

Hill, Carol

From: parker.wells@dorsey.com
Sent: Thursday, September 20, 2018 12:41 PM
To: Hill, Carol; Simmons, Michelle
Cc: Prince.William@dorsey.com; machlis.ben@dorsey.com; ruby.chan@dlapiper.com; david.reid@dlapiper.com
Subject: [External_Sender] Notice of Change of Control - NRC MATERIALS LICENCE NO. 50-29212-01
Attachments: Change of Control Filing - Pogo Mine - NRC Materials License 50-29212-01....pdf
Importance: High

Carol and Michelle,

Attached to this email please find a change of control filing for NRC Materials License No. 50-29212-01 (License), which covers a sealed source industrial instrument used for the purposes of measurements during the metallurgical processing of gold at the Pogo Mine. Sumitomo Metal Mining Pogo LLC (SMM Pogo) is the licensee under the License. Sumitomo Metal Mining America Inc. (SMM), the parent of SMM Pogo, and its affiliate SC Minerals America Inc. have entered into a Purchase Agreement with Northern Star Resources Ltd (ACN 092 832 892) (Northern Star) and its subsidiary Northern Star (Alaska) LLC (NSAK) whereby NSAK will acquire 100% of the issued membership interests in the capital of SMM Pogo, and thereby Northern Star will become the new parent corporation of SMM Pogo. SMM and Northern Star are jointly submitting this Notice of Change of Control and Ownership Information. Please note that the License is *not* being transferred as part of the transaction, rather the transaction creates an upstream change of ownership above the level of the current licensee, SMM Pogo. At this time there are no proposed changes to the licensee, contact information or terms and conditions of the License.

The proposed transaction is very time sensitive and both SMM Pogo and Northern Star would greatly appreciate and hereby request expedited review and approval of the proposed change of control for the License. Please let me know if you have any questions, or need any additional information. My contact information is included in my signature below. We look forward to working with the NRC to complete the change of control process and appreciate your time and efforts on this application.

Thank you,

Wells S. Parker
Partner



DORSEY & WHITNEY LLP
111 S. Main Street Suite 2100 | Salt Lake City, UT 84111-2176
P: 801.933.7364 F: 801.880.8425
WWW.DORSEY.COM :: SALT LAKE CITY :: BIO :: V-CARD

PUBLIC
 Immediate Release
 Normal Release

NON-PUBLIC
 A.3 Sensitive-Security Related
 A.7 Sensitive Internal
 Other: _____

Reviewer: WSP Date: 9/25/18

CONFIDENTIAL COMMUNICATION

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609978

September 19, 2018

VIA ELECTRONIC MAIL

Nuclear Materials Safety Branch B
United States Nuclear Regulatory Commission, Region IV
1600 E. Lamar Blvd
Arlington, Texas 76001-4511
Attention: Michelle R. Simmons, Health Physicist

Re: NRC MATERIALS LICENCE NO. 50-29212-01
Notice of Change of Control and Ownership Information

Dear Ms. Simmons,

Sumitomo Metal Mining Pogo LLC ("SMM Pogo") is the legal licensee under NRC Materials License No. 50-29212-01, as amended under Amendment No. 3 dated February 1, 2018 ("License") for the possession and operation of a sealed source device used in the operation of the Pogo gold mine facility in Alaska ("Mine"). Sumitomo Metal Mining America Inc. ("SMM"), the parent of SMM Pogo, and an its affiliate SC Minerals America Inc. have entered into a Purchase Agreement dated August 29, 2018 ("Purchase Agreement") with Northern Star Resources Ltd (ACN 092 832 892 ("Northern Star") and its subsidiary Northern Star (Alaska) LLC ("NSAK") whereby NSAK will acquire 100% of the issued membership interests in the capital of SMM Pogo, and thereby Northern Star will become the new parent corporation of SMM Pogo ("Transaction"). SMM and Northern Star ("Applicants") submit this Notice of Change of Control and Ownership Information pursuant to U.S. Code of Federal Regulations 10 CFR §30.34(b) and the change of control requirements adopted by the NRC and set forth in Nuclear Regulatory Commission Consolidated Guidance About Materials Licenses, NUREG-1556 Volume 15, Rev. 1 ("NRC Guidance"), and request that the NRC provide its approval for the change of control of SMM Pogo resulting from the Transaction. This notice sets forth the information required by the NRC Guidance relating to a change of control affecting the ownership of the License.

