

URANIUM RESOURCES, INC.

COMPENSATION COMMITTEE CHARTER

(Revised 11/8/06)

Purpose

The Compensation Committee of the Board of Directors (the “Committee”) of Uranium Resources, Inc. (the “Company”) discharges the Board’s responsibilities relating to compensation of the Company’s directors and executives and is responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders. 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.

Specified Duties

The Committee shall:

1. Review and assess the adequacy of this Charter annually and submit any proposed changes to the Board for approval;
2. Produce an annual report on executive compensation for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders;
3. Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to all incentive-based compensation plans and equity-based plans;
4. Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company’s Chief Executive Officer (“CEO”) and Chief Operating Officer (“COO”);
5. Evaluate the CEO’s and COO’s performance in light of the goals and objectives that were set and determine and approve the CEO’s and COO’s compensation based on such evaluation; and
6. Review and approve the recommendations of the CEO and/or COO with regard to the compensation of all officers of the Company other than the CEO and COO; for the purposes hereof the term “officer” means any Vice President of the Company.

Membership

The Committee shall consist of at least two independent 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 Committee member shall satisfy the “independence” requirements of the

NASDAQ National Market and the Securities and Exchange Commission. The Committee may designate one of the members of the Committee to serve as the Chairperson of the Committee.

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. Subject to the approval of the Board, the Committee will have the authority, and shall have appropriate funding from the Company, to retain such outside consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions.
7. 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.

Other Responsibilities

1. The Committee shall 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.
2. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.