewhere in this Quarterly Report on Form 10-Q, our 2016 Annual Report on Form 10-K and the other reports we file with the SEC. Most of these factors are beyond our ability to predict or control. Future events and actual results could differ materially from those set forth herein, contemplated by or underlying the forward-looking statements. Forward-looking statements speak only as of the date on which they are made. We disclaim any obligation to update any forward-looking statements made herein, except as required by law.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide this information in our Quarterly Reports.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings with the Securities and Exchange Commission (“SEC”) is recorded, processed, summarized and reported within the time period specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management has recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply judgment in evaluating the Company’s controls and procedures.

During the fiscal period covered by this report, the Company’s management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2017.

Changes in Internal Controls

During the three months ended September 30, 2017, no changes have been made in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information regarding reportable legal proceedings is contained in Part I, Item 3, “Legal Proceedings,” in our Annual Report on Form 10-K for the year ended December 31, 2016. The following disclosure updates the legal proceeding set forth under the headings “Dispute Over Kleberg Settlement Agreement” and “TCEQ Adjudicatory Proceeding for the Kingsville Facility” in the 2016 Form 10-K to reflect developments during the nine months ended September 30, 2017 and should be read together with the corresponding disclosure in the 2016 Form 10-K.

Dispute Over Kleberg Settlement Agreement

Following the submittal of all the briefs by both parties, on June 23, 2017, the Texas Supreme Court granted the Petition for Review. On October 12, 2017 the Texas Supreme Court held an oral argument. The Company has no indication as to when or how the Texas Supreme Court will rule on the matter.

TCEQ Adjudicatory Proceeding for the Kingsville Facility

On April 12, 2017, the TCEQ held a hearing and granted the request of URI, Inc., a wholly-owned subsidiary of the Company, to withdraw the permit application without prejudice, and ordered URI, Inc. to pay Kleberg County \$15,716 and to pay another named individual \$967. URI, Inc. has made those payments and the matter is fully resolved.

ITEM 1A. RISK FACTORS.

Other than as set forth below, there have been no material changes from those risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2016.

Our foreign operations subject us to a number of significant regulatory, legal and political risks that may have a material adverse impact on our prospects, projects, financial condition and results of operations.

Our acquisition of Anatolia Energy significantly increased the importance of foreign operations to our future prospects and growth, and our foreign operations expose us to a number of risks. These risks include such things as:

- enforcement of unfamiliar or uncertain foreign real estate, mineral tenure, contract, water use, mine safety and environmental laws and policies;
- challenges to mining, processing and related permits and licenses, or to applications for permits and licenses, by or on behalf of regulatory authorities, indigenous populations, non-governmental organizations or other third parties;
- war, crime, terrorism, sabotage, civil unrest and uncertain political and economic environments;
- deterioration in relations between the United States and the foreign jurisdictions in which we operate;
- renegotiation, nullification or forced modification of existing contracts, licenses, permits, approvals, concessions or the like;
- corruption;
- challenges in overseeing employees and contractors, including the risk that our employees and independent contractors may engage in unauthorized or illegal activity;
- exchange and currency controls and fluctuations;
- limitations on foreign exchange and repatriation of earnings;
- restrictions on mineral production and price controls;
- seizure of mineral production and expropriation or nationalization of property;

- changes in legislation, including changes related to taxation, new or increased mining royalty interests, import and export regulations, foreign ownership, foreign trade and foreign investment;
- high rates of inflation; and
- labor practices and disputes.

For example, during October 2017, the United States and the Republic of Turkey each suspended all non-immigrant visa services for travel between the two countries following the arrest of U.S. consular staff in Turkey. The uncertainty surrounding the political and economic relationship between the United States and Turkey and the suspension of non-immigrant visas between the two countries could adversely affect our ability to operate in Turkey.

In addition, we face the numerous risks as a new acquirer that our expectations may not be realized and that we may encounter unexpected problems. We continue to review Anatolia Energy's operations in Turkey, including compliance with local laws and applicable permitting requirements. In the event we determine material noncompliance, we could face fines or restrictions on our ability to develop our projects in Turkey, which could have a material adverse effect on our prospects, projects, financial condition and results of operations.