I. Change of Control Requirements

A. Description of Transaction. Applicants are instructed to provide a complete description of the proposed transaction, including the new name and contact information for the organization gaining control of the license (NRC Guidance Criteria 5.1).

On August 29, 2018, Sumitomo Metal Mining America Inc. ("Sumitomo"), SC Minerals America Inc. ("SC Minerals"), Northern Star, and NSAK entered into the Purchase Agreement. Under the Purchase Agreement Sumitomo and SC Minerals agreed to sell all of the membership interests in SMM Pogo and its affiliate SC Pogo, LLC to NSAK, a subsidiary of Northern Star for US\$260,000,000. A diagram of the Transaction is attached to this letter as **Exhibit A**. Northern Star (ASX: NST) is a publicly traded company on the Australian Stock Exchange (ASX) with total annual gold production of approximately 525,000-575,0000 ounces per year. Northern Star is one of the 100 largest ASX listed stocks with a market cap exceeding US\$5 billion.

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B. Changes of Personnel. Applicants are directed to provide information concerning changes in personnel that have control over licensed activities, including pertinent training, experience and qualifications of the individuals (NRC Guidance Criteria 5.2).

The Transaction does not provide for or anticipate any changes to personnel that have control over licensed activities under the License. All site contacts will remain unchanged with operations continuing under the Mine's General Manager Chris Kennedy.

C. Changes of Location, Equipment and Procedures. Applicants are instructed to provide a description of planned changes in location, facilities, equipment, or procedures that would normally require a license amendment (NRC Guidance Criteria 5.3).

The Transaction does not provide for or anticipate any changes in the location, facilities, equipment or procedures used under the License. The Transaction is the sale of membership interest in SMM Pogo and will have no effect on any of the SMM Pogo Mine facilities, or any of the equipment or procedures used at the SMM Pogo Mine facilities.

D. Surveillance Records. Applicants must submit a statement that all required surveillance has been performed, documented and reviewed. If there are surveillance items that are not or will not be completed by the date of the license transfer, the licensee must submit to the NRC the reasons the items will not be completed, any corrective actions required and the date these corrective actions will be completed (NRC Guidance Criteria 5.4).

SMM Pogo, as the current licensee under the License, states that all required surveillance for the licensed materials and all equipment covered by the License has been performed, documented and reviewed. The Transaction does not provide for or anticipate any changes to the monitoring or surveillance records under the License or changes to the record keeping and reporting procedures currently used at the SMM Pogo Mine facilities.

E. Decommissioning and Related Records Transfers. Applicants are required to arrange for the transfer and maintenance of records important to the safe and effective decommissioning of facilities involved in the licensed activities and to describe herein the method and proposed timetable for the transfer of records. As part of the transfer Applicants must disclose the current status of the licensed facility with regard to ambient radiation levels and fixed and removable contamination as a result of the licensed activities thus far conducted at the facility. To the extent contamination is present at the licensed facility, Applicants must describe how and when decontamination will occur or state that decommissioning has yet to be determined. After a disclosure of the status of the facility, the transferee must confirm in writing that it accepts full responsibility for the decommissioning of the site, including all contaminated facilities and equipment (NRC Guidance Criteria 5.5).

