

URANIUM RESOURCES, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Uranium Resources, Inc. (the “Company”) is to (i) assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation, (ii) report annually to the Company’s stockholders on executive compensation matters, (iii) administer the Company’s equity and other compensation plans, and (iv) address such other matters as the Board may from time to time authorize. The primary objective of the Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide employee retention and performance incentives that further the Company’s long-term strategic plan and are consistent with the overall goal of enhancing enduring stockholder value.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company’s charter or bylaws or by the Board.

II. Duties and Responsibilities

This following description of duties and responsibilities is intended as a guide, and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee.

1. The Committee has exclusive authority to determine the amount and form of compensation paid to the Chief Executive Officer (“CEO”) and to take and direct such action as is necessary and advisable to compensate the CEO in a manner consistent with its determinations. The Committee will review at least annually the CEO’s performance and determine his or her compensation. The CEO shall not be present during any Committee deliberations or voting with respect to that compensation.

2. The Committee has authority to determine the amount and form of compensation paid to the Company’s executive officers, officers, employees, consultants and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company’s general compensation policies and practices and to administer plans and arrangements established pursuant to such policies and practices. The Committee has authority to take and direct such action as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. The Committee may delegate its authority on these matters with regard to non-executive-officer employees and consultants of the Company to officers and other appropriate supervisory personnel.

3. The Committee has authority to administer the Company’s equity compensation plans, including (without limitation) to amend and interpret such plans and the awards and agreements issued, and to make awards to eligible persons under the plans and determine the terms of such awards, except that the authority as regards compensation for independent directors lies with the Nominating and Corporate Governance Committee.

4. The Committee has the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any compensation consultant, independent legal counsel or other advisor (“compensation advisor”) as it deems necessary and advisable to assist the Committee in the performance of its duties, but only after taking into consideration factors relevant to the compensation advisor's independence as specified in the rules of the NASDAQ Stock Exchange. See “Independence of Compensation Advisors” below. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation advisor retained by the Committee. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation advisor retained by the Committee.

5. Except with respect to the responsibilities set forth in paragraph 1 above, the Committee may delegate its authority to a subcommittee of the Committee (consisting either of a subset of members of the Committee or any members of the Board who would be eligible to serve on the Committee). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company (or other appropriate personnel) the authority to grant stock options and other stock awards to employees who are not executive officers or members of the Board.

6. The Committee will review and discuss with the Company's management the Compensation Discussion and Analysis (“CD&A”) required by the rules and regulations of the Securities and Exchange Commission to be included in the Company’s proxy statement for its annual shareholders’ meeting or annual report on Form 10-K and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report.

7. The Committee will produce the Compensation Committee Report required to be included in the Company’s proxy statement for its annual shareholders’ meeting or annual report.

8. The Committee will periodically review this charter and make recommendations to the Board with regard to appropriate changes to the charter. The Committee will evaluate its performance on an annual basis and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.

9. The Committee has the authority to perform such other activities and functions as are required by law, applicable NASDAQ Stock Market (or other applicable stock exchange) rules or provisions in the Company’s charter documents, or as are otherwise necessary and advisable, in its or the Board’s discretion, to the efficient discharge of the Committee’s duties.

III. Membership

The Committee shall consist of at least two members of the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine. Each member of the Committee shall be (i) “independent” as defined under applicable NASDAQ Stock Market (or other applicable stock exchange) rules (except as otherwise permitted under such rules), (ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, as amended, and (iii) an “outside director” under the rules promulgated under section 162(m) of the Internal Revenue Code of 1986. The Committee may designate one of the members of the Committee to serve as the Chairperson of the Committee.

IV. Meetings and Procedures

1. The Committee shall meet at least two times in each year and more frequently as the Committee in its discretion deems desirable.
2. The Chairperson of the Committee will, in consultation with the other members of the Committee, be responsible for calling meetings of the Committee, establishing an agenda and supervising the conduct thereof.
3. The Committee is governed by the same rules regarding meetings (including meetings by means of conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.
4. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.
5. The Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings.
6. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, officers of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
7. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.

V. Independence of Compensation Advisors

As provided in the rules of the NASDAQ Stock Market, the Committee may select, or receive advice from, a compensation advisor only after taking into consideration the following factors:

- The provision of other services to the Company by the person that employs the compensation advisor;
- The amount of fees received from the Company by the person that employs the compensation advisor, as a percentage of the total revenue of the person that employs the compensation advisor;
- The policies and procedures of the person that employs the compensation advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation advisor with a member of the Committee;
- Any stock of the Company owned by the compensation advisor; and
- Any business or personal relationship of the compensation advisor or the person employing the compensation advisor with any executive officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any compensation advisors it prefers, including advisors that are not independent. The Committee is not required to conduct the independence assessment outlined above for in-house counsel or any compensation advisor whose role is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees, or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation advisor, and about which the compensation advisor does not provide advice.

Last updated on July 4, 2013.