

UR-ENERGY INC  
Form 10-Q  
May 04, 2018  
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United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2018

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

FOR THE TRANSITION PERIOD OF \_\_\_\_\_ TO \_\_\_\_\_.

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Commission File Number: 001-33905

UR-ENERGY INC.

(Exact name of registrant as specified in its charter)

Canada  
State or other jurisdiction of incorporation or organization

Not Applicable  
(I.R.S. Employer Identification No.)

10758 West Centennial Road, Suite 200  
Littleton, Colorado 80127  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 720-981-4588

Indicate by check mark whether the registrant (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 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 No

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

Large accelerated filer  
company

Accelerated filer

Non-accelerated filer

Smaller reporting

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes    No

As of May 3, 2018, there were 146,715,824 shares of the registrant's no par value Common Shares ("Common Shares"), the registrant's only outstanding class of voting securities, outstanding.

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UR-ENERGY INC.

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When we use the terms “Ur-Energy,” “we,” “us,” or “our,” or the “Company” we are referring to Ur-Energy Inc. and its subsidiaries, unless the context otherwise requires. Throughout this document we make statements that are classified as “forward-looking.” Please refer to the “Cautionary Statement Regarding Forward-Looking Statements” section below for an explanation of these types of assertions.

Cautionary Statement Regarding Forward-Looking Information

This report on Form 10-Q contains "forward-looking statements" within the meaning of applicable United States (“U.S.”) and Canadian securities laws, and these forward-looking statements can be identified by the use of words such as "expect," "anticipate," "estimate," "believe," "may," "potential," "intends," "plans" and other similar expressions or statements that an action, event or result "may," "could" or "should" be taken, occur or be achieved, or the negative thereof or other similar statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by these forward-looking statements. Such statements include, but are not limited to: (i) the ability to maintain controlled, steady-state operations at Lost Creek; (ii) anticipated production of Lost Creek for 2018 and timing for bringing on the additional header house in Mine Unit 2; (iii) the timing and outcome of permitting and regulatory approvals of the amendment for uranium recovery at the LC East project; (iv) the ability to complete additional favorable uranium sales agreements including spot sales if the market warrants and production inventory is available; (v) the potential of our exploration and development projects; (vi) the timing and outcome of applications for regulatory approval to build and operate an in situ recovery mine at Shirley Basin; (vii) the outcome of our forecasts and production projections; (viii) resolution of the continuing challenges within the uranium market, including supply and demand projections; (ix) the outcome of the Department of Commerce Section 232 investigation, including whether the Secretary of Commerce will make a recommendation to the U.S. President, and the nature of the recommendation, whether the President will act on the recommendation and, if so, the nature of the action and remedy; (xii) the expected benefits of the proposed remedies in the trade action; and (xiii) the expected impacts of any remedial measures from the Section 232 action on U.S. production and the U.S. uranium mining industry. Additional factors include, among others, the following: future estimates for production; capital expenditures; operating costs; mineral resources; recovery rates; grades; market prices; business strategies and measures to implement such strategies; competitive strengths; estimates of goals for expansion and growth of the business and operations; plans and references to our future successes; our history of operating losses and uncertainty of future profitability; status as an exploration stage company; the lack of mineral reserves; risks associated with obtaining permits and other authorizations in the U.S.; risks associated with current variable economic conditions; challenges presented by current inventories and largely unrestricted imports of uranium products into the U.S.; our ability to service our debt and maintain compliance with all restrictive covenants related to the debt facility and security documents; the possible impact of future debt or equity financings; the hazards associated with mining production; compliance with environmental laws and regulations; uncertainty regarding the pricing and collection of accounts; the possibility for adverse results in potential litigation; uncertainties associated with changes in law, government policy and regulation; uncertainties associated with a Canada Revenue Agency or U.S. Internal Revenue Service audit of any of our cross border transactions; adverse changes in general business conditions in any of the countries in which we do business; changes in size and structure; the effectiveness of management and our strategic relationships; ability to attract and retain key personnel; uncertainties regarding the need for additional capital; sufficiency of insurance coverages; uncertainty regarding the fluctuations of quarterly results; foreign currency exchange risks; ability to enforce civil liabilities under U.S. securities laws outside the U.S.; ability to maintain our listing on the NYSE American and Toronto Stock Exchange (“TSX”); risks associated with the expected classification as a "passive foreign investment company" under the applicable provisions of the U.S. Internal

Revenue Code of 1986, as amended;

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risks associated with our investments and other risks and uncertainties described under the heading “Risk Factors” in our Annual Report on Form 10-K, dated March 2, 2018.

