

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF COLORADO**

In re:	)	Case No. 15-22848 SBB
	)	
Atna Resources Inc., <i>et al.</i>	)	Chapter 11
	)	
Debtors. <sup>1</sup>	)	<b>Jointly Administered Under</b>
	)	<b>Case No. 15-22848</b>

**NOTICE OF ENTRY OF INTERIM ORDER  
ESTABLISHING NOTIFICATION AND HEARING  
PROCEDURES FOR TRANSFERS OF CERTAIN EQUITY SECURITIES**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT HOLD EQUITY SECURITIES IN OR CLAIMS AGAINST ATNA RESOURCES LTD.

PLEASE TAKE NOTICE that, on November 18, 2015 (the “Petition Date”), Atna Resources Inc. and certain affiliated entities, including Atna Resources Ltd. (“Atna Canada”) (collectively, the “Debtors”), filed petitions with the Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). Subject to certain exceptions, Bankruptcy Code section 362 operates as a stay of any act to obtain possession of property of the Debtors’ estates or property from the Debtors’ estates or to exercise control over property of the Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that, on the Petition Date, the Debtors filed the *Debtors’ Motion for the Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Transfers of Certain Equity Securities* (Docket No. 22) (the “Motion”).

PLEASE TAKE FURTHER NOTICE that on November 23, 2015, the United States Bankruptcy Court for the District of Colorado (the “Bankruptcy Court”) entered the *Interim Order Establishing Notification and Hearing Procedures for Transfers of Certain Equity Securities* (Docket No. 87) (the

---

<sup>1</sup> The debtors and debtors in possession and their respective cases numbers subject to this order are: Atna Resources Inc. (15-22848), Canyon Resources Corporation (15-22849), CR Briggs Corporation (15-22850), CR Montana Corporation (15-22851), CR Kendall Corporation (15-22852), Atna Resources Ltd. (15-22853) and Horizon Wyoming Uranium, Inc. (15-22854).

“Interim Order”) approving the procedures set forth below in order to preserve the Debtors’ NOLs and Tax Attributes (each as defined below).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the following procedures shall apply to holding and trading in the Equity Securities of ATN:

a. Certain Defined Terms:

- i. A “Substantial Shareholder” is any Entity that has Beneficial Ownership of at least 10,023,855 shares of Common Stock (representing approximately 4.75% of the outstanding shares of Common Stock).
  - ii. “Beneficial Ownership” (or any variation thereof) of Equity Securities and Options to acquire Equity Securities shall be determined in accordance with applicable rules under the Internal Revenue Code section 382, the U.S. Department of Treasury Regulations (the “Treasury Regulations”) promulgated thereunder and rulings issued by the Internal Revenue Service (the “IRS”), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its wholly-owned subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (C) in certain cases, the ownership of an Option to acquire shares of Equity Securities; and
  - iii. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.
  - iv. An “Entity” is an entity as such term is defined in Treasury Regulation section 1.382-3(a)(1).
- b. Any Entity who currently is or becomes a Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** attached to the Interim Order, on or before the later of (i) 21 days after the date of the Notice of Interim Order (as defined herein) and (ii) 10 days after becoming a Substantial Shareholder. Except to the extent necessary to respond to a petition to allow consummation of a proposed transaction in Equity Services, to the extent otherwise required by law, or to the extent that the information contained therein is already public, the Debtors shall keep all Declarations of Status as a Substantial Shareholders strictly confidential and shall not disclose the contents thereof to any person; provided, however, that the Debtors may, if they wish, disclose the contents thereof to their counsel and professional financial advisors and/or the counsel and professional financial advisors to any official committee of unsecured creditors (the “Creditors Committee”) who shall themselves keep all Substantial

Shareholder Notices strictly confidential and shall not disclose the contents thereof to any other person, including a member of any Creditors Committee.

