URANERZ ENERGY CORP.
Form 10-Q
August 11, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2014**

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________________ to ________________________

Commission file number: **001-32974**

URANERZ ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA	**98-0365605**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1701 East E Street, PO Box 50850	
Casper, Wyoming	**82605-0850**
(Address of principal executive offices)	(Zip Code)

(307) 265-8900
(Registrant s telephone number, including area code)

____
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X]   No [   ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X]   No[   ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ]	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)
Yes [ ] No[X]

Number of shares of issuer s common stock outstanding at **July31, 2014: 86,238,806**

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Item 1. Financial Statements (unaudited)

Uranerz Energy Corporation
(An Exploration Stage Company)

June 30, 2014 Index

Uranerz Energy Corporation
(An Exploration Stage Company)
Consolidated Balance Sheets
(Expressed in US dollars)

	June 30, 2014 $ (Unaudited)	December 31, 2013 $ (Audited)
ASSETS		
Current Assets		
Cash	2,930,779	11,915,676
Prepaid expenses and deposits (Note 6(a))	798,378	1,313,558
Inventory (Note 3)	749,030	
Other current assets	55,676	76,654
Total Current Assets	4,533,863	13,305,888
Debt Issuance Costs (Note 8)	266,664	307,120
Prepaid Expenses and Deposits (Note 6(a))	480,361	548,271
Mineral Property Reclamation Surety Deposits (Note 9)	2,081,039	2,081,039
Property and Equipment (Note 4)	791,961	706,447
Total Assets	8,153,888	16,948,765
LIABILITIES AND DEFICIT		
Current Liabilities		
Accounts payable	429,879	580,984
Accrued liabilities (Note 6(b))	582,326	1,674,779
Current portion of note payable (Note 8)	1,417,615	
Due to related parties (Note 7(a))	13,220	
Total Current Liabilities	2,443,040	2,255,763
Note Payable (Note 8)	18,582,385	20,000,000
Asset Retirement Obligations (Note 9)	1,816,907	1,241,481
Total Liabilities	22,842,332	23,497,244
Commitments (Notes 5 and 14)		
Subsequent Events (Note 16)		
Deficit		
Preferred Stock, 10,000,000 shares authorized, $0.001 par value; No shares issued and outstanding		
Common Stock, 750,000,000 shares authorized, $0.001 par value; 86,268,806 and 85,815,074 shares issued and outstanding, respectively	86,269	85,815
Additional Paid-in Capital	158,123,303	156,814,709

Deficit Accumulated During the Exploration Stage	(172,926,627)	(163,562,491)
Uranerz Stockholders Deficit	(14,717,055)	(6,661,967)
Non-controlling Interest	28,611	113,488
Total Deficit	(14,688,444)	(6,548,479)
Total Liabilities and Deficit	8,153,888	16,948,765

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Uranerz Energy Corporation
(An Exploration Stage Company)
Consolidated Statements of Comprehensive Loss
(Expressed in US dollars)
(Unaudited)

	Accumulated From May 26, 1999 (Date of Inception) to June 30,	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2014	2013	2014	2013
	$	$	$	$	$
Revenue					
Expenses					
Depreciation	1,342,894	55,527	52,583	106,939	108,599
Accretion of asset retirement obligation (Note 9)	167,259	14,986	19,104	36,817	37,136
Foreign exchange gain	(8,422)	(33,474)	(5,257)	(74,399)	(5,052)
General and administrative (Notes 7 and 11)	66,805,916	1,821,459	1,268,949	3,176,699	2,545,154
Mineral property expenditures (Note 5(m) and 11)	109,474,279	2,369,471	1,679,351	5,689,284	4,469,669
Total Operating Expenses	177,781,926	4,227,969	3,014,730	8,935,340	7,155,506
Operating Loss	(177,781,926)	(4,227,969)	(3,014,730)	(8,935,340)	(7,155,506)
Other Income (Expense)					
Gain on sale of investment securities	79,129				
Interest income	2,089,489	3,933	2,614	11,405	6,614
Interest expense	(1,944,295)	(307,728)	(237,106)	(615,456)	(237,106)
Other income (expense)	(112,569)	1,108		19,431	
Mineral property option payments received	152,477				

Total Other Income (Expenses)	264,231	(302,687)	(234,492)	(584,620)	(230,492)
Loss from Continuing Operations	(177,517,695)	(4,530,656)	(3,249,222)	(9,519,960)	(7,385,998)
Discontinued Operations					
Loss from discontinued operations	(28,732)				
Gain on disposal of discontinued operations	979,709				
Gain on Discontinued Operations	950,977				
Net Loss and Comprehensive Loss	(176,566,718)	(4,530,656)	(3,249,222)	(9,519,960)	(7,385,998)
Net Loss and Comprehensive Loss attributable to non-controlling interest	3,640,091	75,797	55,556	155,824	111,587
Net Loss and Comprehensive Loss Attributable to Company Stockholders	(172,926,627)	(4,454,859)	(3,193,666)	(9,364,136)	(7,274,411)
Amounts Attributable to Company Stockholders					
Loss from continuing operations	(173,877,604)	(4,454,859)	(3,193,666)	(9,364,136)	(7,274,411)
Gain on discontinued operations	950,977				
Net Loss Attributable to the Company	(172,926,627)	(4,454,859)	(3,193,666)	(9,364,136)	(7,274,411)

Net Loss Per Share Basic and Diluted	(0.05)	(0.04)	(0.11)	(0.10)
Weighted Average Number of Shares Outstanding	86,214,000	77,209,000	86,059,000	77,208,000

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Uranerz Energy Corporation
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
(Expressed in US dollars)
(Unaudited)

	Accumulated From May 26, 1999 (Date of Inception) to June 30, 2014 $	Six months Ended June 30, 2014 $	2013 $
Operating Activities			
Net loss and comprehensive loss	(176,566,718)	(9,519,960)	(7,385,998)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation	1,342,894	106,939	108,599
Accretion of asset retirement obligation	167,259	36,817	37,136
Accretion of discount on notes payable	525,461		127,780
Amortization of financing costs	338,658	40,456	86,641
Asset retirement cost	1,642,155	531,116	36,914
Equity loss on investment	74,617		
Gain on disposition of discontinued operations	(979,709)		
Gain on sale of investment securities	(79,129)		
Other expense (income)	112,569	(19,431)	
Non-cash mineral property option payment	(37,500)		
Shares issued to acquire mineral properties	19,105,000		
Warrants issued for mineral property costs	1,258,000		
Stock-based compensation	31,033,379	817,538	478,181
Changes in operating assets and liabilities:			
Prepaid expenses and deposits	(1,272,503)	583,089	211,835
Inventory	(741,537)	(741,537)	
Other current assets	(55,650)	20,979	(11,368)
Accounts payable and accrued liabilities	1,142,871	(1,243,558)	(466,291)
Due to related parties	483,979	13,220	1,342
Net Cash Used in Operating Activities	(122,505,904)	(9,374,332)	(6,775,229)
Investing Activities			
Reclamation surety deposits	(2,081,039)		
Proceeds from sale of property and equipment	20,512	20,512	
Acquisition of subsidiary, net cash paid	(48)		
Proceeds from sale of marketable securities	20,548,664		
Investment in property and equipment	(2,037,519)	(193,534)	(17,861)
Purchase of investment securities	(20,432,035)		
Disposition of subsidiary	905,092		
Net Cash Used in Investing Activities	(3,076,373)	(173,022)	(17,861)
Financing Activities			
Proceeds from notes payable	26,000,000		6,000,000
Repayment of notes payable	(6,098,414)		
Financing costs	(656,187)		(296,840)
Advances from related party	10,700		
Contributions from non-controlling interest	3,668,703	70,947	66,500