Cautionary Note to U.S. Investors Concerning Disclosure of Mineral Resources

Unless otherwise indicated, all resource estimates included in this Form 10-Q have been prepared in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”) and the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (“CIM Definition Standards”). NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Canadian standards, including NI 43-101, differ significantly from the requirements of the U.S. Securities and Exchange Commission (“SEC”), and resource information contained in this Form 10-Q may not be comparable to similar information disclosed by U.S. companies. In particular, the term “resource” does not equate to the term “reserves.” Under SEC Industry Guide 7, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. SEC Industry Guide 7 does not define and the SEC’s disclosure standards normally do not permit the inclusion of information concerning “measured mineral resources,” “indicated mineral resources” or “inferred mineral resources” or other descriptions of the amount of mineralization in mineral deposits that do not constitute “reserves” by U.S. standards in documents filed with the SEC. U.S. investors should also understand that “inferred mineral resources” have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an “inferred mineral resource” will ever be upgraded to a higher category. Under Canadian rules, estimated “inferred mineral resources” may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an “inferred mineral resource” exists or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in-place tonnage and grade without reference to unit measures. Accordingly, information concerning mineral deposits set forth herein may not be comparable to information made public by companies that report in accordance with U.S. standards.

NI 43-101 Review of Technical Information: James A. Bonner, Ur-Energy Vice President Geology, P.Geo. and Qualified Person as defined by NI 43-101, reviewed and approved the technical information contained in this Form 10-Q.

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## PART I

## Item 1. FINANCIAL STATEMENTS

Ur-Energy Inc.

Unaudited Interim Consolidated Balance Sheets

(expressed in thousands of U.S. dollars)

	March 31, 2018	December 31, 2017
Assets		
Current assets		
Cash and cash equivalents (note 3)	9,169	3,879
Accounts receivable	51	33
Inventory (note 4)	6,998	4,515
Prepaid expenses	979	741
	17,197	9,168
Restricted cash (note 5)	7,458	7,558
Mineral properties (note 6)	44,256	44,677
Capital assets (note 7)	26,538	26,961
	78,252	79,196
	95,449	88,364
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	4,410	3,039
Current portion of notes payable (note 9)	4,844	4,774
Environmental remediation accrual	72	72
	9,326	7,885
Notes payable (note 9)	13,424	14,662
Asset retirement obligations (note 10)	27,162	27,036
	49,912	49,583
Shareholders' equity (note 11)		
Share Capital		
Class A preferred shares, without par value, unlimited shares authorized; no shares issued and outstanding	-	-
Common shares, without par value, unlimited shares authorized; shares issued and outstanding: 146,599,652 at March 31, 2018 and 146,531,933 at December 31, 2017	177,122	177,063
Warrants	4,109	4,109
Contributed surplus	15,754	15,454
Accumulated other comprehensive income	3,642	3,663



Deficit	(155,090)	(161,508)
	45,537	38,781
	95,449	88,364

The accompanying notes are an integral part of these interim consolidated financial statements.

Approved by the Board of Directors

/s/ Jeffrey T. Klenda, Chairman of the Board

/s/ Thomas Parker, Director

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Ur-Energy Inc.