Further, regulatory, permitting and business arrangements in foreign jurisdictions are subject to extensive laws and regulations intended to prevent improper payments, fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of business arrangements that are commonplace in such foreign jurisdictions, and violations of such laws and regulations could result in regulatory sanctions and serious harm to our reputation. We have adopted a code of business conduct and ethics, but it is not always possible to identify and deter misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves, those actions could have a significant impact on our business, including the imposition of significant civil, criminal and administrative penalties.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit Index

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Westwater Resources, Inc., as amended through August 21, 2017.
3.2	Amended and Restated Bylaws of Westwater Resources, Inc., effective August 21, 2017.
4.1	Registration Rights Agreement dated September 25, 2017 between Westwater Resources, Inc. and Aspire Capital Fund, LLC (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 27, 2017.
10.1	Common Stock Purchase Agreement dated September 25, 2017 between Westwater Resources, Inc. and Aspire Capital Fund, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 27, 2017.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS:	XBRL Instance Document
101.SCH:	XBRL Taxonomy Extension Schema Document
101.CAL:	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF:	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB:	XBRL Taxonomy Extension Label Linkbase Document
101.PRE:	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WESTWATER RESOURCES, INC.

Dated: November 9, 2017

By: /s/ Christopher M. Jones
Christopher M. Jones
President and Chief Executive Officer
(Principal Executive Officer)

Dated: November 9, 2017

By: /s/ Jeffrey L. Vigil
Jeffrey L. Vigil
Vice President - Finance and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

RESTATED
CERTIFICATE OF INCORPORATION
OF
WESTWATER RESOURCES, INC.

(As amended through August 21, 2017)

ARTICLE 1

The name of the corporation is Westwater Resources, Inc.

ARTICLE 2

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4

The total number of shares of all classes of stock which the Corporation has authority to issue is 100,000,000 shares with a par value of \$0.001 per share. The shares are designated as Common Stock, have one vote per share and have identical rights and privileges in every respect. The holders of the stock of the Corporation shall have no preemptive rights to subscribe for any securities of the Corporation.

Effective as of March 8, 2016, at 12:01 a.m. Eastern Standard Time (the “Effective Time”), each twelve (12) shares of Common Stock issued and outstanding or held in the treasury (if any) immediately prior to the Effective Time shall be automatically reclassified and combined, without further action, into one (1) validly issued, fully paid and non-assessable share of Common Stock with a par value of \$0.001 per share, subject to the treatment of fractional share interests as described below. There shall be no fractional shares issued. A holder of record of Common Stock immediately prior to the Effective Time who would otherwise be entitled to a fraction of a share shall, in lieu thereof, be entitled to receive a cash payment (without interest) in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Common Stock, as reported on The Nasdaq Capital Market, on the last trading day prior to the Effective Time. Each certificate that immediately prior to the

Effective Time represented shares of Common Stock (“Old Certificates”), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above.

ARTICLE 5

The Board of Directors is authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE 6

No contract or transaction between the corporation and one or more of its directors, officers or stockholders, or between the corporation and any other corporation or firm in which one or more of them is directly or indirectly interested, shall be void or voidable solely for this reason, or solely because any such director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) the material facts as to such director’s, officer’s or stockholder’s relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors be less than a quorum; or
- (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
- (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction. This provision shall not be construed to invalidate any contract or transaction which would be valid in the absence of this provision.

ARTICLE 7

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer or employee of the

corporation, or is or was serving at the request of the corporation as a director or officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except as otherwise limited by applicable law.

Section 3. To the extent that a director, officer or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article 7, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article 7 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article 7. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

Section 5. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article 7. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

Section 6. The indemnification and advancement of expenses provided by or granted pursuant to the other sections of this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article 7.

Section 8. For purposes of this Article 7, references to “the corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees, so that any person who is or was a director, officer or employee of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article 7 with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 9. For purposes of this Article 7, reference to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer or employee of the corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article 7.

Section 10. The indemnification and advancement of expenses provided by or granted pursuant to this Article 7 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 8

No director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, this provision shall not eliminate or limit the liability of a director (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in

good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

**AMENDED AND RESTATED BYLAWS
OF
WESTWATER RESOURCES, INC.**
(hereinafter called the “*Corporation*”)

As amended and restated August 21, 2017

**ARTICLE I
MEETINGS OF STOCKHOLDERS**

Section 1.1 Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as properly may come before such meeting shall be held on such date and at such time and place, within or without the State of Delaware, as may be designated by the Board of Directors.

Section 1.2 Stockholder Business and Nominations for Annual Meetings.

(a) The proposal of business to be considered by stockholders, including nominations of candidates to stand for election as directors, may be made at an annual meeting of stockholders only (i) pursuant to the Corporation’s notice of meeting (or any supplement thereto), (ii) by or at the direction of the Board of Directors, or (iii) by any stockholder of the Corporation who was a stockholder of record of the Corporation (and, with respect to any beneficial owner, if different, on whose behalf such business is proposed or such nomination or nominations are made, only if such beneficial owner was the beneficial owner of shares of the Corporation) both at the time the notice provided for in this Section 1.2 is delivered to the Secretary of the Corporation and on the record date for the determination of stockholders entitled to vote at the meeting, who is entitled to vote at the meeting upon such business, and who complies with the notice procedures set forth in this Section 1.2.