Proceeds from issuance of common stock	111,244,539	527,718	2,275
Share issuance costs	(5,656,285)	(36,208)	
Net Cash Provided by Financing Activities	128,513,056	562,457	5,771,935
Increase (Decrease) In Cash	2,930,779	(8,984,897)	(1,021,155)
Cash - Beginning of Period		11,915,676	7,016,710
Cash - End of Period	2,930,779	2,930,779	5,995,555
Non-cash Investing and Financing Activities			
Sale of 60% of subsidiary for interest in mineral property	774,216		
Investment securities received as a mineral property option payment	37,500		
Purchase of equipment with loan payable	98,414		
Stock options issued for mineral property expenditures	170,598		
Common stock issued to settle debt	744,080		
Warrants issued with notes payable	525,461		525,461
Warrants issued for mineral property costs	1,258,000		
Common stock issued for mineral property costs	19,105,000		
Supplemental Disclosures			
Interest paid	1,082,667	564,884	22,685
Income taxes paid			

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Uranerz Energy Corporation
(An Exploration Stage Company)
Consolidated Statement of Changes in Deficit
For the Six Month Period June 30, 2014
(Expressed in US dollars)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Deficit Accumulated During the Exploration Stage	Non-Controlling Interest	Total
	Shares #	Amount $	$	$	$	$
Balance, December 31, 2013	85,815,074	85,815	156,814,709	(163,562,491)	113,488	(6,548,479)
Stock-based compensation			717,638			717,638
Shares issued upon the exercise of options	268,732	269	327,449			327,718
Shares issued upon the exercise of warrants	125,000	125	199,875			200,000
Shares issued for services	60,000	60	99,840			99,900
Share issuance costs			(36,208)			(36,208)
Contribution from non-controlling interest					70,947	70,947
Net loss and comprehensive loss for the period				(9,364,136)	(155,824)	(9,519,960)
Balance, June 30, 2014	86,268,806	86,269	158,123,303	(172,926,627)	28,611	(14,688,444)

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Uranerz Energy Corporation
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
Six Months Ended June 30, 2014 and 2013
(Expressed in US dollars)
(Unaudited)

1. Nature of Operations

Uranerz Energy Corporation (the Company) was incorporated in the State of Nevada, U.S.A. on May 26, 1999. Effective July 5, 2005, the Company changed its name from Carleton Ventures Corp. to Uranerz Energy Corporation. The Company has mineral property interests in the United States.

The Company is an Exploration Stage Company, as defined by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 915, *Development Stage Entities*. The Company s principal business is the acquisition and exploitation of uranium and mineral resources.

As at June 30, 2014, the Company has working capital of $2,090,823 and cash on hand of $2,930,779. Management expects that the Company s financial position, together with the financing described in Note 16(a), will be sufficient to fund operations through 2015.

2. Summary of Significant Accounting Policies

a) Basis of Presentation

The unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the Securities and Exchange Commission (SEC) instructions for companies filing Form 10-Q. In the opinion of management, the unaudited interim consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position as of June 30, 2014, and the results of operations and cash flows for the period then ended. The financial data and other information disclosed in the notes to the interim consolidated financial statements related to this period are unaudited. The results for the three and six-month period ended June 30, 2014 are not necessarily indicative of the results to be expected for any subsequent quarter or the entire year ending December 31, 2014. The unaudited interim consolidated financial statements have been condensed pursuant to the Securities and Exchange Commission's rules and regulations and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these unaudited interim consolidated financial statements should be read in conjunction with the Company s annual audited consolidated financial statements and notes thereto for the year ended December 31, 2013, included in the Company s Annual Report on Form 10-K filed on March 14, 2014 with the SEC.

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. These consolidated financial statements include the accounts of the Company and the accounts of an unincorporated venture, Arkose Mining Venture (Arkose) in which the Company holds an 81% interest and maintains majority voting control. The Company s fiscal year-end is December 31.

b) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturities of three months or less at the time of issuance to be cash equivalents.

c) Inventory

Inventories of uranium concentrates (U3O8) are classified as in-process (solutions) and finished goods. In-process inventory represents U3O8 that has been extracted from the wellfield and captured in the Nichols Ranch processing plant. The captured U3O8 is then transferred to the toll processor where the uranium concentrate is extracted, purified and dried into yellowcake before being drummed. The U3O8 becomes finished goods inventory once it is packaged in drums. The finished goods inventory is then shipped to the conversion facility. Inventory sent and accepted at the conversion facility is available for the Company to sell to its customers.

The Company uses solution flow rates and measured concentration of U3O8 in its processing plant s ion exchange columns and assays of pregnant resin at our toll processor to calculate the amount of in-process inventory. The amount of finished goods is determined by weighing and assaying the amount of U3O8 packaged into drums at the toll processor and at the conversion facility. The amount of U3O8 in the finished goods inventory is subject to final weighing and assay adjustments at the conversion facility.

The Company values its concentrates at the lower of weighted average cost or net realizable value at the end of each reporting period. Costs include direct labor, materials and other mining and processing costs and depreciation related to production of uranium concentrate.

Uranerz Energy Corporation
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
Six Months Ended June 30, 2014 and 2013
(Expressed in US dollars)
(Unaudited)

2. Summary of Significant Accounting Policies (continued)

d) Financial Instruments/Concentrations

Financial instruments consist principally of cash and cash equivalents, mineral property reclamation security deposits, accounts payable and notes payable. Pursuant to ASC 820, *Fair Value Measurements* and Disclosures and ASC 825, *Financial Instruments* the fair value of cash equivalents is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. The reclamation deposits are deposits mainly invested in at major financial institutions and their fair value was estimated to approximate their carrying value. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective relatively short maturity dates and current market rates for similar instruments. The Company's operations and financing activities are conducted primarily in United States dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates. The Company is exposed to credit risk through its cash and cash equivalents, but mitigates this risk by keeping deposits at major financial institutions.

e) Fair Value Measurements

The Company measures its available-for-sale securities at fair value in accordance with ASC 820, *Fair Value Measurements*. ASC 820 specifies a valuation hierarchy based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s own assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1 Quoted prices for identical instruments in active markets;

Level 2 Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and

Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

As at June 30, 2014 and December 31, 2013, cash is the Company's only financial instrument that is measured at fair value on a recurring basis within Level 1 of the fair value hierarchy. The Company does not have any Level 2 or Level 3 financial instruments.

f) Mineral Property Costs

The Company is primarily engaged in the acquisition, exploration and exploitation of mineral properties with the objective of extracting minerals from these properties.