- c. Prior to effectuating any transfer of, or exchange or conversion into, shares of Equity Securities (including Options, as defined below, to acquire any such class of securities) that would result in an increase in the amount of shares beneficially owned by any Entity who is a Substantial Shareholder, that would result in an increase in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership or that would result in an Entity becoming a Substantial Shareholder such Entity or Substantial Shareholder shall file with the Court, and serve upon the Debtors, an advance written declaration of the intended transfer or disposition of Equity Securities in the form of **Exhibit 2** attached to the Interim Order (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities”), specifically and in detail describing the proposed transaction in equity Securities, to the extent otherwise required by law, or to the extent that the information contained therein is already public, the Debtors shall keep all Declarations of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities strictly confidential and shall not disclose the contents thereof to any person; provided, however, that the Debtors may, if they wish, disclose the contents thereof to their counsel and professional financial advisors and/or the counsel and professional financial advisors to any Creditors Committee who shall themselves keep all Declarations of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities strictly confidential and shall not disclose the contents thereof to any other person, including a member of any Creditors Committee.
- d. Prior to effectuating any transfer or disposition of shares of Equity Securities that would result in a decrease in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership or would result in an Entity ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer or disposition of Equity Securities in the form of **Exhibit 3** attached to the Interim Order (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer Equity Securities” and with a Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities, each, a “Declaration of Proposed Transfer”). Except to the extent necessary to respond to a petition to allow consummation of a proposed transaction in Equity Securities, to the extent otherwise required by law, or to the extent that the information contained therein is already public, the Debtors shall keep all Declarations of Proposed Transfer strictly confidential and shall not disclose the contents thereof to any person; provided, however, that the Debtors may, if they wish, disclose the contents thereof to their counsel and professional financial advisors and/or the counsel and professional financial advisors to any Creditors Committee who shall themselves keep all Declarations of Proposed Transfer strictly confidential and shall not disclose the contents thereof to any other person, including a member of any Creditors Committee.
- e. The Debtors shall have 15 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer or disposition of shares of Equity Securities described in the Declaration of Proposed

Transfer on the grounds that such transfer or disposition might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, such proposed transfer or disposition would not be effective unless such objection is withdrawn by the Debtors, as the case may be, or such proposed transfer or disposition is approved by a final order of the Court that becomes nonappealable. If the Debtors do not object within such 15-day period, such proposed transfer or disposition could proceed solely as set forth in the Declaration of Proposed Transfer. Further proposed transfers or dispositions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with any additional 15-day waiting period for each Declaration of Proposed Transfer.

- f. Effective as of the Petition Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of Beneficial Ownership of shares of Equity Securities, including Options to acquire shares of Equity Securities, in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under sections 362 and 105(a) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, upon request of any entity, Upshot Services LLP, as the duly appointed notice, claims, and balloting agent for the Debtors (the "Notice, Claims, and Balloting Agent") will provide a form of each of the required declarations described above and a copy of the Interim Order in a reasonable period of time. Copies of such declarations and the Interim Order are also available at [www.upshotservices.com/atna](http://www.upshotservices.com/atna).

**PLEASE TAKE FURTHER NOTICE THAT FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF BANKRUPTCY CODE SECTION 362.**

**PLEASE TAKE FURTHER NOTICE THAT ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES IN THE DEBTORS OR OPTION WITH RESPECT THERETO IN VIOLATION OF THE INTERIM ORDER SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.**

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: November 24, 2015

SQUIRE PATTON BOGGS (US) LLP

/s/ Stephen D. Lerner

Stephen D. Lerner (Ohio #0051284)

Squire Patton Boggs (US) LLP

221 E. Fourth Street, Suite 2900

Cincinnati, OH 45202

(513) 361-1200 (phone)

(513) 361-1201 (fax)

Stephen.lerner@squirepb.com

Admitted to District Court for District of Colorado

Nava Hazan (NY #3064409)

Squire Patton Boggs (US) LLP

30 Rockefeller Plaza, 23<sup>rd</sup> Floor

New York, NY 10112

(212) 872-9800

(212) 872-9815

Nava.hazan@squirepb.com

Admitted to District Court for District of Colorado

Aaron A. Boschee (Colorado #38675)

Squire Patton Boggs (US) LLP

1801 California Street, Suite 4900

Denver, CO 80202

(303) 830-1776 (phone)

(303) 894-9239 (fax)

Aaron.boschee@squirepb.com

**Proposed Attorneys for the Debtors and Debtors in Possession**