

August 24, 2012



Mr. Keith I McConnell, Deputy Director
Decommissioning and Uranium Recovery Licensing Directorate
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and
Environmental Management Programs
U.S. Nuclear Regulatory Commission
11545 Rockville Pike
Rockville, Maryland 20852-2738

Ref: Source Material License SUA-442, Docket No. 40-6622
Source Material License SUA-672, Docket No. 40-2259
Application for Change of Control

Dear Mr. McConnell,

A Share Purchase Agreement has been entered into whereby all of the shares in Pathfinder Mines Corporation, a subsidiary of Cogema Resources, Inc., will be acquired by Ur-Energy USA Inc. The change of ownership will result in a change of control of the activities of Pathfinder Mines Corporation. As part of the Share Purchase Agreement:

- License SUA-442 will transfer control with Pathfinder Mines Corporation under the new ownership.
- License SUA-672 will stay with the current ownership, transferring to Pathfinder Mines Corporation existing Parent, Areva NC Inc.

As the current holder of the above referenced licenses, Pathfinder Mines Corporation hereby requests:

1. NRC's approval of the change of control and ownership of SUA-442 to the new owner of Pathfinder Mines Corporation, Ur-Energy USA Inc. It appears that the license itself only requires an amendment to reflect the final replacement letter of credit that Ur-Energy USA Inc. will be providing prior to the transfer. Upon the completion of the share purchase final closing, the current licensee name, Pathfinder Mines Corporation, will be unchanged.
2. NRC's approval of the change of control of SUA-672 to Areva NC Inc., the current owner of Pathfinder Mines Corporation. Areva NC Inc. will provide the final replacement letter of credit prior to the transfer. Upon the completion of the share purchase final closing, the current licensee name, Pathfinder Mines Corporation, will be changed to Areva NC Inc.

For License SUA-442 enclosed with this request for approval of transfer are five copies of a Notice of Change of Control and Ownership Information with attachments including:

- A copy of the current Source Material License SUA-442 for reference purposes
- A diagram of the purchase transaction
- Financial information on Ur-Energy USA Inc.

PATHFINDER MINES CORPORATION

935 PENDELL BLVD., P.O. BOX 730 MILLS, WYOMING 82644, U.S.A.
TEL.: 307 234 5019 FAX: 307 473 7306 WWW.US.AREVA.COM

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- The current Pathfinder Mines Corporation organization chart and the replacement organization chart under Ur-Energy USA Inc.
- A copy of the February 24, 2009, correspondence from the NRC approving the current surety amount under SUA-442
- A copy of the current surety letter of credit
- The draft replacement letter of credit

For License SUA-672 enclosed with this request for approval of transfer are five copies of a Notice of Change of Control with attachments including:

- A copy of the current Source Material License SUA-672 for reference purposes
- A diagram of the transaction
- The current Pathfinder Mines Corporation organization chart and the replacement organization chart under Areva NC Inc.
- A copy of the current surety letter of credit
- The draft replacement letter of credit

The anticipated closing date on the purchase is prior to December 31, 2012. We are prepared to offer any assistance necessary to facilitate the NRC's review and final approval of this change of control.

Sincerely Yours,



R. Mark Owens
General Manager
Pathfinder Mines Corporation

Encls. (5 copies)

Cc: Bill Von Till, USNRC w/o encls.
Ron Linton, USNRC w/o encls.
Wayne Heili, President, Ur-Energy USA Inc.