

WESTWATER RESOURCES, INC.
Disclosure Controls and Procedures Manual

A. Disclosure Policy.

It is the disclosure policy (the “**Disclosure Policy**”) of Westwater Resources, Inc. (the “**Company**” or “**WWR**”) to provide accurate, timely, and informative disclosure to our investors and the investing public, consistent with all applicable securities laws and the rules and regulations of the United States Securities and Exchange Commission (“**SEC**”). These Disclosure Controls and Procedures are designed to document the disclosure controls and procedures necessary to ensure compliance with our Disclosure Policy.

B. [Deleted]

C. Disclosure Committee.

Responsibilities

The Disclosure Committee (the “**Committee**”) is responsible for monitoring our public disclosure to ensure compliance with the Disclosure Policy. The Committee shall receive reports from the Company's financial, internal audit, and internal legal departments regarding changes in SEC reporting requirements and accounting standards to help ensure that all applicable disclosure, financial reporting, and accounting rules are being fully complied with by the Company. Although the chief executive officer (“**CEO**”) and chief financial officer (“**CFO**”) retain ultimate responsibility for such matters, the Committee shall also receive reports from the Company's General Counsel and outside legal counsel for SEC matters regarding compliance with all applicable SEC rules relating to disclosure controls and procedures and for reviewing whether the Company's internal controls and reporting systems are sufficiently robust in gathering the necessary information to satisfy its public disclosure requirements as required by applicable securities laws and regulations and for monitoring the integrity of the information collected.

Specifically, the Committee shall:

- Oversee the preparation of all reports (referred to herein as “covered reports”) filed by us with the SEC pursuant to either the Securities Act of 1933, as amended (the “**Securities Act**”), or the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
- Periodically review our prior disclosures and update or correct such disclosures where appropriate; and
- Review, prior to publication, appropriate external communications such as press releases, website postings, social media postings if they contain substantive information not already disclosed publicly, speeches, written statements,

presentations to securities analysts and institutional investors (including conference call scripts);

The Committee shall also receive reports as appropriate regarding compliance with the Company's other standing policies and procedures regarding securities law matters, including the Company's policies relating to compliance with Regulation FD and Section 16 of the Exchange Act and regarding insider trading.

Committee Membership

The Committee shall consist of our General Counsel, who shall function as its Chair, the CEO, the CFO, and any other members of the Company's management team as mutually determined by the CEO and CFO. Using as needed the Company's outside legal counsel engaged for SEC matters, our General Counsel will inform the Committee of its responsibilities and obligations under applicable federal and state securities laws and regulations, including Regulation FD, and the regulations of NYSE American.

D. Preparation of SEC Filings.

Our CEO and CFO must certify as to the adequacy of our internal accounting controls and our disclosure controls and procedures. Annex A contains a list of the procedures to be used to gather the information for, preparation of and review of reports filed with the SEC.

The Committee shall monitor compliance with these controls and procedures, and document their findings and change such controls and procedures as necessary. If necessary, the Committee should consult with outside experts in addition to the Company's outside legal counsel engaged for SEC matters and outside auditors.

Each member of the Committee should receive proper training in the disclosure required by the SEC for reports to be filed and in associated press releases.

E. Review the reports sufficiently in advance of filing.

The Committee shall review each covered report sufficiently in advance of its required date of filing to help ensure that the report meets all applicable securities law requirements and that the information contained therein accurately and fairly reflects the Company's condition on the date for which it is filed and all material transactions undertaken by the Company and its subsidiaries.

F. Apply the "fairly presents" standard to financial disclosures in the reports.

Among other matters to be considered by the Committee in its review of covered reports, the Committee should, as appropriate, consider the following:

1. review the selection and proper application of accounting policies and principles with respect to material or extraordinary transactions, including all complex

financial transactions and off-balance sheet transactions, and otherwise, including the impact on the financial statements if alternate methods had been followed;

2. review critical accounting estimates and other items involving material discretionary judgments;
3. review trends in the business as well as significant recent developments;
4. consider material issues raised in past SEC comment letters or by analysts or others outside the Company regarding the Company's accounting or financial reporting;
5. consider the clarity and material completeness of the disclosures;
6. review the Company's procedures for gathering, analyzing and disclosing all information that is required to be disclosed in SEC reports;
7. ensure that the Company has disclosure controls and procedures designed to capture all information that is relevant to an assessment of the need to disclose material developments and risks that pertain to the Company's businesses, including an assessment and evaluation of operational risks; and
8. ensure that significant financial reporting issues and judgments made in connection with the preparation of any covered report are discussed with the Audit Committee.