(b) For business, including nominations of candidates to stand for election as directors, to be properly brought before an annual meeting of stockholders by a stockholder pursuant to this Section 1.2, the stockholder (i) must have given timely notice thereof in writing and in proper form to the Secretary at the principal executive offices of the Corporation and (ii) must provide any updates or supplements to such notice at such times and in the forms required by this Section 1.2. In addition, any proposed business must constitute a proper matter for stockholder action. To be timely, the stockholder’s notice must be delivered to, or mailed to and received by, the Secretary at the principal executive offices of the Corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the first anniversary of the preceding year’s annual meeting, except that if the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary, the Secretary of the Corporation must receive the notice not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement (as defined below) of the date of such meeting is first made by the Corporation.

(c) Notwithstanding anything in Section 1.2(b) to the contrary, if the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting is increased and there is no public announcement by the Corporation naming all of the Board of Directors’ nominees for director or specifying the size of the increased Board of Directors at least one hundred (100) days before the first anniversary of the preceding year’s annual meeting, a stockholder’s notice required by this Section 1.2 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to, or mailed to and received by, the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement (as defined below) is first made by the Corporation.

(d) For a notice to be in proper form for purposes of this Section 1.2, the notice must include the following information: (i) the name and address of the stockholder who is making a proposal, as they

appear on the Corporation's books, and of the beneficial owner, if any, on whose behalf the proposal is made; (ii) the nature of the business being proposed and the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner; (iv) a description of any agreement, arrangement or understanding with respect to the proposal between or among such stockholder and such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing; (v) as to the stockholder giving the notice and any such beneficial owner, whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short positions or any borrowing or lending of shares of stock) has been made, the effect or intent of which is to mitigate loss to or manage risk of stock price changes for, or to increase the voting power of, such stockholder or any such beneficial owner with respect to any share of stock of the Corporation; (vi) a representation that the stockholder is a holder of record of Corporation capital stock entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to introduce the business specified in the notice; (vii) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (A) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal and/or (B) otherwise to solicit proxies from stockholders in support of such proposal; and (viii) any other information relating to the stockholder making the proposal that would be required to be disclosed in a proxy statement or other filing required to be made in connection with solicitations of proxies or consents by such stockholder in support of the business to be brought before the meeting pursuant to Section 14A under the Exchange Act of 1934, as amended (the "*Exchange Act*"). Only such business shall be conducted at an annual meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.2. If the Chairman of the Board or other presiding officer at the annual meeting determines that business was not properly brought before the meeting, the business proposed by the notifying stockholder will not be conducted at the meeting.

(e) In addition, in the case of nominations of persons for election to the Board of Directors, for a notice to be in proper form for purposes of this Section 1.2, the notice must include the following additional information as to each proposed nominee who is not an incumbent director: (i) the name, age, business address and, if known, residence address of such nominee, (ii) the principal occupation or employment of such nominee during the preceding five years, (iii) the number of shares of stock of the Corporation which are beneficially owned by such nominee, (iv) any other information relating to such nominee that would be required to be set forth in a definitive proxy statement filed in connection with a proxy solicitation pursuant to Section 14 of the Exchange Act, (v) the written consent of such nominee to being named in the Corporation's proxy statement as a nominee and to serving as a director of the Corporation, if elected, (vi) all information with respect to such nominee that would be required to be set forth in a stockholder's notice pursuant to this Section 1.2 if such nominee were a proposing stockholder, and (vii) such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation. A nomination made otherwise than as provided in this Section 1.2 shall be null and void and shall not be submitted to a vote of stockholders.

(f) A stockholder providing notice of business, including nominations of candidates to stand for election as directors, to be brought before an annual meeting of stockholders shall further update and supplement such notice so that the information provided or required to be provided in such notice pursuant to this Section 1.2 shall be true and correct both as of the record date for the determination of stockholders entitled to notice of the meeting and as of the date that is ten (10) business days before the meeting or any adjournment or postponement thereof, and such updated and supplemental information shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation (a) in the case of information that is required to be updated and supplemented to be true and correct as of the record date for the determination of stockholders entitled to notice of the meeting, not later than the later of five (5) business days after such record date or five (5) business days after the public announcement of such record date, and (b) in the case of information that is required to be updated and supplemented to be true

and correct as of ten (10) business days before the meeting or any adjournment or postponement thereof, not later than eight (8) business days before the meeting or any adjournment or postponement thereof (or if not practicable to provide such updated and supplemental information not later than eight (8) business days before any adjournment or postponement, on the first practicable date before any such adjournment or postponement).