Mineral property exploration and evaluation costs are expensed as incurred. Development costs are expensed as incurred until proven and probable reserves are established. Subsequent development costs are capitalized. Costs for acquired mineral properties and mineral rights are initially capitalized when incurred, then assessed quarterly for impairment under ASC 360, *Property, Plant and Equipment*. The Company has not established proven or probable reserves on any of its mineral projects.

g) Asset Retirement Obligations

United States regulatory authorities require the Company to restore and reclaim its mine area after mining is completed. Pursuant to ASC 410, *Asset Retirement and Environmental Obligations*, the fair value of asset retirement obligations is recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. Upon initial recognition of a liability, the fair value of the liability is expensed or added to the carrying amount of the associated asset and, if capitalized, this additional carrying amount is depreciated over the life of the asset. Future reclamation and remediation costs are accrued based on management's best estimate at the end of each period of the costs expected to be incurred to remediate each project.

Estimations and assumptions used in applying the expected present value technique to determine fair values are reviewed periodically. At June 30, 2014, the Company had accrued $1,816,907 for restoration and reclamation obligations (December 31, 2013 -$1,241,481).

Estimated site restoration costs for exploration activities are accrued when incurred. Costs for environmental remediation are estimated each period by management based on current regulations, actual expenses incurred, available technology and industry standards. Any change in these estimates is included in exploration expense during the period and the actual restoration expenditures incurred are charged to the accumulated asset retirement obligation provision as the restoration work is completed. At June 30, 2014 the Company has recorded $28,590 (December 31, 2013 - $39,000) for well reclamation obligations in accrued liabilities for which work is required as part of its ongoing exploration expenses.

Uranerz Energy Corporation
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
Six Months Ended June 30, 2014 and 2013
(Expressed in US dollars)
(Unaudited)

2. Summary of Significant Accounting Policies (continued)

h) Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted ASC 740, *Income Taxes* as of its inception. Pursuant to ASC 740 the Company is required to compute tax asset benefits for net operating losses carried forward and mineral property acquisition, exploration and development costs. The potential benefits of deferred income tax assets have not been recognized in these consolidated financial statements because the Company cannot be assured that it is more likely than not to utilize the net operating losses carried forward in future years.

i) Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements.

In February 2013, the FASB issued ASU No. 2013-04, *Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date*. The amendments in ASU 2013-04 provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this Update is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this Update also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this standard are effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of the pronouncement did not have a material effect on our consolidated financial statements.

In April 2013, the FASB issued ASU No. 2013-07, *Presentation of Financial Statements (Top 205): Liquidation Basis of Accounting*. The objective of ASU No. 2013-07 is to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendments in this standard is effective prospectively for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. The adoption of the pronouncement did not have a material effect on our consolidated financial statements.

In July 2013, ASC guidance was issued related to the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss or a tax credit carryforward exists. The updated guidance requires an entity to net its unrecognized tax benefits against the deferred tax assets for all same jurisdiction net operating loss carryforward, a similar tax loss, or tax credit carryforwards. A gross presentation will be required only if such carryforwards are not available or would not be used by the entity to settle any additional income taxes resulting from disallowance of the uncertain tax position. The update is effective prospectively for the Company s fiscal year beginning January 1, 2014. The adoption of the pronouncement did not have a material effect on our consolidated financial statements.

In March 2013, ASC guidance was issued related to Foreign Currency Matters to clarify the treatment of cumulative translation adjustments when a parent sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business within a foreign entity. The updated guidance also resolves the diversity in practice for the treatment of business combinations achieved in stages in a foreign entity. The update is effective prospectively for the Company s fiscal year beginning January 1, 2014. The adoption of the pronouncement did not have a material effect on our consolidated financial statements.

In April 2014, ASC guidance was issued related to Discontinued Operations which changed the criteria for determining which disposals can be presented as discontinued operations and modified related disclosure requirements. The updated guidance requires an entity to only classify discontinued operations due to a major strategic shift or a major effect on an entity s operations in the financial statements. The updated guidance will also require additional disclosures relating to discontinued operations. The Company early adopted this guidance prospectively at the beginning of fiscal year January 1, 2014. Adoption of the new guidance did not have an impact on the consolidated financial position, results of operations or cash flows.

Uranerz Energy Corporation
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
Six Months Ended June 30, 2014 and 2013
(Expressed in US dollars)
(Unaudited)

2. Summary of Significant Accounting Policies (continued)

In June 2014, ASU guidance was issued to resolve the diversity of practice relating to the accounting for stock based performance awards that the performance target could be achieved after the employee completes the required service period. The update is effective prospectively or retrospectively beginning January 1, 2015. The Company does not expect the updated guidance to have an impact on the consolidated financial position, results of operations or cash flows.

In May 2014, ASU guidance was issued related to revenue from contracts with customers. The new standard provides a five-step approach to be applied to all contracts with customers and also requires expanded disclosures about revenue recognition. The ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods and is to be retrospectively applied. Early adoption is not permitted. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

3. Inventory

The Company s inventory consists of the following:

	As at As at June 30, 2014 $	As at As at December 31, 2013 $
In-process	341,332	
Finished goods	407,698	
	749,030	

4. Property and Equipment

	Cost $	Accumulated Depreciation $	June 30, 2014 Net Carrying Value $	December 31, 2013 Net Carrying Value $
Computers and office equipment	363,037	264,014	99,023	103,024
Field equipment	1,693,947	1,001,009	692,938	603,423
	2,056,984	1,265,023	791,961	706,447

5. Mineral Properties

a) On November 18, 2005, the Company entered into an agreement to acquire a 100% interest in 10 mining claims located in the Powder River Basin area, Wyoming, in consideration of advanced royalty payment of $250,000. The amounts were paid in installments and completed by January 2007. These mining claims are mainly located on the Nichols Ranch ISR Uranium Project and subject to a varying royalty interest indexed to the sales price of uranium.

b) On December 9, 2005, the Company entered into an option agreement to acquire a 100% interest in 44 mining claims within six mineral properties located in the Powder River Basin area, Wyoming. As at December 31, 2007 all requirements of this option agreement were satisfied and a deed for the 44 claims was received. A royalty fee of between 6% - 8% is payable for uranium extracted, based on the uranium spot price at the time of extraction and delivery.

c) On February 1, 2007, the Company acquired three mineral properties consisting of 138 unpatented lode mining claims located in Campbell County, Wyoming for a total purchase price of $3,120,000.