The Transaction does not provide for or anticipate any changes to the records relating to the License. All of SMM Pogo's records relating to the Mine and the License will remain in the possession of SMM Pogo. Radiation is not currently and will not in the future be released into the environment; the radiation source is contained within industrial instruments used for the purposes of measurement during the metallurgical processing of gold. There is no contamination, or ambient radiation levels at the licensed facility. SMM Pogo continues to accept, and its controlling company following closing of the Transaction, Northern Star, does accept, full responsibility for the

decommissioning of the site including all facilities and equipment including any contamination and any contaminated facilities and equipment

F. Transferee's Commitment to Abide by the Transferor's Commitments. The transferee in a change of control application must either provide (i) an agreement to abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to the existing license; or (ii) a description of the transferees' program to ensure compliance with the license and regulations. In addition, if any unresolved enforcement or inspections issues exist under the license the transferee must address the action to be taken to resolve such issues (NRC Guidance Criteria 5.6).

As previously stated, this Transaction does not affect SMM Pogo's License, nor does it affect SMM Pogo's commitment to continue to abide by all of the constraints, conditions, requirements, representations and commitments of the License before or after the closing of the Transaction. Furthermore, Northern Star as the parent company of SMM Pogo following the closing of the Transaction confirms SMM Pogo's commitment to continue to abide by all of the constraints, conditions, requirements, representations and commitments of the License after the closing of the Transaction. There are no unresolved enforcement or inspection issues currently existing under the License.

Thank you for your assistance with this Transaction. SMM and Northern Star would greatly appreciate NRC's prompt consideration of this request for approval of the change of control of SMM Pogo and the License resulting from the Transaction. We look forward to working with the NRC to achieve approval of the change of control. If any additional information is needed, please do not hesitate to contact us.

Sumitomo Metal Mining Pogo LLC
Contact: Arron Heyrend, RSO
Phone: 907-895-2895
Email: arron.heyrend@smpogo.com

Northern Star Resources Limited.
Contact: Hilary Macdonald, Company Secretary
Phone: +61 8 6188 2140
Email: compliance@nsrltd.com

This Notice is signed and executed by Toshiaki Maeda as President of SMM and by Hilary Macdonald, General Counsel & Company Secretary of Northern Star.

EXECUTED this 19th day of SEPTEMBER, 2018.

Sumitomo Metal Mining Pogo LLC

前田 敬明

By: Toshiaki Maeda
Its: President

Northern Star Resources Limited (ACN 092 832 892)

Hilary Macdonald

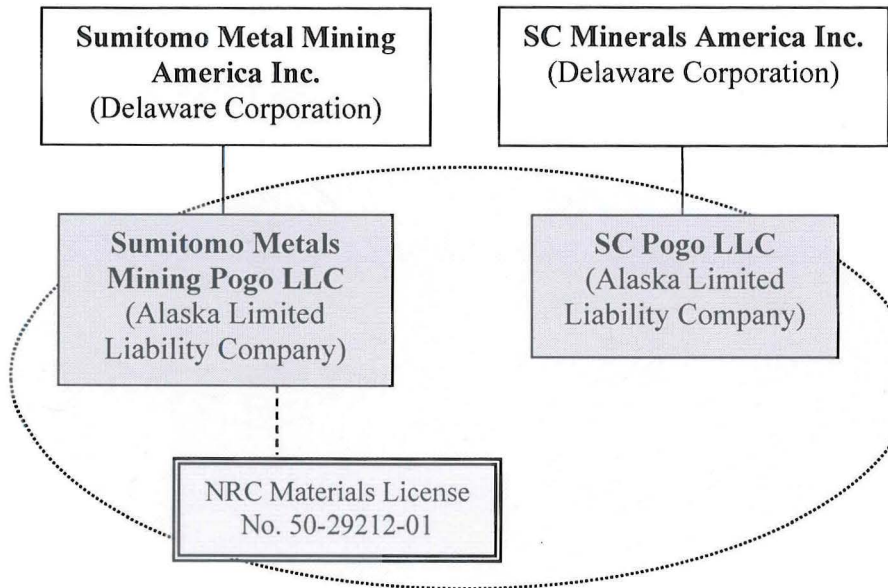
By: Hilary Macdonald
Its: Company Secretary