(g) The foregoing notice requirements of this Section 1.2 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting.

(h) Notwithstanding the foregoing provisions of this Section 1.2, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of stockholders of the Corporation to present proposed business, including a nomination of persons for election to the Board of Directors, such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.2, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(i) Notwithstanding the foregoing provisions of this Section 1.2, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.2; provided however, that any references in these Bylaws to the Exchange Act or the rules promulgated thereunder are not intended to and shall not limit any requirements applicable to proposals as to any other business to be considered pursuant to this Section 1.2, and compliance with this Section 1.2 shall be the exclusive means for a stockholder to submit other business (other than, as provided in Section 1.2(g), matters brought properly under and in compliance with the Exchange Act). Nothing in this Section 1.2 shall be deemed to (i) affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act, or (ii) confer upon any stockholder a right to have any proposed business, including a nomination of persons for election to the Board of Directors, included in the Corporation's proxy statement.

(j) For purposes of this Section 1.2, "*public announcement*" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

Section 1.3 Special Meetings. Special meetings of the stockholders for any proper purpose or purposes may be called at any time by the Chairman of the Board, the President, or at the direction of the Board of Directors, pursuant to a resolution adopted by a majority of the whole Board of Directors, to be held on such date, and at such time and place within or without the State of Delaware, as the caller shall direct. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting pursuant to Section 1.4 of these Bylaws. Stockholders shall not be permitted to propose business to be brought before a special meeting of the stockholders.

Section 1.4 Notice of Meeting. The Corporation shall give written notice of any annual or special meeting of stockholders. Notices of meetings of stockholders shall state the place (if any), date, and time of the meeting, the record date for determining stockholders entitled to vote at such meetings (if such record date is different from the record date for determining stockholders entitled to receive notice of such meetings), and the means of remote communication (if any) by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting. Notices of meetings of stockholders shall be given, not less than ten (10) nor more

than sixty (60) days before the date on which the meeting is to be held, to each stockholder entitled to notice of and to vote at such meeting, except as otherwise required by applicable law, the Certificate of Incorporation of the Corporation (the "*Certificate of Incorporation*") or these Bylaws. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called. No business other than that specified in the notice or otherwise submitted by the Board of Directors thereof shall be transacted at any special meeting.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if, after an adjournment, a new record date is fixed for determining the stockholders entitled to vote at the adjourned meeting, written notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 1.5 Quorum. The presence at any meeting, in person or by proxy, of the holders of record of one-third of the shares then issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws.

Section 1.6 Adjournments. If a quorum shall fail to attend any meeting, the chairman of the meeting or the holders of a majority of the aggregate voting power of the shares of stock entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date or time.

Section 1.7 Voting. At each meeting of stockholders, except as otherwise provided by law or the Certificate of Incorporation, every holder of record of stock entitled to vote shall be entitled to one vote in person or by proxy for each share of such stock standing in his or her name on the records of the Corporation.

Directors shall be chosen by a plurality of the votes cast at the election by the holders of the class of stock entitled to vote for the election of directors, and, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all other questions shall be determined by a majority of the votes cast on such question.

Section 1.8 Proxies. Any stockholder entitled to vote at a meeting may authorize another person or persons to act for such stockholder by proxy authorized by an instrument in writing or by a transmission permitted by law and filed with the secretary of the Corporation.

Section 1.9 Administration of the Meeting. Meetings of stockholders shall be presided over by the Chairman of the Board or, in the absence thereof, by such person as the Chairman of the Board shall appoint, or, in the absence thereof or in the event that the Chairman shall fail to make such appointment, any officer of the Corporation elected by the Board. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

The Board shall, in advance of any meeting of stockholders, appoint one or more inspector(s), who may include individual(s) who serve the Corporation in other capacities, including without limitation as officers, employees or agents, to act at the meeting of stockholders and make a written report thereof. The Board may designate one or more persons as alternate inspector(s) to replace any inspector who fails to act. If no inspector or alternate has been appointed or is able to act at a meeting of stockholders, the chairman of the meeting shall appoint one or more inspector(s) to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath to faithfully execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector(s) or alternate(s) shall have the duties prescribed pursuant to Section 231 of the General Corporation Law of the State of Delaware or other applicable law.