Uranerz Energy Corporation
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
Six Months Ended June 30, 2014 and 2013
(Expressed in US dollars)
(Unaudited)

5. Mineral Properties (continued)

d) On January 15, 2008, the Company acquired an undivided eighty-one percent (81%) interest in approximately 82,000 acres (33,100 hectares) of mineral properties located in the central Powder River Basin of Wyoming, and entered into a venture agreement (the Arkose Mining Venture) with the vendor pursuant to which the Company will explore the properties.

e) On August 20, 2008, the Company leased 891 acres of mineral properties near the Company s Nichols Ranch project area in Wyoming for an advance royalty payment of $22,275.

f) On August 20, 2008, the Company, on behalf of the Arkose Mining Venture, leased 6,073 acres of mineral properties within Arkose s area of interest in Wyoming for an advance royalty payment of $151,828.

g) On September 18, 2008, the Company leased 984 acres of mineral properties within the Company s North Reno Creek project area in Wyoming. Refer to Note 14(b).

h) On December 3, 2008, the Company, on behalf of the Arkose Mining Venture, leased 1,680 acres of mineral properties within Arkose s area of interest in Wyoming for a five year advance royalty payment of $83,993.

i) On July 7, 2009, the Company, on behalf of the Arkose Mining Venture, leased 320 acres of mineral properties within the Arkose area of interest in Wyoming.

j) On January 26, 2010, the Company acquired Geological Data on the North Reno Creek uranium prospect located in Campbell County, Wyoming for a total purchase price of $600,000.

k) On August 13, 2010, the Company acquired Geological Data on the Powder River Basin, Wyoming by issuing warrants with a fair value of $1,258,000 to purchase 2,000,000 common shares of the Company at an exercise price of $3.00 per share.

l) On July 19, 2011, the Company received its Materials License from the Nuclear Regulatory Commission which allowed it to proceed with construction of its Nichols Ranch ISR Uranium Project in Wyoming.

m) During the six months ended June 30, 2014, mineral property expenditures totaling $5,689,284 (2013 - $4,469,669) were expensed, including $4,915,515 (2013 $3,991,661) of wellfield and construction costs related to our Nichols Ranch ISR Uranium Project.

	June 30, 2014 $	December 31, 2013 $
Exploration costs		7,635

Insurance	222,711	254,122
Investor relations	8,462	59,232
Lease costs	102,509	392,884
Reclamation bonding	96,870	195,558
Current portion power supply advance	8,083	
Surface use and damage costs	204,877	309,054
Deposits	76,800	76,800
Listing fees	33,344	
Other	44,722	18,273
Current prepaid expenses and deposits	798,378	1,313,558
Deposits	29,892	29,892
Power supply advance	182,773	195,727
Surface use and damage costs	267,696	322,652
Non-current prepaid expenses and deposits	480,361	548,271

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6. Balance Sheet Details (continued)

b) The components of accrued liabilities are as follows:

	June 30, 2014 $	December 31, 2013 $
Mineral exploration expenses (Note 14(f))	238,532	703,192
Employee costs	241,309	219,580
Executive and employee compensation		604,000
Insurance fees		7,723
Professional fees		54,060
Reclamation costs (Note 9)	28,590	39,000
Taxes and royalties	73,895	
Other		47,224
Total accrued liabilities	582,326	1,674,779

7. Related Party Transactions / Balances

a) During the six months ended June 30, 2014, the Company incurred $425,836 (2013 - $345,116) for consulting services (included in general and administrative expenses) provided by Officers. Other general and administrative expenses were reimbursed in the normal course of business. At June 30, 2014, consulting services and expenditures incurred on behalf of the Company of $13,220 (December 31, 2013 - $Nil) are owed to these Officers, and these amounts are unsecured, non-interest bearing, and due on demand.

b) During the six months ended June 30, 2014, the Company paid fees of $79,650 (2013 - $62,250) to non-executive Directors of the Company for their services as Directors. Other general and administrative expenses were reimbursed to the directors in the normal course of business.

c) During the six months ended June 30, 2014, the Company paid $322,500 (2013 - $Nil) for bonuses (included in prior year s general and administrative expenses) to related party Officers.

Year Ended:		
December 31, 2014	$	Nil
December 31, 2015		2,876,280
December 31, 2016		3,045,266
December 31, 2017		3,224,181
December 31, 2018		3,413,608
December 31, 2019		3,614,163
December 31, 2020		3,826,502

Total		20,000,000
Less: current portion		(1,417,615)
Long-term portion	$	18,582,385

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9. Asset Retirement Obligations

The following summary sets forth the annual changes to the Company s asset retirement obligation relating to the Company s Nichols Ranch ISR Uranium Project in Wyoming:

Balance at December 31, 2013	$	1,241,481
Liabilities incurred		531,116
Accretion expense		44,310
Balance at June 30, 2014	$	1,816,907

The current portion of reclamation and remediation liabilities of $28,590 and $39,000 at June 30, 2014 and December 31, 2013, respectively, are included in accrued liabilities (see Note 6(b)).

In 2008 the Company provided a bond in the amount of $622,500 to the State of Wyoming, Department of Environmental Quality or the Secretary of the Interior, United States Government. The bond is in lieu of depositing cash to guarantee reclamation of exploration drill holes in the Arkose Mining Venture and surety was provided by an insurance company. The bond applies to 250 drill holes on a revolving basis. To date, the Company, including the Arkose Mining Venture, has a 100% record of completing reclamation without recourse to security provided.

In December 2010, the Company provided a $1,700,000 cash security to support a bond in the amount of $6,800,000 to the State of Wyoming, Department of Environmental Quality or the Secretary of the Interior, United States Government. The bond is in lieu of depositing cash to guarantee mine reclamation and surety was provided by an insurance company. The bond applies to the first year s operation of the Company s Nichols Ranch ISR Uranium Project. This amount together with other surety deposits of $381,039 have been classified as mineral property reclamation surety deposits.

10. Common Stock

a) During the six months ended June 30, 2014, the Company issued 268,732 shares of common stock, pursuant to the exercise of stock options, for proceeds of $327,718.

Month	Shares Issued	Proceeds $
January	22,000	24,580
February	67,700	90,041
March	60,000	78,110
April	35,032	44,912
May	84,000	90,075
June		
Total	268,732	327,718

b)

On March 14, 2014, the Company issued 125,000 shares of common stock, pursuant to the exercise of warrants, for proceeds of $200,000.

c) On March 20, 2014, the Company issued 30,000 shares of common stock with a fair value of $51,000 to a consultant for consulting services. During the six months ended June 30, 2014, the Company recorded the fair value of the shares as general and administrative expenses.

d) On May 29, 2014, the Company issued 30,000 shares of common stock with a fair value of $48,900 to a consultant for consulting services. During the six months ended June 30, 2014, the Company recorded the fair value of the shares as general and administrative expenses.