Exhibit A

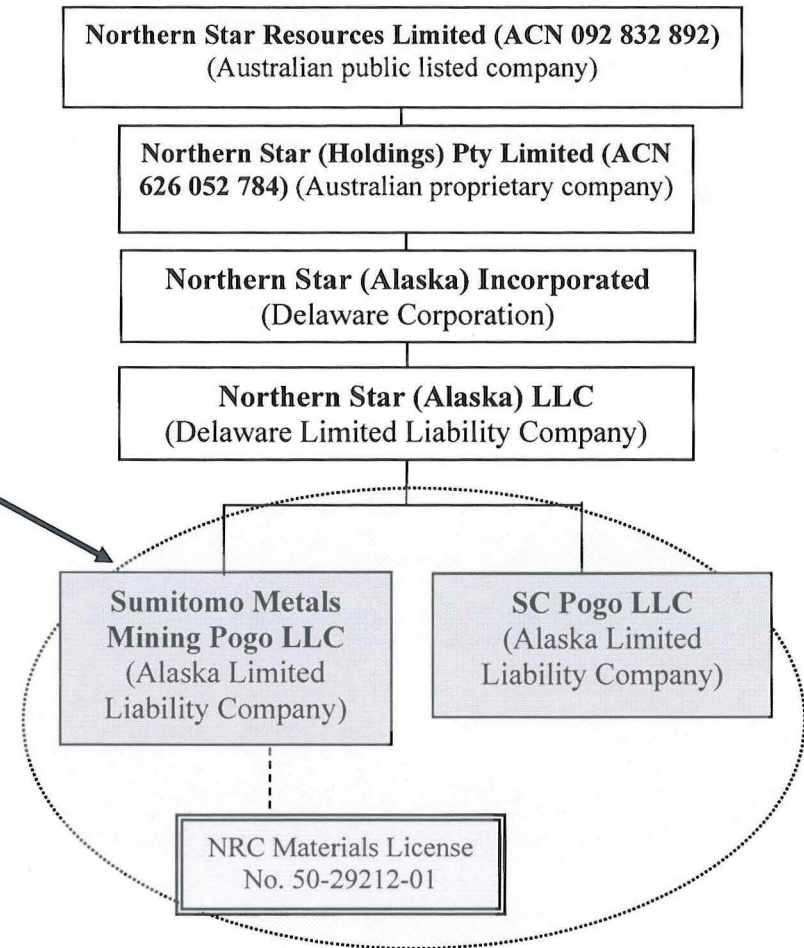
Transaction Diagram

(Purchase of SMM Pogo and SC Pogo LLC by NSAK and Northern Star)

Pre-Closing



Post-Closing



8 7 6 0 9 7 8



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee Arron Heyrend Radiation Safety Officer Sumitomo Metal Mining Pogo LLC 3204 International Street Fairbanks, Alaska 99701	Date 09/24/2018
	License Number(s) 50-29212-01
	Mail Control Number(s) 609978
	Licensing and/or Technical Reviewer or Branch C. Hill

This is to acknowledge receipt of your: Letter and/or Application Dated: 09/19/2018

The initial processing, which included an administrative review, has been performed.
 Amendment Termination New License Renewal

There were no administrative omissions identified during our initial review.

This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
Follow the instructions on the form for submission.

The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
 U. S. Nuclear Regulatory Commission
 DNMS/NMSB - B
 1600 E. Lamar Boulevard
 Arlington, TX 76011-4511
 (817) 200-1103 or (817) 200-1140

✓ 9/24

BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03120
Status Code: Pending Amendment
Fee Category: 3P
Exp. Date: 01/31/2026
Fee Comments:
Decom Fin Assur Reqd: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: Sumitomo Metal Mining Pogo LLC
Received Date: 09/20/2018
Docket Number: 3037023
Mail Control Number: 609978
License Number: 50-29212-01
Action Type: Amendment

2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____

Carol L. Hiee

Date: _____

9/24/18

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____