The Board shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations, if any, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting,

including without limitation establishing an agenda of business of the meeting, rules or regulations to maintain order, restrictions on entry to the meeting after the time fixed for commencement thereof and the fixing of the date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at a meeting (and shall announce such at the meeting).

Section 1.10 Action by Consent. Any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a written consent or consents thereto setting forth such action is signed by the holders of record of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 1.11 Remote Communications. For the purposes of these Bylaws, if authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders may, by means of remote communication:

(a) participate in a meeting of stockholders; and

(b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

ARTICLE II BOARD OF DIRECTORS

Section 2.1 General. The business of the Corporation shall be managed by its Board of Directors which may exercise all power of the Corporation and do all lawful acts and things as are not by law, the Certificate of Incorporation or these Bylaws directed or required to be exercised or done by the stockholders.

Section 2.2 Number. The Board of Directors shall consist of not less than three (3) nor more than nine (9) members, the exact number of which shall be fixed from time to time by the Board of Directors.

Section 2.3 Election and Term of Office. Directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2.4 of these Bylaws. Directors (whether elected at an annual meeting or to fill a vacancy or otherwise) shall continue in office until the next annual election and until their successors shall have been elected and qualified or until their earlier death, resignation or removal in the manner hereinafter provided.

Section 2.4 Vacancies and Additional Directorships. If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause or if there are any newly created directorships, a majority of the directors remaining in office, although less than a quorum, shall fill any such vacancies or newly created directorships. In addition, instead of filling any vacancy on the Board of Directors, a majority of the directors remaining in office may vote to reduce the size of the Board of Directors to remove any vacancy. In the event of the resignation of directors effective at a future date, such vacancies may be filled by a majority of the directors then in office, including those who have resigned, effective on such future date.

Section 2.5 Meetings. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board or the President or by a majority of the Board of Directors by vote at a meeting, or in writing by two or more directors, and shall be held at such place, on such date, and at such time as they or he or she shall fix.

Section 2.6 Notice of Meetings. Notice need not be given of regular meetings of the Board.

Notice of the place, date, and time of each such special meeting shall be given to each director who has not waived notice by personal delivery, mail, courier service (including, without limitation, overnight mail), facsimile transmission (directed to the facsimile number at which the director has consented to receive such notice), electronic mail (directed to the electronic mail address at which the director has consented to receive notice), or other form of electronic transmission at which the director has consented to receive notice, telex, telephone, telegraph, or by electronic transmission not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 2.7 Quorum, Manner of Acting and Presence. At each meeting of the Board of Directors the presence of a majority of the total number of members of the Board of Directors then holding office (but not less than one-third of the total number of directors, nor less than two (2) directors) shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held and adjourned without further notice of waiver. A majority of those present at any meeting at which a quorum is present may decide any questions brought before such meeting, except as otherwise provided by law, the Certificate of Incorporation of the Corporation or these Bylaws.

Section 2.8 Resignation of Directors.

(a) Any director may resign at any time upon notice given in writing or by electronic transmission to the Board of Directors, the Chairman of the Board of Directors or the Secretary; provided that if such notice is given by electronic transmission, such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by such director. Such resignation shall take effect at the time specified in such notice or, if the time be not specified, upon receipt thereof by the Board of Directors, the Chairman of the Board of Directors or the Secretary, as the case may be. Unless otherwise specified therein, and subject to Section 2.8(b) of these Bylaws, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any director who is an employee of the Corporation shall be deemed to have tendered his or her resignation as a director to the Board of Directors upon termination of his or her employment with the Corporation. The Board of Directors shall determine whether to accept such resignation or whether the director shall finish his or her term as a director. Until and unless the Board formally accepts, by majority vote, such resignation or if the Board of Directors does not accept, by majority vote, the resignation, the director shall continue to serve on the Board and have full authority, power and privileges of a member of the Board of Directors until the end of such director's term. If the Board of Directors accepts such resignation pursuant to this Section 2.8(b), then the Board of Directors may fill the resulting vacancy pursuant to Section 2.4 of these Bylaws.

Section 2.9 Fees and Compensation of Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors.

Section 2.10 Removal of Directors. Any director may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 2.11 Action by Consent. Action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board.