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11. Stock-based Compensation

The Company adopted a Stock Option Plan dated November 7, 2005 under which the Company is authorized to grant stock options to acquire up to a total of 10,000,000 shares of common stock. No options shall be issued under the Stock Option Plan at a price per share less than the defined Market Price. On June 11, 2008, the Company modified the Stock Option Plan to define Market Price as the volume weighted average trading price of the Company s common shares for the five trading days before the date of grant on the Toronto Stock Exchange or American Stock Exchange, now the NYSE MKT, whichever has the greater trading volume. On June 15, 2011, the Company amended the 2005 Non-Qualified Stock Option Plan to increase the number of shares authorized for issuance under the plan from 10,000,000 to 30,000,000 and extend the plan termination date for an additional 10 years.

During the six months ended June 30, 2014, the Company granted the following options:

7,500 stock options at an exercise price of $1.52 per share for 10 years that vest 40% on the date of grant, 30% on the first anniversary of the grant date and 30% on the second anniversary of the grant date,
30,000 stock options at an exercise price of $1.36 per share for 10 years that vest 40% on August 27, 2014, 30% on the first anniversary of the grant date and 30% on the second anniversary of the grant date and
49,000 stock options at an exercise price of $1.36 for 1.5 years that vest immediately.

During the six months ended June 30, 2014, the Company recorded stock-based compensation for the vested portion of the options of $19,555 as general and administrative expense and $9,160, as mineral property expenditures.

On February 15, 2014 Executive Officers and Directors forfeited 1,814,000 stock options with an average exercise price of $ 3.43, resulting in a decrease in the number of options outstanding and an increase in the amount of options available for future grants.

During the six months ended June 30, 2014, the Company recorded stock-based compensation for the vesting of previously granted stock options of $461,244 as general and administrative expense and $102,940 as mineral property expenditures. During the six month period ended June 30, 2013, the Company recorded $478,181 of stock-based compensation for the vesting of previously granted stock options. At June 30, 2014, the Company had 17,722,860 shares of common stock available to be issued under the Stock Option Plan.

The weighted average grant date fair value of stock options granted during the six month period ended June 30, 2014 was $0.75, per share. The total intrinsic value of stock options exercised during the six months ended June 30, 2014 and 2013, was $116,248, and $2,380 respectively. During the six months ended June 30, 2014, the Company modified the terms of 587,500 outstanding options held by a former employee and a consultant of the Company. The options were set to expire and the Company extended the expiration date to December 31, 2015. The weighted average grant date fair value of the modified stock options was $0.20 and the Company recognized an additional $124,739 stock-based compensation expense which is included in general and administrative expense related to the modification of these options.

The fair value of stock options granted was calculated using the Black-Scholes option-pricing model based on the following assumptions:

Risk-Free Interest Rate: Based on the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equivalent to the expected term of the options being valued.

Dividend Yield: Based on the projection of future stock prices and dividends expected to be paid.

Expected Term: Represents the period of time that stock options are expected to be outstanding based on historic exercise behavior.

Expected Volatility: Based on the Company's historical stock prices for a period of time equal to the expected term of the award.

The weighted average assumptions used for each of the six months ended June 30, are as follows:

	2014	2013
Expected dividend yield	0%	
Risk-free interest rate	1.32%	
Expected volatility	74%	
Expected option life (in years)	5.18	

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11. Stock-based Compensation (continued)

The following table summarizes the continuity of the Company s stock options:

	Number of Options	Weighted Average Exercise Price $	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value $
Outstanding, December 31, 2013	11,245,380	2.07		
Granted	86,500	1.37		
Forfeited	(1,814,000)	3.43		
Exercised	(268,732)	1.22		
Expired	(987,500)	2.58		
Outstanding, June 30, 2014	8,261,648	1.73	5.68	1,517,809
Exercisable, June 30, 2014	6,510,998	1.87	4.98	1,031,905

A summary of the changes of the Company s non-vested stock options is presented below:

Non-vested stock options	Number of Options	Weighted Average Grant Date Fair Value $
Non-vested at December 31, 2013	1,842,150	1.07
Granted	86,500	0.75
Vested	(52,000)	0.45
Expired	(126,000)	1.06
Non-vested at June 30, 2014	1,750,650	1.07

As at June 30, 2014, there was $1,008,216 of unrecognized compensation cost related to non-vested stock option agreements. This cost is expected to be recognized over a weighted average period of 1.07 years.

12. Stock Purchase Warrants

a) In September, 2013, as a component of a public offering of Units, the Company issued 4,275,000 common share purchase warrants, exercisable for $1.60 per share during the thirty month period ending March 5, 2016. The Company has the right to accelerate the expiry date of the warrants in the event that the underlying common shares trade at a closing price on the NYSE market of greater than $2.75 per share for a period of 20 consecutive trading days. As at June 30, 2014, 125,000 warrants have been exercised.

b) In June, 2013 as additional consideration for a loan, the Company issued non-transferable common stock purchase warrants entitling the holders to purchase from the Company 1,600,000 common shares at an exercise price of $1.60 per share, of which 1,200,000 warrants were immediately exercisable and 400,000 additional warrants exercisable only if the Notes remain outstanding after August 15, 2013. The loan was repaid in December 2013. The warrants expire 30 months from the date of issue, subject to an acceleration option exercisable by the Company in the event that the Company s common shares trade at a closing price on the NYSE MKT of greater than $2.75 per share for 20 consecutive trading days. No warrants have been exercised as at June 30, 2014.

c) On August 13, 2010, the Company issued warrants to purchase 2,000,000 shares of common stock to a third party in exchange for the acquisition of intellectual property related to certain uranium prospects. Each warrant entitles the holder to acquire one common share of the Company for $3.00. The warrants expired June 30, 2014. (Refer to Note 5(k)).