G. Authorized Company Spokesperson.

The Committee shall designate certain officers and/or other appropriate employees or third-party representatives to act as the Company's primary spokespersons (each, a "**Spokesperson**"). The Spokesperson shall work with the Committee to formulate, as appropriate, external communications including press releases, executive speeches, conference call scripts and other public communications.

The Company's management and Board of Directors (the "**Board**") shall keep at least one Spokesperson informed of any major developments (e.g., mergers, material operational developments, extraordinary transactions, major management changes, etc.) so that they can evaluate any events that may impact the disclosure process. Spokespersons shall be integrally involved in scheduling and developing presentations for meetings and other communications with analysts, institutional investors and shareholders, arranging appropriate interviews with management and responding to inquiries from the public for additional information. After public dissemination of information, the Spokespersons will monitor Company disclosures to ensure accurate reporting and, if necessary, take any corrective measures.

All employees who are not authorized spokespersons shall refer all calls from the financial community, shareholders and media to the authorized Spokespersons.

H. Responding to Rumors.

It is Company policy not to comment on rumors, speculation, or unusual activity in the marketplace. Any deviation from this policy shall be made only in consultation with the Committee and if the Committee deems necessary outside legal counsel on SEC matters. Unless otherwise advised by counsel, the following response may be offered, either by a Spokesperson or someone specifically designated by him or her to respond:

“It is the Company's policy not to comment on [matters of this type] [activity in our stock] [takeover rumors or speculation] [rumors or speculation of this type].”

In no event shall the following phrases be used: “[there is/the Company knows of] no reason for these rumors or trading activity” or “[there is/the Company knows of] no corporate development.”

I. Inquiries from Employees.

As a general matter, material information that the Company has not publicly disclosed shall not be disseminated to Company employees. Rather, any employee inquiries should be handled in a manner similar to the treatment of inquiries from the press and other third parties.

J. Prompt Public Disclosure of Non-Intentional Selective Disclosure.

Regulation FD requires the prompt public disclosure of any material, non-public information that is non-intentionally disclosed to a select group of individuals or entities. Accordingly, the Committee will monitor whether any non-intentional selective disclosures have occurred. Moreover, any employee who believes that a selective disclosure may have occurred should immediately inform a Spokesperson or a member of the Committee. If the Committee determines that a selective disclosure of material non-public information has occurred, a Form 8K will be filed with the SEC within 24 hours of learning of the selective disclosure. If the Committee believes that it is necessary to do so, a press release will be issued and posted on the Company's web site.

K. Procedures of Earnings and Other Conference Calls.

After the end of each fiscal quarter, the Company may conduct a conference call, and if it does the call will also be webcast, during which it will discuss topics such as the results of the last quarter, and the earnings results will be issued in a press release before the call. Generally, two to seven days before the call, the Company will announce, by a press release and a posting on its web site, that the call will occur and give the details of how to listen to the call or webcast. Financial analysts, representatives of the media and the public will be invited to listen. The Company participants on the call can allow certain analysts who follow the Company the opportunity to ask questions on the call. Although the Company may have breakouts or private meetings with some analysts, the Spokespersons will not disclose any material non-public information in those meetings that was not otherwise publicly disclosed.

The call and webcast will be available for replay; however, in doing so the Company will state that: (i) it is not undertaking any obligation to update the information in the call until the next scheduled call and (ii) as a matter of policy, it reserves all rights to the content of the call. If any forward-looking information is presented on the call, the Company will give the following notice or something similar:

“Various remarks that we may make about future expectations, plans and prospects for the Company are forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may materially differ from those indicated by these forward-looking statements as a result of various important factors, including those discussed in the risk factor section of our [indicate filing], which is on file with the SEC.”

L. Projections or Estimates Identified as Forward-Looking Statements.

To the extent that the Company's has a policy to provide forward-looking information to enable the investment community to evaluate the Company and its prospects, all forward-looking statements shall be identified as such and shall be accompanied by meaningful cautionary language identifying important factors that could cause actual results to differ materially from those projected in the statement. Examples of forward-looking statements include:

- Revenue projections;
- Income or loss projections;
- Pricing and profit margin trends;
- Projections relating to the outcomes of current or planned activities; and
- Projected demand or market potential for products or services.

M. Confidentiality Agreements.

A confidentiality agreement shall be used when non-public information is disseminated. The Company shall maintain a copy of all written confidentiality agreements and a list of persons with whom the Company has oral confidentiality agreements.

N. Website Access to Information.

The Company will provide access to Exchange Act reports by providing these reports on the Company's website on the same day as these reports are filed with the SEC. In addition, the Company will disclose in its Form 10-K:

- The location of the Company's website; and
- That the Company makes available free of charge on its web site its reports on Forms 10-K, 10-Q and 8-K, as well as amendments to those reports, as soon as reasonably practicable after such materials are furnished to the SEC.