Unaudited Interim Consolidated Statements of Operations and Comprehensive Income

(expressed in thousands of U.S. dollars except for share data)

	Three months ended March 31,	
	2018	2017
Sales (note 12)	19,672	14,828
Cost of sales	(9,758)	(6,295)
Gross profit	9,914	8,533
Operating Expenses		
Exploration and evaluation	(766)	(912)
Development	(432)	(216)
General and administrative	(1,922)	(1,714)
Accretion of asset retirement obligations (note 10)	(126)	(132)
Income from operations	6,668	5,559
Net interest expense	(288)	(378)
Loss on equity investment	(1)	-
Foreign exchange gain	6	8
Other income	33	-
Net income for the period	6,418	5,189
Income per common share		
Basic	0.04	0.04
Diluted	0.04	0.03
Weighted average number of common shares outstanding		
Basic	146,568,609	145,324,153
Diluted	147,821,876	149,901,327
<b>COMPREHENSIVE INCOME</b>		
Net income for the period	6,418	5,189
Other Comprehensive loss, net of tax		
Translation adjustment on foreign operations	(21)	(11)
Comprehensive income for the period	6,397	5,178

The accompanying notes are an integral part of these interim consolidated financial statements.



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Ur-Energy Inc.

## Unaudited Interim Consolidated Statement of Shareholders' Equity

(expressed in thousands of U.S. dollars except for share data)

	Capital Stock Shares	Amount	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Shareholders' Equity
	#	\$	\$	\$	\$	\$	\$
Balance, December 31, 2017	146,531,933	177,063	4,109	15,454	3,663	(161,508)	38,781
Exercise of stock options	67,719	59	-	(17)	-	-	42
Redemption of vested RSUs	-	-	-	(13)	-	-	(13)
Non-cash stock compensation	-	-	-	330	-	-	330
Net income and comprehensive loss	-	-	-	-	(21)	6,418	6,397
Balance, March 31, 2018	146,599,652	177,122	4,109	15,754	3,642	(155,090)	45,537

The accompanying notes are an integral part of these interim consolidated financial statements.

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Ur-Energy Inc.

## Unaudited Interim Consolidated Statements of Cash Flow

(expressed in thousands of U.S. dollars)

	Three months ended March 31,	
	2018	2017
Cash provided by		
Operating activities		
Net income for the period	6,418	5,189
Items not affecting cash:		
Stock based expense	330	287
Depreciation and amortization	906	1287
Accretion of asset retirement obligations	126	132
Amortization of deferred loan costs	29	29
Gain on disposition of assets	(2)	-
Gain on foreign exchange	(6)	(8)
Change in non-cash working capital items:		
Accounts receivable	(18)	(2)
Inventory	(2,483)	(1,652)
Prepaid expenses	87	87
Accounts payable and accrued liabilities	1,047	1,217
	6,434	6,566
Investing activities		
Mineral property costs	(14)	-
Purchase of capital assets	(46)	(10)
	(60)	(10)
Financing activities		
Issuance of common shares for cash	-	1,169
Share issue costs	-	(43)
Proceeds from exercise of stock options	42	349
RSUs redeemed to pay withholding or paid in cash	(13)	(53)
Repayment of debt	(1,198)	(1,131)
	(1,169)	291
Effects of foreign exchange rate changes on cash	(15)	(6)
Net change in cash, cash equivalents and restricted cash	5,190	6,841

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Beginning cash, cash equivalents and restricted cash	11,437	9,109
Ending cash, cash equivalents and restricted cash (note 13)	16,627	15,950

The accompanying notes are an integral part of these interim consolidated financial statements.

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Ur-Energy Inc.

Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

1. Nature of Operations

Ur-Energy Inc. (the “Company”) was incorporated on March 22, 2004 under the laws of the Province of Ontario. The Company was continued under the Canada Business Corporations Act on August 8, 2006. Headquartered in Littleton, Colorado, the Company is an exploration stage mining company, as defined by U.S. Securities and Exchange Commission (“SEC”) Industry Guide 7. The Company is engaged in uranium mining and recovery operations, with activities including the acquisition, exploration, development and production of uranium mineral resources located in Wyoming. As of August 2013, the Company commenced uranium production at its Lost Creek Project in Wyoming.