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12. Stock Purchase Warrants (continued)

A summary of the changes in the Company s common share purchase warrants is presented below:

	Number	Weighted Average Exercise Price $
Balance December 31, 2013	7,875,000	1.96
Expired	(2,000,000)	3.00
Exercised	(125,000)	1.60
Balance June 30, 2014	5,750,000	1.60

As at June 30, 2014, the following common share purchase warrants were outstanding and exercisable:

Number of Warrants	Exercise Price $	Expiry Date
1,600,000	1.60	December 5, 2015
4,150,000	1.60	March 5, 2016

13. Shareholder Rights Plan

The Company has adopted a Shareholder Rights Plan (the "Plan") effective August 25, 2010 and reconfirmed it on July 10, 2013. The Plan confers one right per share to shareholders (a "Right") for each of the Company s outstanding shares of common stock, as at August 25, 2010 and for shares of common stock issued thereafter. Each Right will be evidenced by the Company's shares of common stock and will trade with the Company's shares of common stock. Under the terms of the Plan, the Rights separate and become exercisable upon a flip-in event : A flip-in event occurs if a person or group acquires 20% or more of the Company's common stock other than through a take-over bid which meets certain requirements, among them that the take-over bid offer be extended to all shareholders, that it remain open for 60 days, and that it receive approval of not less than 50% of independent shareholders. If a flip-in event occurs as described in the Plan, the Rights entitle the holder of each Right to purchase, for $8.75 per share (the exercise price), that number of shares of common stock of the Company which has a market value of twice the exercise price, subject to certain adjustments as provided under the Plan. The Plan is effective for a three-year period, until the close of the Company s 2016 Annual General Meeting.

14. Commitments

a) The Company has employment or consulting services agreements with each of its executive officers. Officers with contracts for services have notice requirements following a change in control of the Company and those requirements include a payment in lieu of notice and a termination payment.

b) On September 18, 2008, the Company signed two mining lease agreements which require ten annual payments of $75,000. As at June 30, 2014, the first five annual payments have been made. Refer to Note 5(g).

c) Refer to Note 9 for commitments pertaining to mineral property reclamation surety deposits.

d) On May 7, 2013, the Company signed an office premises lease for a period of three years commencing September 1, 2013. Rent is approximately $51,700 (Cdn$55,000) per annum.

e) On January 22, 2014 the Company renewed an office lease for a primary term of two years, beginning the 1st day of February, 2014 and ending on the 31st day of January, 2016. Rent consideration is $142,010 per annum. The lease agreement may be renewed for two additional years.

f) The Company is party to a processing agreement under which it is committed to minimum annual payments of $450,000 for each of the years 2013, 2014 and 2015. The 2013 liability of $450,000 was paid in January, 2014. Refer to Note 6(b).

g) The Company is committed under two sales agreements to supply triuranium octoxide (U_3O_8) over a four or five year period. One sales agreement has defined pricing each year and the second agreement has pricing which contains spot market referenced prices to set the sales price, with a floor and ceiling.

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14. Commitments (continued)

h) In 2013 the Company signed a third sales agreement to supply triuranium octoxide (U3O8) over a five year period commencing in 2016. The agreement has pricing which contains a base with an escalation factor.

i) At June 30, 2014 the Company has operational and construction purchase orders outstanding for approximately $240,000.

15. Segment Disclosures

The Company currently operates in a single reportable segment involving uranium exploration, extraction and processing.

Factors used to identify the Company s reportable segments include the organizational structure of the Company and the financial information available for evaluation by the chief operating decision-maker in making decisions about how to allocate resources and assess performance. The Company operates in one geographical area, the United States.

The Chief Executive Officer is the Company s Chief Operating Decision Maker (CODM) as defined by ASC 280, Segment Reporting. The CODM allocates resources and assesses the performance of the Company based on the results of operations.

16. Subsequent Events

a) On July 25, 2014 the Company issued 9,600,000 units of the Company at a price per unit of $1.25 for gross proceeds of $12,000,000 before offering costs of approximately $1,035,000. Each Unit was comprised of one share of the Company's common stock, and one half of one common share purchase warrant, with each whole warrant exercisable to purchase one additional share of the Company's common stock for a period of 30 months following the closing of the offering at an exercise price of $1.60, subject to acceleration provisions.

b) On July 17, 2014, based upon an earlier analysis, the Company decided to reduce acreage leased by the Arkose Mining Venture reducing annual holding costs by approximately $138,000.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking-statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern our anticipated results and developments in our operations in future periods, planned exploration and, if warranted, development of our properties, plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as believes , expects or does not expect , is expected , anticipates or does not anticipate , plans , estima or stating that certain actions, events or results : may , could , would , might or will be taken, occur or be achiev not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- risks related to our limited operating history;
- risks related to the probability that our properties contain reserves;
- risks related to our past losses and expected losses in the near future;
- risks related to our need for qualified personnel for exploring for, starting and operating a mine;
- risks related to our lack of known reserves;
- risks related to the fluctuation of uranium prices;
- risks related to demand for uranium;
- risks related to environmental laws and regulations and environmental risks;
- risks related to using our in-situ recovery mining process;
- risks related to exploration and, if warranted, development of our properties;
- risks related to our ability to acquire necessary mining licenses or permits;
- risks related to our ability to make property payment obligations;
- risks related to our ability to obtain financing when required;
- risks related to the competitive nature of the mining industry;
- risks related to our dependence on key personnel;
- risks related to requirements for new personnel;
- risks related to securities regulations;
- risks related to stock price and volume volatility;
- risks related to dilution;
- risks related to our lack of dividends;
- risks related to our ability to access capital markets;
- risks related to security of our cash and investments;
- risks related to our issuance of additional shares of common stock;
- risks related to acquisition and integration issues;
- risks related to defects in title to our mineral properties; and
- risk related to our outstanding notes.

This list is not exhaustive of the factors that may affect our forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under the section titled "Risk Factors contained in our annual report on Form 10-K for the year ended December 31, 2013 and filed with the Securities and Exchange Commission (the SEC) on March 14, 2014 and as described below in this Quarterly Report under the heading “Risk Factors”. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as required by law.

General

We are a U.S.-based uranium company focused on exploration and in-situ recovery ("ISR") of uranium. ISR is a mining process that uses a "leaching solution" to dissolve uranium from sandstone uranium deposits; it is the generally accepted extraction technology used in the Powder River Basin area of Wyoming. We control a large strategic land position in the central Powder River Basin. Our management team has specialized expertise in the ISR uranium mining method, and has a record of licensing, constructing, and operating ISR uranium projects. On April 15, 2014 we started commissioning our first mining Unit at the Nichols Ranch ISR Uranium Project, with the startup of our new processing facility and the introduction of water through injection and production wells. Subsequently, through May, we honed plant functionality and commenced adding oxygen to start extracting uranium from underground. In June, 2014 additional chemicals were added to enhance the capture of uranium in solution (i.e. production). A small quantity was transported to Cameco Resources' Smith Ranch uranium processing facilities for final processing into dried and drummed uranium concentrates pursuant to a toll processing agreement between the two companies. Initial sales will not be completed until late in the third quarter of 2014. The Nichols Ranch ISR Uranium Project is licensed for a recovery level of up to two million pounds of uranium per year with initial annual recovery dependent upon the extraction efficiency in our first wellfield and market factors. The project will also serve as a platform to advance our other Powder River Basin properties with potential enhanced economics for adjacent and satellite projects.

Exploration activities are being deferred while we concentrate on mining, and until the market for uranium improves. Our property holdings, all in the Powder River Basin, have not changed since December 31, 2013. At June 30, 2014 they include:

- 100% owned properties totaling 20,121 acres; and
- 81% interest in Arkose Mining Venture properties totaling 59,107 acres.