The Company will provide website access to reports for at least a 12 month period and maintain an archive segment of its website for reports that are older than 12 months.

O. One-On-One Meetings with Analysts and Investors

Spokespersons may meet with analysts and investors in small meetings or one-on-one meetings. At all analyst meetings, at least two persons associated with the Company shall be present in order to monitor compliance with the Company's policy of not disclosing material, non-public information in these meetings. In advance of any analyst meeting, the Company will ask the analyst for a list of topics that the analyst wishes to discuss. The meeting will not be recorded as a matter of practice.

Both persons associated with the Company attending the meeting will be familiar with the responses to be given. To the degree warranted, the persons will communicate with a representative of the Committee as soon as possible after the meeting to determine whether any public disclosure is required to be made under Regulation FD.

P. Reviewing Analyst Reports

With regard to responding to financial models or drafts of analysts' research reports, it is the policy of our Company to review these models and reports only for accuracy of factual content and to give guidance when assumptions have been made on the basis of incorrect data that render the conclusions reached unrealistic. Corrections and comments will be made based only on facts that have been publicly disclosed or are immaterial. A written statement will be provided with each review stating that the Company reviewed the report/model for factual errors only and its review does not necessarily embrace the analysis or conclusions contained therein.

Q. Commenting on Analyst Earnings Estimates

It shall be Company policy when analysts inquire with respect to earnings estimates: (i) to acknowledge the range of street estimates (if public); and (ii) a Spokesperson may point out an error or errors in a public historical fact that the analyst used in making such an estimate.

Should the Company determine during the quarter that earnings will likely be out of the range of the current estimates (particularly if earnings will likely be below the range), the Company may consider issuing a broadly disclosed press release, followed by an announced conference call or webcast, explaining this and possibly the reason or reasons why. This would be done to avoid "earnings surprises" to the extent possible.

The SEC has stated, "If the issuer communicates selectively to the analyst nonpublic information that the company's anticipated earnings will be higher than, lower than, or even the same as what analysts have been forecasting, the issuer will likely have violated Regulation FD." The Committee and the Spokespersons will monitor compliance with this statement. It shall also be the Company's policy to observe a "quiet period" of weeks prior to normal quarterly earnings announcements, during which time there will be no comment on analysts' earnings estimates.

R. Industry Conferences Sponsored By Investment Banks

The Company may participate in industry conferences sponsored by investment banks. Presentations, speeches, materials distributed, slides, etc. should be reviewed in advance by the Committee in order to determine whether any material non-public information will be disclosed. Prior to the conference, these materials may be filed with the SEC on a Form 8-K. The Company intends to participate at a conference only if the Company's presentation and any question and answer session in which a Company official participates is webcast. Breakout sessions or private meetings should be conducted in accordance with the procedures for one-on-one meetings.

S. Site Visits

The Company may allow analysts and investors to visit the Company's facilities. A Spokesperson or member of the Committee shall accompany the visitors.

T. General.

The Company's Board of Directors should continually be kept aware of all material developments and significant information disseminated to the public. Moreover, Board members and officers will be apprised of material developments that the Company is not ready to announce publicly in order to avoid premature or selective disclosure or inadvertent insider trading.

The Company has developed and intends to maintain a routine procedure for all corporate communications. The procedure consists of drafting a press release, circulating it for review to the members of the Committee, other officers as appropriate, and outside legal counsel for SEC matters, alerting NYSE American, and disseminating the release through a national wire service and other distribution channels so as to effect broad dissemination to all public entities.

The Company shall endeavor to include in its press releases and other disclosure documents (i) appropriate cautionary information, (ii) specific time references such as "as of [specific time and date rather than indefinite time references such as 'currently'] no merger discussions have taken place" to minimize the duty to update and (iii) information sufficient to answer likely questions to minimize further inquiry. Press releases will be posted on the Company's web site.

The execution of this disclosure policy will help to ensure compliance with the rules and regulations applicable to public companies and will help reduce volatility, improve market valuation, increase liquidity, increase our credibility and enhance shareholder value.

Routine press releases may be released without prior consultation with the Board of Directors. Non-routine press releases, such as revisions to projections, shall be furnished to the Board at least two days prior to the expected release date and the Board shall be provided the opportunity to review and comment on such non-routine press releases.

ANNEX A

PROCEDURES FOR PREPARATION OF SEC FILINGS

Below is an illustration and guideline for assisting the Company in preparing the reports.