Due to the nature of the uranium mining methods used by the Company on the Lost Creek Property, and the definition of “mineral reserves” under National Instrument 43-101 (“NI 43-101”), which uses the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards, the Company has not determined whether the properties contain mineral reserves. However, the Company’s “Amended Preliminary Economic Assessment of the Lost Creek Property, Sweetwater County, Wyoming,” February 8, 2016 (“Lost Creek PEA”), outlines the potential viability of the Lost Creek Property. The recoverability of amounts recorded for mineral properties is dependent upon the discovery of economic resources, the ability of the Company to obtain the necessary financing to develop the properties and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

2. Summary of Significant Accounting Policies

Basis of presentation

These unaudited interim consolidated financial statements do not conform in all respects to the requirements of United States generally accepted accounting principles (“US GAAP”) for annual financial statements. The unaudited interim

financial statements reflect all normal adjustments which in the opinion of management are necessary for a fair statement of the results for the periods presented. These unaudited interim consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2016. We apply the same accounting policies as in the prior year other than as noted below. The year-end balance sheet data were derived from the audited financial statements and certain information and footnote disclosures required by US GAAP have been condensed or omitted.

New accounting pronouncements which may affect future reporting

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize all leases on the balance sheet, including operating leases, unless the lease is a short-term lease. ASU 2016-02 also requires additional disclosures regarding leasing arrangements. ASU 2016-02 is effective for interim periods and fiscal years beginning after December 15, 2018. As at March 31, 2018, the Company's only leases are for vehicles, equipment, and office space in one location. The Casper office and copier leases are the only leases currently remaining in effect as of the date of implementation of the standard. We have gathered the necessary information for proper disclosure of that lease once the ASU is effective.



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March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

We will continue to monitor any new leases to ensure that we have all the information necessary to handle the transition to the new standard and properly report the transactions. We do not anticipate the new standard will affect our net income materially, but will result in additional fixed assets and the related lease liabilities.

New accounting pronouncements which were implemented this year

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers (Topic 606).” The amendments in ASU 2014-09 affect any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of non-financial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). This ASU superseded the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance, and creates a Topic 606, Revenue from Contracts with Customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of the promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted Topic 606 effective January 1, 2018. . The Company purchases and produces U<sub>3</sub>O<sub>8</sub> and recognizes revenue at point of sale so revenue will continue to be recognized at that point under the new standard. The adoption of the new standard had no impact on either our current or prior revenue recognition processes or reporting, which, electing the retrospective basis for implementing the standard, results in no changes to prior financial reporting. In addition, there is no change in our revenue recognition treatment in the current period.

Our revenues are primarily derived from the sale of U<sub>3</sub>O<sub>8</sub> under either long-term (delivery in typically two to five years) or spot (immediate delivery) contracts with our customers. The contracts specify the quantity to be delivered, the price or specific calculation method of the price, payment terms and the year(s) of the delivery. There may be some variability in the dates of the delivery or the quantity to be delivered depending on the contract, but those issues are addressed before the delivery date. On the date of the delivery, we receive notice from the storage facility of the transfer of material at which point we invoice the customer and record the sale.

We also receive a small amount of revenue from disposal fees. We have contracts with our customers which specify the type and volume of material which can be disposed. Monthly, we invoice those customers based on deliveries of material to the disposal site by the customer. Materials are measured and categorized at the time of delivery and verified by the customer. We recognize the revenue when the invoice is prepared at the end of the month in which the material was received.

In January 2016, the FASB issued ASU 2016-1, Recognition and Measurement of Financial Assets and Financial Liabilities (Topic 825). The amendments in this ASU supersede the guidance to classify equity securities with readily determinable fair values into different categories (that is, trading or available-for-sale) and require equity securities (including other ownership interests, such as partnerships, unincorporated joint ventures, and limited liability companies) to be measured at fair value with changes in the fair value recognized through net income. The amendments allow equity investments that do not have readily determinable fair values to be remeasured at fair value either upon the occurrence of an observable price

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Ur-Energy Inc.

Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

change or upon identification of an impairment. The amendments also require enhanced disclosures about those investments. The amendments improve financial reporting by providing relevant information about an entity's equity investments and reducing the number of items that are recognized in other comprehensive income. The Company adopted the amended Topic 825 effective January 1, 2018. The adoption of this guidance had no effect on our financial statements or other financial reporting.