We continue to look for more prospective lands amenable to ISR mining and as a result may locate, purchase or lease additional unpatented lode mining claims; and/or purchase or lease additional fee mineral (private) lands during the next twelve months, however there is no assurance any additional properties will be acquired.

Information regarding the location of and access to our Wyoming properties, together with the history of operations, present condition and geology of each of our significant properties, is presented in Item 2 of our Annual Report on Form 10-K for the year ended December 31, 2013 under the heading "Description of Properties", previously filed with the SEC on March 14, 2014. None of our projects have proven or probable reserves as defined in the SEC's Industry Guide 7 and our operations at our projects and properties are, therefore, deemed exploratory in nature under Industry Guide 7 standards.

During this quarter we have commissioned, and subsequently brought into production, our Nichols Ranch ISR Uranium Project putting four header houses online.

Concurrently, we completed the US Nuclear Regulatory Commission ("NRC") environmental permit and license applications for the Jane Dough Unit, which is 84% controlled by Uranerz and located adjacent to the area currently being developed at the Nichols Ranch Unit and will share its infrastructure. This will provide us with the option to revise our plan of operations to bring our Jane Dough Unit into recovery operations before the Hank Unit of our Nichols Ranch ISR Uranium Project; Jane Dough fluids can be delivered to our Nichols Ranch Unit processing facility by pipeline, thus eliminating the need to build a satellite processing facility. Jane Dough includes the Doughstick, South Doughstick and North Jane properties. Additional Units may be added as we assess our geological data. Other strategies are also being considered for Hank, possibly in concert with other properties. We may continue the exploration and, if warranted, assess the potential future development and strategic use of our other Wyoming Powder River Basin properties.

During the second quarter of 2014 we:

- completed construction of our processing facility;
- commissioned injection and recovery wells for Nichols Ranch Production Area #1;
- conducted staff training for safety and operations;
- obtained NRC startup approvals;
- completed and submitted permit applications for the Jane Dough Unit; and
- commenced production of uranium concentrates.

Financial Position

The Company's overall financial position is disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on March 14, 2014 and the unaudited consolidated Financial Statements at June 30, 2014 as provided herein under the section heading "Financial Statements" above.

Liquidity and Capital Resources

We are carrying out an exploration, environmental and uranium recovery program in 2014 as reported in our Annual Report. This plan anticipated completion of the processing facility, deep disposal wells and initial wellfield of our Nichols Ranch Unit, with recovery commencing shortly thereafter. Startup was delayed approximately three months to accommodate a technical amendment to our NRC license, which was completed on April 15, 2014. Mineral property acquisitions, dependent upon opportunities that may arise, may also be pursued in 2014.

Our limited mining operation, following a commissioning period, produced approximately 20,000 pounds of U308, one-half of which was in process at June 30, 2014. There were no sales in the quarter.

During the three months ended June 30, 2014 operational expenditures, excluding inventory costs of $749,030, incurred were $4,227,969. These expenditures include mine construction costs incurred for the Nichols Ranch project totaling $1,965,480, all of which have been expensed in accordance with the Company’s status as an “exploration stage company” pursuant to the SEC’s Industry Guide 7.

At June 30, 2014 we had cash of $2,930,779 and working capital of $2,090,823, as compared to cash of $11,915,676 and working capital of $11,050,125 as at December 31, 2013. Our cash is invested in bank savings accounts and is available on demand.

Net cash used in operating activities was $9,374,332 for the six months ended June 30, 2014, compared to $6,775,229 for the corresponding period in 2013, increased by standby, commissioning and start-up expenses. Net cash used to purchase property and equipment was $193,534 for the six months ended June 30, 2014, compared to $17,861 used in the corresponding period in 2013.

Net cash provided by financing activities amounted to $562,457 for the six months ended June 30, 2014, primarily proceeds from stock options exercised, compared to $5,771,935 provided in the corresponding period in 2013 when $6,000,000 of notes payable financing was concluded.

During the twelve-month period following the date of this quarterly report, we anticipate that we will begin to generate a modest amount of revenue. The Nichols Ranch ISR Uranium Project processing facility is complete and the Production Area #1 wellfield has four operating header houses. Additional expenditures for operations and wellfield expansion in 2014 will be paid from cash on hand, operations and from the July 2014 financing. We currently have sufficient working capital to fund our planned activities for the next twelve months. We may obtain new financing to fund additional exploration and property acquisitions, if we so choose.

To date, our primary source of funds has been equity financings and a loan via the state of Wyoming, and this trend is expected to continue together with recovery operations. Our operational and exploration plans will be continually evaluated and modified as markets, exploration and environmental results become available. General and administrative expenses, planning and environmental expenses are incurred throughout the year; most of our exploration expenditures are incurred during the drilling period of March through November. Modifications to our plans will be based on many factors including results of operations, exploration, assessment of data, weather conditions, exploration costs, the price of uranium, and available capital.

We anticipate that any additional financing may be in the form of equity financing from the sale of our common stock and the exercise of share purchase options and warrants and/or debt, depending on capital markets. We cannot provide assurance that additional financing will be available to us in amounts sufficient to meet our needs or on terms acceptable to us, if at all. In July 2014 we filed a new Form S-3 "shelf registration statement", in the amount of $100 million which was drawn upon by our July 2014 equity issuance.

Our cash has not been devalued by disruptions in the financial marketplace as it is held in low risk savings accounts in a Canadian Chartered Bank. Rates of return, however, are at historic lows. Management and the board of directors periodically meet to review the status of our investments and determine investment strategies, taking into account current market conditions and the short and long term capital needs of the Company.

Results of Operations

Three-month period ended June 30, 2014 compared to three-month period ended June 30, 2013

Revenue and Operating Expenses

We have not earned any revenues to date and we anticipate that we will generate revenues from the sale of uranium concentrates during the twelve-month period following the date of this quarterly report.

We incurred total operating expenses of approximately $4,227,969 for the three-month period ended June 30, 2014, as compared to $3,014,730 for the corresponding period in 2013. The increase of operating expenses in the amount of $1,213,239 was primarily attributable to an increase in mineral property expenses of $690,120 and general and administrative expenses.

Our interest expense for the three-month period ended June 30, 2014 was $307,728, as compared to $237,106 for the corresponding period in 2013. Our interest income was $3,933 for the three-month period ended June 30, 2014 compared to $2,614 in 2013 when cash balances were lower. The interest expense in 2014 is related to our Note payable, issued in December 2013.

Net loss for the three-month period ended June 30, 2014 was approximately $4,454,859, as compared to approximately $3,193,666 for the corresponding period in 2013. The increase in net loss was primarily attributable to the increase in operating expenses resulting from an increase in mineral property expenses and general and administrative expenses.