Preparation of SEC Reports and Proxy Materials

- 1.01. The CFO and the Company's financial reporting group (“**Financial Reporting**”) together with the General Counsel have primary responsibility for the preparation and timely filing with the SEC of the Form 10-K and Form 10-Q reports (“**Reports**”). The General Counsel with assistance as needed from outside legal counsel for SEC matters (“**Corporate Legal Department**”) have primary responsibility for the preparation and timely filing with the SEC of the Company's definitive annual shareholders meeting proxy statement, form of proxy, and any additional proxy solicitation materials (together, “**Proxy Materials**”).
- 1.02. Changes in SEC reporting requirements and accounting standards are routinely monitored by the senior finance, audit and legal staffs to help ensure that all applicable accounting and reporting requirements are reported correctly in all periodic filings and reports, with all material developments relating thereto being reported to the Committee. Financial Reporting and the Corporate Legal Department, respectively, follow enacted and proposed changes in these regulations on an ongoing basis in their respective areas, and the Corporate Legal Department follows enacted and proposed changes in NYSE American listing standards on an ongoing basis in the Corporate Legal Department's area, supplemented in each case by monitoring by the Company's internal auditors, independent accountants and internal and external legal counsel as appropriate. The head of financial accounting has leadership responsibilities for the Company's financial reporting functions that enable timely communications among those areas.
- 1.03. Financial Reporting is responsible for the implementation of new or revised SEC financial reporting and disclosure requirements as they relate to the Reports and for the dissemination of such new or revised requirements to the appropriate individuals throughout the Company. The Corporate Legal Department is responsible for the implementation of new or revised SEC financial reporting and disclosure requirements and NYSE American listing standards as they relate to the Proxy Materials and for the dissemination of such new or revised requirements to the appropriate individuals throughout the Company.
- 1.04. Periodic meetings chaired by the CFO include representatives from the Company's centralized finance functions, including Financial Reporting and the business units, and provide a forum to discuss accounting and disclosure matters with appropriate referral of such matters to senior management or the Board or its Audit Committee.

II. Preparation of Forms 10-K and 10-Q

- 2.01. Certain employees of the Company assist Financial Reporting with the preparation of specific sections of the Form 10-K and Form 10-Q. In addition, inquiries are made of others within the Company (including business unit executives) regarding any material business developments or trends and other potential disclosure matters.
- 2.02. Prior to each quarter-end (March 31, June 30, September 30 and December 31), and to the degree warranted, Financial Reporting, in conjunction with the Corporate Legal Department, prepares and distributes assignment sheets and/or other memoranda to employees of the Company responsible for the preparation or review of one or more portions of the Form 10-K and/or Form 10-Q and their respective supporting schedules that outlines key dates and individual responsibilities for supporting documentation. Financial Reporting will revise the timetables as needed or in view of accelerated filing deadlines under SEC rules.
- 2.03. Supporting documentation is maintained by Financial Reporting for each section of the Reports and includes communications from both the preparer and reviewer/approver of each.
- 2.04. Each Form 10-Q must be reconciled to the consolidated general ledger. Workpapers must be maintained to support each page and/or supplemental schedule of the Form 10-Q and include the signatures of both the preparer and reviewer/approver of each workpaper.
- 2.05. A financial disclosure checklist is prepared by Financial Reporting to help ensure that all required covered disclosures have been made.
- 2.06. Financial Reporting and the Corporate Legal Department review SEC comment letters, if any and when received, on the Company's filings relating to accounting and disclosure matters and the Company's responses to the SEC prior to filing of the Reports to help ensure compliance with comments and undertakings. The Company seeks to resolve outstanding SEC comments relating to accounting and disclosure matters prior to filing.
- 2.07. Financial Reporting solicits information from appropriate employees of the Company, including the Company's General Counsel, regarding possible nonrecurring exhibits to the Reports pursuant to Item 601 of Regulation S-K (other than Exhibits 12, 13, 21 and 23 to Form 10K and Exhibit 12 to the Form 10-Q, which are prepared or otherwise included by Financial Reporting on an ongoing basis as required by Regulation S-K).
- 2.08. For the period covered by the Form 10-K or Form 10-Q and through the filing date, Financial Reporting reviews corporate press releases and performs a review to determine if any Form 8-Ks have been filed on behalf of the Company which would require disclosure in the Reports.