Section 2.12 Action by Telephone Conference. Subject to the provisions required or permitted for notice of meetings, unless otherwise restricted by the Certificate of Incorporation or these Bylaws, members of the Board of Directors or members of any committee designated by such Board may participate in and hold a meeting of such Board or committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE III COMMITTEES OF THE BOARD

Section 3.1 Designation, Power, Alternate Members and Term of Office. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Any such committee, to the extent provided in such resolution and permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation or a facsimile thereof to be affixed to or reproduced on all such papers as said committee shall designate. The Board of Directors may designate one or more directors as alternate members of any committee who, in the order specified by the Board of Directors, may replace any absent or disqualified member at any meeting of the committee. If at a meeting of any committee one or more of the members thereof should be absent or disqualified, and if either the Board of Directors has not so designated any alternate member or members, or the number of absent or disqualified members exceeds the number of alternate members who are present at such meeting, then the member or members of such committee (including alternates) present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of such absent or disqualified member. The term of office of the members of each committee shall be as fixed from time to time by the Board of Directors, subject to these Bylaws; provided, however, that any committee member who ceases to be a member of the Board of Directors shall *ipso facto* cease to be a committee member. Each committee shall appoint a secretary, who may be the Secretary of the Corporation or an Assistant Secretary thereof.

Section 3.2 Meetings, Notices and Records. Each committee may provide for the holding of regular meetings, with or without notice, and may fix the times and places at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its chairman or, if there be no chairman, by or at the direction of any one of its members. Notice of the place, date, and time of each such special meeting of a committee shall be given to each member of such committee who has not waived notice by personal delivery, mail, courier service (including, without limitation, overnight mail), facsimile transmission (directed to the facsimile number at which such member has consented to receive such notice), electronic mail (directed to the electronic mail address at which such member has consented to receive notice), or other form of electronic transmission at which such member has consented to receive notice, telex, telephone, telegraph, or by electronic transmission not less than twenty-four (24) hours before the meeting. Such notice need not state the purposes of the meeting, unless otherwise required by law, the Certificate of Incorporation or these Bylaws.

Notice of any meeting of a committee need not be given to any member thereof who shall attend such meeting in person or who shall waive notice thereof, before or after such meeting, in a signed writing. Each committee shall keep a record of its proceedings.

Section 3.3 Quorum, Manner of Acting and Presence. At each meeting of any committee the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when a committee consists of one member, then the one member shall constitute a quorum. In the absence of a quorum, a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. Subject to the foregoing and other provisions of these Bylaws and except as otherwise determined by the Board of Directors, each committee may make rules for the conduct of its business.

Members of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 3.4 Resignation. Any member of a committee may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board, the President, any Vice President or the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Removal. Any member of any committee may be removed at any time with or without cause by the Board of Directors.

Section 3.6 Vacancies. If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining member or members of such committee, so long as a quorum is present, may continue to act until such vacancy is filled by the Board of Directors.

Section 3.7 Action by Consent. Action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of the committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the committee.

ARTICLE IV OFFICERS

Section 4.1 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents and a Secretary and may include a Chairman of the Board (who shall be a director of the Corporation) and a Treasurer. The Board of Directors from time to time may elect Assistant Treasurers, Assistant Secretaries and such other officers as it shall deem necessary. Any number of offices may be held by the same person.

Section 4.2 Election, Term of Office and Qualifications. Officers shall be elected by the Board of Directors and shall hold office until the earlier of their death, resignation, or removal in the manner hereinafter provided.

Section 4.3 Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board, the President, a Vice President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or any such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer may be removed at any time with or without cause by the Board of Directors.

Section 4.5 Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular election to such office.

Section 4.6 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors.

Section 4.7 The President. The President of the Corporation shall be the chief executive officer of the Corporation and shall have general powers of oversight, supervision and management of the business and affairs of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall appoint and discharge employees and agents of the Corporation (other than officers elected by the Board) and may sign, with any other officer thereunto duly authorized, certificates representing stock of the Corporation, the issuance of which shall have been duly authorized (the signature to which may be a facsimile signature), and may

sign and execute, in the name and on behalf of the Corporation, deeds, mortgages, bonds, contracts, agreements or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent. The President shall, in the absence or disability of the Chairman of the Board, perform the duties of the Chairman.

Section 4.8 Vice President. The Vice President, or, if more than one, the Vice Presidents in the order established by the Board of Directors or the Chairman of the Board, shall, in the absence or disability of the President, exercise all of the powers and duties of the President. Each such Vice President shall have the power to sign and execute, in the name and on behalf of the Corporation, deeds, mortgages, bonds, contracts, agreements or other instruments, except in cases where the signing and execution hereof shall be expressly delegated by the Board to some other officer as agent and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Chairman of the Board or these Bylaws.

Section 4.9 The Treasurer. The Treasurer or, if no Treasurer is elected by the Board of Directors, such other officer as shall be designated by the Board of Directors shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipt and disbursements in books belonging to the Corporation; shall deposit all monies, and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors; and shall have and perform such other duties incident to the office of Treasurer as from time to time may be prescribed by the Board of Directors, the Chairman of the Board or these Bylaws. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board and the Board of Directors, at regular meetings of the Board, whenever they may require it, an account of all transactions.