3. Cash and Cash Equivalents

The Company's cash and cash equivalents consist of the following:

	As at March 31, 2018	December 31, 2017
	\$	\$
Cash on deposit at banks	1,312	1,667
Money market funds	7,857	2,212
	9,169	3,879

4. Inventory

The Company's inventory consists of the following:

	As at March 31, 2018	December 31, 2017
	\$	\$
In-process inventory	416	315
Plant inventory	538	369
Conversion facility inventory	6,044	3,831
	6,998	4,515

In conjunction with our lower of cost or net realizable value calculations, the Company reduced the inventory valuation by \$98 for the quarter ended March 31, 2018.

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Ur-Energy Inc.

Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

## 5. Restricted Cash

The Company's restricted cash consists of the following:

	As at March 31, 2018	December 31, 2017
	\$	\$
Money market account	7,458	7,458
Certificates of deposit	-	100
	7,458	7,558

The bonding requirements for reclamation obligations on various properties have been agreed to by the Wyoming Department of Environmental Quality ("WDEQ"), the Bureau of Land Management ("BLM") and the Nuclear Regulatory Commission ("NRC") as applicable. The restricted money market accounts are pledged as collateral against performance surety bonds which are used to secure the potential costs of reclamation related to those properties. Surety bonds providing \$27.0 million of coverage towards specific reclamation obligations are collateralized by \$7.5 million of the restricted cash at March 31, 2018.

## 6. Mineral Properties

The Company's mineral properties consist of the following:

	Lost Creek Property \$	Pathfinder Mines \$	Other U.S. Properties \$	Total \$
Balance, December 31, 2017	11,810	19,701	13,166	44,677
Acquisition costs	-	-	14	14
Amortization	(435)	-	-	(435)
Balance, March 31, 2018	11,375	19,701	13,180	44,256

#### Lost Creek Property

The Company acquired certain Wyoming properties in 2005 when Ur-Energy USA Inc. purchased 100% of NFU Wyoming, LLC. Assets acquired in this transaction include the Lost Creek Project, other Wyoming properties and development databases. NFU Wyoming, LLC was acquired for aggregate consideration of

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Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

\$20 million plus interest. Since 2005, the Company has increased its holdings adjacent to the initial Lost Creek acquisition through staking additional claims and additional property purchases and leases.

There is a royalty on each of the State of Wyoming sections under lease at the Lost Creek, LC West and EN Projects, as required by law. Other royalties exist on certain mining claims at the LC South, LC East and EN Projects. Currently, there are no royalties on the mining claims in the Lost Creek, LC North or LC West Projects.

Pathfinder Mines

The Company acquired additional Wyoming properties when Ur-Energy USA Inc. closed a Share Purchase Agreement (“SPA”) with an AREVA Mining affiliate in December 2013. Under the terms of the SPA, the Company purchased Pathfinder Mines Corporation (“Pathfinder”) to acquire additional mineral properties. Assets acquired in this transaction include the Shirley Basin mine, portions of the Lucky Mc mine, machinery and equipment, vehicles, office equipment and development databases. Pathfinder was acquired for aggregate consideration of \$6.7 million, a 5% production royalty under certain circumstances and the assumption of \$5.7 million in estimated asset reclamation obligations. At June 30, 2016, the royalty expired and was terminated.

7.Capital Assets

The Company’s capital assets consist of the following:

As of

As of

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	March 31, 2018			December 31, 2017		
	Cost	Accumulated Depreciation	Net Book Value	Cost	Accumulated Depreciation	Net Book Value
	\$	\$	\$	\$	\$	\$
Rolling stock	3,431	3,211	220	3,388	3,184	204
Enclosures	32,991	7,292	25,699	32,991	6,880	26,111
Machinery and equipment	1,237	679	558	1,237	663	574
Furniture, fixtures and leasehold improvements	119	106	13	119	104	15
Information technology	1,119	1,071	48	1,120	1,063	57
	38,897	12,359	26,538	38,855	11,894	26,961



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Ur-Energy Inc.

Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

8.Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

	As at March 31, 2018	December 31, 2017
	\$	\$
Accounts payable	1,088	840
Payroll and other taxes	2,221	1,224
Severance and ad valorem tax payable	1,101	975
	4,410	3,039

9.Notes Payable

On October 15, 2013, the Sweetwater County Commissioners approved the issuance of a \$34.0 million Sweetwater County, State of Wyoming, Taxable Industrial Development Revenue Bond (Lost Creek Project), Series 2013 (the “Sweetwater IDR Bond”) to the State of Wyoming, acting by and through the Wyoming State Treasurer, as purchaser. On October 23, 2013, the Sweetwater IDR Bond was issued and the proceeds were in turn loaned by Sweetwater County to Lost Creek ISR, LLC pursuant to a financing agreement dated October 23, 2013 (the “State Bond Loan”). The

State Bond Loan calls for payments of interest at a fixed rate of 5.75% per annum on a quarterly basis commencing January 1, 2014. The principal is payable in 28 quarterly installments commencing January 1, 2015 and continuing through October 1, 2021.

Deferred loan fees include legal fees, commissions, commitment fees and other costs associated with obtaining the financing. Those fees amortizable within 12 months of March 31, 2018 are considered current.

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Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

The following table lists the current (within 12 months) and long term portion of the Company's debt instrument:

	As at March 31, 2018 \$	December 31, 2017 \$
Current debt		
Sweetwater County Loan	4,965	4,895
Less deferred financing costs	(121)	(121)
	4,844	4,774
Long term debt		
Sweetwater County Loan	13,728	14,996
Less deferred financing costs	(304)	(334)
	13,424	14,662

Schedule of payments on outstanding debt as of March 31, 2018:

Debt	Total	2018	2019	2020	2021	Maturity
	\$	\$	\$	\$	\$	
Sweetwater County Loan						
Principal	18,693	3,697	5,183	5,487	4,326	01-Oct-21
Interest	2,077	753	752	447	125	
Total	20,770	4,450	5,935	5,934	4,451	

#### 10.Asset Retirement and Reclamation Obligations

Asset retirement obligations ("ARO") relate to the Lost Creek mine and Pathfinder projects and are equal to the present value of all estimated future costs required to remediate any environmental disturbances that exist as of the end of the period discounted at a risk-free rate. Included in this liability are the costs of closure, reclamation, demolition and stabilization of the mines, processing plants, infrastructure, aquifer restoration, waste dumps and ongoing post-closure environmental monitoring and maintenance costs.

At March 31, 2018, the total undiscounted amount of the future cash needs was estimated to be \$26.9 million. The schedule of payments required to settle the ARO liability extends through 2033.

The restricted cash as discussed in note 5 is related to the surety bonds which provide security to the governmental agencies on these obligations.

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Ur-Energy Inc.

Condensed Notes to Unaudited Interim Consolidated Financial Statements

March 31, 2018

(expressed in thousands of U.S. dollars unless otherwise indicated)

	For the period ended	
	March 31, 2018	December 31, 2017
	\$	\$
Beginning of period	27,036	26,061
Change in estimated liability	-	448
Accretion expense	126	527
End of period	27,162	27,036

11.Shareholders' Equity and Capital Stock

Stock options

In 2005, the Company's Board of Directors approved the adoption of the Company's stock option plan (the "Option Plan"). The Option Plan was most recently approved by the shareholders, including certain amendments, on May 18, 2017. Eligible participants under the Option Plan include directors, officers, employees and consultants of the Company. Under the terms of the Option Plan, stock options granted prior to the May 2017 amendment generally vest with Option Plan participants as follows: 10% at the date of grant; 22% four and one-half months after grant; 22% three months after grant; 22% thirteen and one-half months after grant; and the balance of 24% eighteen months after

the date of grant. Following the May 2017 amendment of the Option Plan, future grants of options will vest over a three-year period: 33.3% on the first anniversary, 33.3% on the second anniversary, and 33.4% on the third anniversary of the grant. The term of options remains unchanged.