III. Review of Forms 10-K and 10-Q

- 3.01. A complete copy of the Form 10-K and 10-Q workpapers and other supporting documentation is provided on a timely basis to the Company's independent accountants for review prior to filing.
- 3.02. Prior to filing, the Form 10-K and Form 10-Q are reviewed by the Company's independent accountants, internal auditors, appropriate corporate and business unit management personnel and the Company's General Counsel with the assistance of external legal counsel on SEC matters as appropriate. The internal management distribution of drafts includes, but is not limited to, the Committee and such additional management personnel as is customary and appropriate.
- 3.03. Drafts are circulated for review via either an attachment to an email message or in hard copy form. A cover memo or email message accompanies the draft with an indication of when (date and time) comments or questions are to be provided. Comments are requested to be provided in writing.
- 3.04. Review comments are typically solicited and received by the CFO or individuals designed by the CFO. Action is taken on review comments/questions in one of the following ways: reflecting the comment in a subsequent draft of the Report; responding to the reviewer either verbally or in writing; raising the comment/question to senior management for further review; or otherwise disposing of the comment if, in the judgment of the CFO, no further action is considered necessary. As necessary, comments or questions raising significant disclosure issues will be raised with the Committee for further review and discussion.
- 3.05. As necessary, the Committee will discuss among its members, and communicate with the Audit Committee, with respect to significant disclosure issues considered by the Committee.
- 3.06. Prior to filing, Financial Reporting, the independent accountants, and General Counsel along with external legal counsel on SEC matters perform a "rules check" on the Report to verify that it "complies as to form" on its face with the technical requirements of the applicable securities laws and regulations pursuant to which it is being filed.
- 3.07. The Company's Board of Directors, including the Audit Committee, reviews a draft of the financials section (the "**Financials**") of the Annual Report to Shareholders ("**Annual Report**"), which generally occurs at the February board meeting. The Financials section consists of selected consolidated financial data, management's discussion and analysis of financial condition and results of operations, reports from management and the independent accountants on the consolidated financial statements, consolidated financial statements, notes to consolidated financial statements and statistical information.

- 3.08. At a meeting held in the first quarter, the Audit Committee of the Board reviews a draft of the entire Annual Report prior to printing.
- 3.09. The Financials section is also included in the Form 10-K as Exhibit 13. The Board reviews a draft of the body of the Form 10-K prior to filing. Together with a draft of the Form 10K, the Company's directors are furnished with and asked to sign a power of attorney after they have reviewed the Form 10-K in accordance with the SEC's signature requirements. The manually-signed powers of attorney are kept on file by Financial Reporting in accordance with SEC regulations.
- 3.10. With respect to each 10-K and 10-Q, the Audit Committee of the Board reviews a draft of the Form 10-K or 10-Q with management and the outside auditors after all internal review procedures have been completed and prior to filing. The Audit Committee should discuss with management the material issues which arose in connection with the preparation of the Report. In addition, the Audit Committee should review the material issues that relate to the design and implementation of the Company's internal and disclosure controls. In particular, the Audit Committee should confirm with the CEO and CFO whether there are any deficiencies in the internal controls or alleged fraud (whether material or not) involving management or other employees with significant roles in internal controls. The Audit Committee should also discuss with the CEO and the CFO the certifications (referred to below) that they are providing and understand the procedures they undertook.
- 3.11. Drafts of the Financials, Annual Report, Form 10-K and Form 10-Q are provided to the Board and/or Audit Committee of the Board in advance of the related meetings at which such drafts are reviewed with the Company's management.
- 3.12. The Company's independent accountants provide a report addressed to the Audit Committee of the Company's Board regarding the quarterly reviews performed by the independent accountants, which includes review of the Form 10-Q and an SAS 71 letter. This report and letter is dated as of or within a few days prior to the filing of the Form 10-Q.
- 3.13. The Company's independent accountants provide a report addressed to the Company's Board regarding their review of the Form 10-K. This report is separate from the report of independent accountants resulting from their audit of the consolidated financial statements which is included in the Financials referred to above. The Form 10-K review report is dated as of or within a few days prior to the filing of the Form 10-K. The signed audit letter is also received prior to the filing of the Form 10-K.
- 3.14. The Company's internal audit function performs a quarterly review of significant transactions which may impact the consolidated financial statements and related disclosures contained in the Reports.

- 3.15. Prior to filing, the Reports are reviewed by the Committee. The CEO and CFO together with the Committee should make appropriate inquiries (including with the internal and external auditors and the General Counsel and external legal counsel for SEC matters as appropriate in the view of the Committee) into the quality and timeliness of the Company's controls and reporting systems. In particular, they should review any issues that are raised regarding weaknesses in the disclosure and control systems or internal controls, and how they have been addressed. They should also understand any changes that have been made to the nature and scope of procedures relating to internal controls. The Reports are certified by the CEO and the CFO in connection with the certification requirements established in 2002 under SEC Release No. 33-8124 and Section 906 of the Sarbanes-Oxley Act of 2002.
- 3.16. The CEO/CFO certifications required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 accompany the filings as Exhibits thereto.
- 3.17. In connection with the review by the Committee and the CEO/CFO certifications referred to above, selected corporate and business unit management meet with the CEO and CFO (and with the other members of the Committee if so desired), as requested by the CEO and CFO (or the Committee as the case may be) to discuss the content of the filing and provide internal certifications or other affirmations tailored to the areas of responsibilities of the individuals making the certifications of the information contained in the filing in support of the CEO/CFO certifications, and reasonable disagreements between individuals providing internal certifications or affirmations are resolved (with appropriate documentation of such resolutions). The CEO and CFO, together with the Committee, should also confirm with the Company's internal auditors and independent accountants that neither is aware of material misstatements or omissions in any Report prior to filing.