Section 4.10 The Secretary. The Secretary shall:

- (a) record all proceedings of the meeting of the stockholders, the Board of Directors and any committees in a book or books to be kept for that purpose;
- (b) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by law;
- (c) whenever any committee shall be designated by resolution of the Board of Directors, furnish the chairman of such committee with a copy of such resolution;
- (d) be custodian of the records and of the seal of the Corporation, and cause such seal to be affixed to or a facsimile to be reproduced on all certificates representing stock of the corporation prior to the issuance thereof and to all instruments the execution of which on behalf of the Corporation shall have been duly authorized;
- (e) see that the lists, books, reports, statements, certificates and other documents and records required by law are properly kept and-filed;
- (f) have charge of the stock and transfer books of the Corporation, and exhibit such stock book at all reasonable times to such persons as are entitled by law have access thereto;
- (g) sign (unless the Treasurer or an Assistant Secretary or an Assistant Treasurer shall sign) certificates representing stock of the Corporation, the issuance of which shall have been duly authorized (the signature to which may be a facsimile signature): and
- (h) in general, perform all duties incident to the office of Secretary and have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors, the Chairman of the Board or these Bylaws.

Section 4.11 Assistant Secretaries, Assistant Treasurers and Subordinate Officers. Assistant Treasurers and Assistant Secretaries shall have the power to perform, in the name and on behalf of the Corporation, such duties as may be required to be performed by the Treasurer and Secretary, respectively, and shall have and perform such

other duties as from time to time may be prescribed by the Board of Directors, the Chairman of the Board or these Bylaws. The Corporation may have such assistant and subordinate officers as the Board of Directors may from time to time deem desirable. Each such officer shall hold office for such period and perform such duties as the Board of Directors, the Chairman of the Board, or President may prescribe.

ARTICLE V INDEBTEDNESS OF THE CORPORATION AND DEPOSIT OF CORPORATE FUNDS

Section 5.1 Borrowing. No loans, advances, obligations or indebtedness shall be incurred, obtained or contracted for, by or on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless and except as (i) permitted by the Corporation's Certificate of Incorporation, (ii) permitted under any indentures or other documents evidencing outstanding indebtedness of the Corporation and (iii) authorized by the Board of Directors. Such authorization may be general or confirmed to specific instances. Any officer or agent of the Corporation thereunto so authorized may obtain loans and advances for the Corporation, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any officer or agent of the Corporation thereunto so authorized may pledge, hypothecate or transfer as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, bonds, other securities and other personal property at any time held by the Corporation, and to that end may endorse, assign and deliver the same and do every act and thing necessary or proper in connection therewith.

Section 5.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board of Directors may select. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

Section 5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner, as from time to time shall be determined by the Board of Directors.

ARTICLE VI INDEMNIFICATION

Section 6.1 Actions, Suits or Proceedings Other Than by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was or has agreed to become a director, officer, employee or agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 6.2. Actions, Suits or Proceedings by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was or has agreed to become a director, officer, employee or agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director, officer, employee or agent

of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such costs, charges and expenses which the Court of Chancery or such other court shall deem proper.

Section 6.3. Indemnification for Costs, Charges and Expenses of Successful Party. Notwithstanding the other provisions of this Article, to the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against all costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection therewith.

Section 6.4. Determination of Right to Indemnification. Any indemnification under Sections 6.1 and 6.2 of this Article (unless ordered by a court) shall be paid by the Corporation unless a determination is made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders, that indemnification of the director, officer, employee or agent is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Sections 6.1 and 6.2 of this Article.

Section 6.5. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Sections 6.1 and 6.2 of this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding; provided, however, that the payment of such costs, charges and expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer) in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of the director or officer to repay all amounts so advanced in the event that it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article. Such costs, charges and expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Board of Directors may, in the manner set forth above, and upon approval of such director, officer, employee or agent of the Corporation, authorize the Corporation's counsel to represent such person, in any action, suit or proceeding, whether or not the Corporation is a party to such action, suit or proceeding.