Six-month period ended June 30, 2014 compared to six-month period ended June 30, 2013

We incurred total operating expenses of approximately $8,935,340 for the six-month period ended June 30, 2014, as compared to $7,155,506 for the corresponding period in 2013. The increase of operating expenses in the amount of $1,779,834 was primarily attributable to a $1,219,615 increase in mineral property expenditures and a $631,545 increase in general and administrative expenses. Mineral property expenses include Nichols Ranch project costs totaling $4,915,515 for the six-month period ended June 30, 2014, as compared to $3,991,661 for the corresponding period in 2013.

Our interest expense for the six-month period ended June 30, 2014 was $615,456, as compared to $237,106 for the corresponding period in 2013. Our interest income of $11,405 for the six-month period ended June 30, 2014 was higher than the $6,614 in 2013 when cash balances were lower. The interest expense is related to our Notes payable, issued in 2013.

Net loss for the six-month period ended June 30, 2014 was approximately $9,364,136, as compared to approximately $7,274,411 for the corresponding period in 2013, an increase of $2,089,725. The net loss was affected by the increase of operating expenses and interest described above.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders except as disclosed in the unaudited Financial Statements at June 30, 2014. The Company has had no material changes to its off-balance sheet arrangements as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on March 14, 2014 and the unaudited Financial Statements at June 30, 2014 as provided herein under the section heading "Financial Statements" above.

Critical Accounting Policies

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

We believe the following critical accounting policies require us to make significant judgments and estimates in the preparation of our consolidated financial statements.

Mineral Property Costs

The Company is primarily engaged in the acquisition, exploration and exploitation of mineral properties with the objective of extracting minerals from these properties.

Mineral property exploration and evaluation costs are expensed as incurred. Development costs are expensed as incurred until proven and probable reserves are established. Subsequent development costs are capitalized. Costs for acquired mineral properties and mineral rights are initially capitalized when incurred, then assessed quarterly for impairment under ASC 360, *Property, Plant and Equipment*. The Company has not established proven or probable reserves on any of its mineral projects.

Inventory

Inventories of uranium concentrates are recorded in-process (solutions) and finished goods. The Company values its concentrates at the lower of cost or net realizable value at the end of each reporting period. Costs include direct labor, materials and other mining and processing costs and depreciation related to production of uranium concentrate.

Inventories are charged to cost of sales using the average costing method.

Asset Retirement Obligations

United States regulatory authorities require the Company to restore and reclaim its mine area after mining is completed. Pursuant to ASC 410, *Asset Retirement and Environmental Obligations*, the fair value of asset retirement obligation is recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. Upon initial recognition of a liability, the fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. Future reclamation and remediation costs are accrued based on management's best estimate at the end of each period of the costs expected to be incurred at each project.

Estimations and assumptions involved in using the expected present value technique to determine fair values are reviewed periodically.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock Based Compensation*, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company’s stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company’s expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviours. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

Options granted to consultants are valued based at the fair value of the service received by the Company unless the amount is not readily determinable, in which case they are valued using the Black-Scholes model.

Contractual Obligations

The Company has had no material changes to its contractual obligations as disclosed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 14, 2014 and the unaudited Financial Statements at June 30, 2014 as provided herein under the section heading "Financial Statements" above.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our operations are not yet exposed to risks associated with commodity prices, interest rates and credit. Commodity price risk is defined as the potential loss that we may incur as a result of changes in the market value of uranium. Interest rate risk results from our debt and equity instruments that we issue to provide financing and liquidity for our business. Credit risk would arise from the extension of credit throughout all aspects of our business but is not yet significant. Industry-wide risks can, however, affect our general ability to finance exploration, and development of exploitable resources; such effects are not predictable or quantifiable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Company's management, including its Chief Executive Officer ("CEO"), Glenn Catchpole, and Chief Financial Officer ("CFO"), Benjamin Leboe, of the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Rule 13a- 15(e) and Rule 15d- 15(e) under the Exchange Act). Based on that evaluation, the CEO and the CFO have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective in ensuring that: (i) information required to be disclosed by the Company in reports that it files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms; and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our CEO and CFO, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During our most recently completed fiscal quarter ended June 30, 2014, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, the registrant's principal executive and principal financial officers, or persons performing similar functions, and effected by the registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

(a) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and

(c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant's assets that could have a material effect on the financial statements.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We currently are not a party to any material legal proceedings and, to our knowledge, no such proceedings are threatened or contemplated.

Item 1A. Risk Factors

There have been no material changes from the risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on March 14, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On May 29, 2014, the Company issued 30,000 shares of common stock with a fair value of $48,900 to a consultant for consulting services. The shares of common stock were issued pursuant to Section 4(a) (2) of the United States Securities Act of 1933, as amended, in reliance on certain representations of the consultant.

Item 3. Defaults Upon Senior Securities

None.

Item 4.

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States, and that is subject to regulation by the Federal Mine Safety and Health Administration under the Mine Safety and Health Act of 1977 ("Mine Safety Act"), are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the quarter ended June 30, 2014, the Company's mineral properties were not subject to regulation by the Federal Mine Safety and Health Administration under the Mine Safety Act.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are attached to this Quarterly Report on Form 10-Q:

Exhibit Number	Description
3.1	Articles of Incorporation (1)
3.2	Bylaws, as amended (1)
3.3	Articles of Amendment filed July 5, 2005 (2)
3.4	Articles of Amendment filed August 8, 2008(3)
3.5	Articles of Amendment filed July 8, 2009(4)
3.6	Articles of Amendment filed August 8, 2011(5)
10.1	Form of Change in Control Severance Agreement(6)
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act
32.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Extension Schema
101.CAL *	XBRL Taxonomy Extension Calculations
101.DEF *	XBRL Taxonomy Extension Definitions
101.LAB *	XBRL Taxonomy Extension Labels
101.PRE *	XBRL Taxonomy Extension Presentation

(1) Previously filed as an exhibit to the Registrant s Form SB-2 filed March 15, 2002
(2) Previously filed as an exhibit to the Registrant s Annual Report on Form 10-KSB filed April 14, 2006
(3) Previously filed as an exhibit to the Registrant s Quarterly Report on Form 10-Q filed August 11, 2008
(4) Previously filed as an exhibit to the Registrant s Form S-3 filed July 9, 2009
(5) Previously filed as an exhibit to the Registrant s Form 8-K, filed August 12, 2011
(6) Previously filed as an exhibit to the Registrant s Form 8-K, filed on May 6, 2014
*Filed Herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

URANERZ ENERGY CORPORATION

By: /s/ Benjamin Leboe	By: /s/ Glenn Catchpole
Benjamin Leboe, Senior Vice President Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	Glenn Catchpole, Chief Executive Officer, Director (Principal Executive Officer)
Date: August 8, 2014	Date: August 8, 2014