IV. Filing of Forms 10-K and 10-Q

- 4.01. An external financial printing firm (“financial printer”) is engaged by the Company to convert the draft Reports (including all exhibits being filed with the Reports) into a format suitable for submission to the SEC via the SEC's Electronic Data Gathering, Analysis and Retrieval (“EDGAR”) filing system.
- 4.02. Responsibility for maintaining the most current release of EDGAR software, transmission facilities and related EDGAR processing capabilities is borne by the financial printer.
- 4.03. After conversion of the draft Reports and exhibits into EDGAR-suitable format, the EDGAR draft is proofread back to the hard copy draft of the Reports and exhibits by Financial Reporting.
- 4.04. After proofreading corrections and any additional modifications are marked on the EDGAR draft, the marked EDGAR draft is returned to the financial printer. Subsequent drafts are reviewed/proofread by Financial Reporting to ensure that all changes have been made to the EDGAR draft prior to filing with the SEC.

- 4.05. If, in the course of proofreading the EDGAR draft against the hard copy of the Reports, revisions are noted for the hard copy draft of the Report, such changes are made to the hard copy by Financial Reporting.
- 4.06. After submission of the first draft of the hard copy to the financial printer for conversion into an EDGAR-suitable format, any subsequent changes to the hard copy draft must be made concurrently to the EDGAR draft.
- 4.07. Exhibits to the Reports are provided to the financial printer for EDGAR conversion as far in advance of submission of the text of the Reports as possible, assuming such exhibits are unlikely to change (e.g., conformed copies of contracts, etc.).
- 4.08. The financial printer provides Financial Reporting with an “EDGAR submission proof” representing the final draft version of the EDGAR filing prior to submission to the SEC. After approval is received from the head of Financial Reporting, the financial printer files the Reports electronically via EDGAR with the SEC on the Company's behalf.
- 4.09. Subsequent to filing via EDGAR, a confirmation from the SEC is sent via email directly to Financial Reporting and retained by Financial Reporting as a component of the supporting documentation of the Reports.
- 4.10. Subsequent to filing, the financial printer commences a hard copy print run of the Reports, based upon written specifications provided in advance from Financial Reporting. These copies are used for investor relations and corporate communication purposes, and for internal distribution.
- 4.11. Subsequent to filing, Financial Reporting initiates a process with the Company's Information Systems group to create a hypertext link to the Reports via the Company's Internet web site.
- 4.12. Manually-signed signature pages for the Reports and for the required CEO/CFO certifications are maintained by Financial Reporting for at least five years in accordance with SEC regulations.
- 4.13. Copies of the Reports are provided to NYSE American in accordance with NYSE American listing requirements.

V. Preparation, Review and Filing of Form 8-Ks

- 5.01. Depending upon the nature of the event being reported on Form 8-K, primary responsibility for the preparation, review and filing of the report may rest with Financial Reporting or Corporate Legal Department.

- 5.02. The following events currently require the filing of a Form 8-K: (i) entry into / termination of a material definitive agreement, (ii) bankruptcy or receivership, (iii) completion of acquisitions and dispositions, (iv) certain financial results, (v) creation of certain off-balance sheet arrangements, (vi) triggering events affecting financial obligations, (vii) material impairments, (viii) costs relating to exists or disposals, (ix) material impairments, (x) delisting or failure to satisfy listing rules, (xi) unregistered equity sales, (xii) material modifications to rights of security holders, (xiii) a change in certifying accountant, (xiv) non-reliance on previously issued financial information, (xv) changes in control, (xvi) changes to directors and certain officers, (xvii) amendments to constating documents, (xviii) suspension of trading under employee benefit plans (xviii) amendments to or waivers to the code of ethics, (xix) change in shell company status, (xx) submission of matters to shareholders vote, (xxi) certain items as relating to asset backed securities.

A Form 8-K may also be filed for other events or for Regulation FD disclosure.