Section 6.6 Procedure for Indemnification. Any indemnification under Sections 6.1, 6.2 and 6.3, or advance of costs, charges and expenses under Section 6.5 of this Article, shall be made promptly, and in any event within sixty (60) days, upon the written request of the directors, officer, employee or agent. The right to indemnification or advances as granted by this Article shall be enforceable by the director, officer, employee or agent in any court of competent jurisdiction, if the Corporation denies such request, in whole or in part, or if no disposition thereof is made within sixty (60) days. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification by the Corporation shall be promptly paid by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advance of costs, charges and expenses under Section 6.5 of this Article where the required undertaking, if any, has been received by the Corporation) that the claimant has not met the standard of conduct set forth in Sections 6.1 or 6.2 of this Article, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel, and its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper under the circumstances because he has met the applicable, standard of conduct set forth in Sections 6.1 or 6.2 of this Article, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors, its independent

legal counsel, and its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 6.7 Other Rights; Continuation of Right to Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any law (common or statutory), agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director, officer, employee or agent of the Corporation who serves or served in such capacity at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the General Corporation Law of the State of Delaware or any other applicable laws shall not in any way diminish any rights to indemnification of such director, officer, employee or agent or the obligations of the Corporation arising hereunder.

Section 6.8 Insurance. The Corporation may, but shall have no obligation to, purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director, officer, employee or agent of the Corporation, or another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against any liability asserted against him and incurred by him or on his behalf in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. Such insurance, if made available, shall be on terms acceptable to the Board of Directors, which determination shall be made by a vote of a majority of the entire Board of Directors.

Section 6.9 Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, officer, employee and agent of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated, and to the full extent permitted by applicable law.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Registered Office and Agent. The registered office of the Corporation shall be located at the office of The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801 and said corporation shall be the registered agent of this Corporation at such office. The Corporation may have other offices, either within or without the State of Delaware, at such place or places as shall be determined from time to time by the Board of Directors or as the business of the Corporation may require.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.3 Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation and the year and state of its incorporation. Such seal may be altered from time to time at the discretion of the Board of Directors.

Section 7.4 Voting of Stock. Unless otherwise specifically directed by the Board of Directors, all stock owned by the Corporation, other than stock of the Corporation, shall be voted on behalf of the Corporation, in person or by proxy, by the Chairman of the Board, the President or any Vice President of the Corporation. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

Section 7.5 Record Dates. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate

action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall be not more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. Only those stockholders of record on the date so fixed shall be entitled to any of the foregoing rights, notwithstanding the transfer of any such stock on the books of the Corporation after any such record date fixed by the Board of Directors.

Section 7.6 Uncertificated Shares. Subject to any conditions imposed by law or by the Certificate of Incorporation, the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the Corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law of the State of Delaware.

Section 7.7 Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Bylaws (as any may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine, shall be a state court located within the State of Delaware, or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware, in all cases subject to the court having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 7.7.

Section 7.8 Amendments. All Bylaws of the Corporation may be amended or repealed, and new Bylaws may be made, by an affirmative majority of the votes cast at any annual or special stockholders' meeting by holders of outstanding shares of stock of the Corporation entitled to vote, or by an affirmative vote of a majority of the directors present at any organizational, regular or special meeting of the Board of Directors.

ARTICLE VIII AUSTRALIAN SECURITIES EXCHANGE LISTING RULES

Section 8.1 Australian Securities Exchange Listing Rules. While the Corporation is on the official list of the Australian Securities Exchange, the following rules shall apply: (i) notwithstanding anything contained in these Bylaws, if the official listing rules of the Australian Securities Exchange (the "*Listing Rules*") prohibit an act being done, the act shall not be done; (ii) nothing contained in these Bylaws prevents an act being done that the Listing Rules require to be done; (iii) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be); (iv) if the Listing Rules require these Bylaws to contain a provision and these Bylaws do not contain such a provision, these Bylaws shall be treated as containing that provision; (v) if the Listing Rules require these Bylaws not to contain a provision and these Bylaws contain such a provision, these Bylaws shall be treated as not containing that provision; and (vi) if any provision of these Bylaws is or becomes inconsistent with the Listing Rules, these Bylaws shall be treated as not containing that provision to the extent of such inconsistency.

Exhibit 31.1

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Christopher M. Jones, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of WestWater Resources, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2017

/s/ Christopher M. Jones

Title: President and Chief Executive Officer

Exhibit 31.2

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jeffrey L. Vigil, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of WestWater Resources, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2017

/s/ Jeffrey L. Vigil

Title: Vice President - Finance and Chief Financial
Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher M. Jones, President and Chief Executive Officer of WestWater Resources, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2017 (the “Report”), which this certification accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Christopher M. Jones

Christopher M. Jones
President and Chief Executive Officer
November 9, 2017

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey L. Vigil, Vice President - Finance and Chief Financial Officer of WestWater Resources, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2017 (the “Report”), which this certification accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeffrey L. Vigil

Jeffrey L. Vigil
Vice President - Finance and Chief Financial Officer
November 9, 2017