- 5.03. If applicable, workpapers are prepared and provided to the Company's independent accountants on a timely basis for review prior to filing.
- 5.04. Drafts of Form 8-K filings are reviewed as necessary by the Company's independent accountants, CEO/CFO, the Company's General Counsel, and external legal counsel for SEC matters. Additional reviews by management and the Board are dependent upon the nature of the disclosure contained in the filing.
- 5.05. The Company's Form 8-K filings are signed by the CFO. Manual signature pages are maintained in Financial Reporting in accordance with SEC regulations.
- 5.06. The filing of a Form 8-K generally follows the process outlined in Section D. above. As noted above, some or all of these steps may be coordinated by Financial Reporting or internal or external legal counsel, depending upon the nature of the event.

VI. Preparation of Proxy Materials

- 6.01. Certain employees of the Company assist the Corporate Legal Department with the preparation of specific sections of the Proxy Materials.
- 6.02. At the beginning of each January, the Corporate Legal Department distributes Director & Officer Questionnaires to directors and executive officers, and as appropriate or necessary prepares and distributes memoranda and worksheets to employees of the Company responsible for the preparation or review of one or more portions of the Proxy Materials that outlines key dates and individual responsibilities for supporting documentation. The form of Director & Officer Questionnaire is reviewed annually by outside legal counsel for SEC matters for adequacy and compliance with any proxy rule changes since the preceding proxy season.

- 6.03. Supporting documentation, including worksheets, D & O questionnaires and computer reports, is maintained by the Corporate Legal Department for each section of the Proxy Materials and includes communications from both the preparer and reviewer / approver of each. Master logs are maintained to confirm the Corporate Legal Department's receipt of supporting documentation prior to filing of the Proxy Materials.
- 6.04. The Corporate Legal Department, in consultation with outside legal counsel for SEC matters, and independent and internal auditors, performs a "rules check" on the Proxy Materials to verify that they "comply as to form" on their face with the technical requirements of the applicable securities laws and regulations pursuant to which they are being filed and with applicable NYSE American listing standards.
- 6.05. A complete proxy disclosure checklist is prepared by the Corporate Legal Department to help ensure that all required covered disclosures have been made.
- 6.06. The Corporate Legal Department reviews any SEC comment letters on the Company's filings relating to proxy disclosure matters and the Company's responses to the SEC prior to filing of the Proxy Materials to help ensure compliance with any applicable comments and undertakings.
- 6.07. The Corporate Legal Department solicits information from appropriate employees of the Company, as well as external legal counsel for SEC matters, regarding possible nonrecurring disclosure items required to be included in the Proxy Materials pursuant to Regulations 14A and SK.

VII. Review of Proxy Materials

- 7.01. Copies of all supporting documentation are made available on a timely basis to the Company's independent accountants for review prior to filing.
- 7.02. Prior to filing, the Proxy Materials are reviewed by the Company's independent accountants, appropriate corporate and business unit management, and outside legal counsel for SEC matters. The internal management distribution of drafts includes, but is not limited to, the Committee and such additional management personnel as is customary and appropriate.
- 7.03. A cover letter or email message accompanies the draft with an indication of when (date and time) comments or questions are to be provided. Comments are requested to be provided in writing.
- 7.04. Review comments are typically received by the Corporate Legal Department. Action is taken on review comments / questions in one of the following ways: reflecting the comment in a subsequent draft of the Proxy Materials; responding to the reviewer either verbally or in writing; raising the comment / question to senior management for further review; or otherwise disposing of the comment if, in the judgment of the Corporate Legal

Department, no further action is considered necessary. As necessary, comments or questions raising significant disclosure issues will be raised with the Committee for further review and discussion.

- 7.05. As necessary, the Committee will discuss among its members, and communicate with the Audit Committee, with respect to significant disclosure issues considered by the Committee.
- 7.06. The Company's Board of Directors, including the Audit Committee and Personnel and Compensation Committee, reviews a draft of the Proxy Materials prior to their filing.
- 7.07. Prior to filing, the Proxy Materials are reviewed by the Committee.
- 7.08. At a meeting held in early March, the Audit Committee of the Board reviews a draft of the Proxy Materials prior to printing. Each director receives a draft of the Proxy Materials prior to printing and is contacted by the Corporate Legal Department prior to printing to determine whether the director has any final comments.

VIII. Filing of Proxy Materials

- 8.01. An external financial printer is engaged by the Company to convert the draft Proxy Materials (including all exhibits being filed with the Proxy Materials) into a format suitable for submission to the SEC via the SEC's EDGAR filing system.
- 8.02. Responsibility for maintaining the most current release of EDGAR software, transmission facilities and related EDGAR processing capabilities is borne by the financial printer.
- 8.03. After conversion of the draft Proxy Materials and exhibits into EDGAR-suitable format, the EDGAR draft is proofread back to the hard copy draft of the Proxy Materials and exhibits by the Corporate Legal Department.
- 8.04. After proofreading corrections and any additional modifications are marked on the EDGAR draft, the marked EDGAR draft is returned to the financial printer. Subsequent drafts are reviewed/proofread by the Corporate Legal Department to ensure that all changes have been made to the EDGAR draft prior to filing with the SEC.
- 8.05. If, in the course of proofreading the EDGAR draft against the hard copy of the Proxy Materials, revisions are noted for the hard copy draft of the Proxy Materials, such changes are made to the hard copy by the Corporate Legal Department.
- 8.06. After submission of the first draft of the hard copy to the financial printer for conversion into an EDGAR-suitable format, any subsequent changes to the hard copy draft must be made concurrently to the EDGAR draft.

- 8.07. Exhibits to the Proxy Materials are provided to the financial printer for EDGAR conversion as far in advance of submission of the text of the Proxy Materials as possible, assuming such exhibits are unlikely to change (e.g., incentive compensation plans, charters, etc.).
- 8.08. The financial printer provides the Corporate Legal Department with an “EDGAR submission proof” representing the final draft version of the EDGAR filing prior to submission to the SEC. After approval is received from the Corporate Legal Department, the financial printer files the Proxy Materials electronically via EDGAR with the SEC on the Company's behalf.
- 8.09. Subsequent to filing via EDGAR, a confirmation from the SEC is sent via electronic mail directly to the financial printer, which forwards it to the Corporate Legal Department and it is retained by the Corporate Legal Department as a component of the supporting documentation of the Proxy Materials.
- 8.10. Subsequent to filing, the financial printer commences a hard copy print run of the Corporate Legal Department, based upon written specifications provided in advance from the Corporate Legal Department.

IX. Maintenance of Records and Catalog

- 9.01. The Company shall maintain an accurate record indicating how each covered report was prepared as part of the formal records of the Company. Such information shall be available for review to the Audit Committee and the Board.
- 9.02. The Finance Group shall maintain a catalog of policies, procedures and controls relative to the accounting/reporting processes. These materials shall include documentation describing controls over the centralized financial process and data received from remote affiliates and general ledger subsystem interfaces. Decentralized units shall maintain appropriate controls over their particular processes. These financial controls shall be reviewed on a regular basis by internal audit and the external auditors and by the CFO to help ensure that they are designed to ensure timely and accurate financial reporting.

X. Certification Procedures

- 10.01. For each filing that must be accompanied by a Section 302 or a Section 906 certification or both, the following procedures should be followed. The date of each step should be recorded and the record kept. Examples of such certifications are included as Annex B and Annex C hereto, respectively.
 - A draft of the report should be sent to the CEO and CFO at least 10 days in advance of SEC filing.
 - The CEO and the CFO should discuss the report with members of the Committee in person or by phone and the date of the conversation noted.

- The procedure for developing the report and the evaluation of the process should be discussed with the CEO and CFO and the date noted.
- While not a substitute for other procedures, the CEO and CFO, in conjunction with the Committee, may wish to obtain “sub-certifications” or other affirmations from selected members of management and/or heads of key business or staff units to confirm that those involved in preparing the reports or selected information used therein know of no reason why the reports do not meet the attestation standards. Sub-certifications should be obtained from the heads of every major business unit and division. The subcertifications should be tailored to the information within the ambit of the person signing the sub-certification. These sub-certifications should include a representation that the certifier understands his/her responsibilities in the company's disclosure controls and procedures, has communicated all material information to the Committee and that, to the best of his/her knowledge, the draft SEC filing is accurate and complete.

ANNEX B

Form of Section 302 Certification for each of the Company's CEO and CFO:

I, [Name and title of CEO/CFO], certify that:

1. I have reviewed this [annual][quarterly] report on Form [10-K][10-Q] of Westwater Resources, Inc.;
2. Based on my knowledge, this [annual][quarterly] 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 [annual][quarterly] report;
3. Based on my knowledge, the financial statements, and other financial information included in this [annual][quarterly] 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 [annual][quarterly] report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures 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 [annual][quarterly] report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this [annual][quarterly] report (the "Evaluation Date"); and
 - c) presented in this [annual][quarterly] report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this [annual][quarterly] report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.
Date: _____, 20[]

[Name]

[Title]

ANNEX C

Form of Section 906 Certification for each of the Company's CEO and CFO:

I, [Name and Title of CEO/CFO] of Westwater Resources, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the [Annual][Quarterly] Report on Form [10-K][10-Q] of the Company for the period ended _____, 20[___] (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.

Dated: _____, 20[___]

[Name]

[Title]