Activity with respect to stock options is summarized as follows:

	Options #	Weighted- average exercise price \$
Balance, December 31, 2017	9,459,401	0.70
Granted	200,000	0.60
Exercised	(67,719)	0.61
Forfeited	(119,735)	0.74
Outstanding, March 31, 2018	9,471,947	0.68

The exercise price of a new grant is set at the closing price for the shares on the Toronto Stock Exchange (TSX) on the trading day immediately preceding the grant date so there is no intrinsic value as of the date of grant. The fair value of options vested during the three months ended March 31, 2018 was \$0.2 million.

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As of March 31, 2018, outstanding stock options are as follows:

Exercise price \$	Options outstanding			Options exercisable			Expiry
	Number of options	Weighted-average contractual life (years)	Aggregate intrinsic value \$	Number of options	Weighted-average contractual life (years)	Aggregate intrinsic value \$	
0.60	452,232	0.1	-	452,232	0.1	-	25-Apr-18
0.96	100,000	0.3	-	100,000	0.3	-	01-Aug-18
0.93	715,236	0.7	-	715,236	0.7	-	27-Dec-18
1.30	100,000	1.0	-	100,000	1.0	-	31-Mar-19
0.79	754,110	1.7	-	754,110	1.7	-	12-Dec-19
0.88	200,000	2.2	-	200,000	2.2	-	29-May-20
0.67	617,654	2.4	-	617,654	2.4	-	17-Aug-20
0.62	1,021,690	2.7	-	1,021,690	2.7	-	11-Dec-20
0.57	2,674,875	3.7	92	2,059,127	3.7	71	16-Dec-21
0.79	300,000	3.9	-	162,000	3.9	-	02-Mar-22
0.57	200,000	4.4	7	-	-	-	07-Sep-22
0.70	2,136,150	4.7	-	120,000	4.7	-	15-Dec-22
0.60	200,000	5.0	-	-	-	-	30-Mar-23
0.68	9,471,947	3.1	99	6,302,049	2.5	71	

The aggregate intrinsic value of the options in the preceding table represents the total pre-tax intrinsic value for stock options with an exercise price less than the Company's TSX closing stock price of Cdn\$0.77 as of the last trading day in the period ended March 31, 2018, that would have been received by the option holders had they exercised their options as of that date. The total number of in-the-money stock options outstanding as of March 31, 2018 was 2,874,875. The total number of in-the-money stock options exercisable as of March 31, 2018 was 2,059,127.

We elect to estimate the number of awards expected to vest in lieu of accounting for forfeitures when they occur.

Restricted share units

On June 24, 2010, the Company's shareholders approved the adoption of the Company's restricted share unit plan (the "RSU Plan"). The RSU Plan was approved by our shareholders most recently on May 5, 2016.



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Eligible participants under the RSU Plan include directors and employees of the Company. RSUs in a grant redeem on the second anniversary of the grant. Upon RSU vesting, the holder of an RSU will receive one common share, for no additional consideration, for each RSU held.

Activity with respect to RSUs is summarized as follows:

	Number of RSUs	Weighted average grant date fair value \$
Unvested, December 31, 2017	1,175,952	0.65
Vested	(80,514)	0.70
Unvested, March 31, 2018	1,095,438	0.63

As of March 31, 2018, outstanding RSUs are as follows:

Grant date	Number of unvested RSUs	Remaining life (years)	Aggregate intrinsic value \$
December 16, 2016	591,404	0.71	361
December 15, 2017	504,034	1.71	307
	1,095,438	1.42	668

As of March 30, 2018, one of our directors retired. Under the terms of our RSU Plan, his 62,000 outstanding RSUs automatically vest. The compensation committee will determine if he will receive stock or cash for the units redeemed in accordance with the redemption dates as set forth in the Plan.

## Warrants

The following represents warrant activity during the period ended March 31, 2018:

	Number of warrants	Weighted- average exercise price \$
Outstanding, December 31, 2017	5,844,567	0.94
Outstanding, March 31, 2018	5,844,567	0.94

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As of March 31, 2018, outstanding warrants are as follows:

Exercise price \$	Number of warrants	Remaining contractual life (years)	Aggregate Intrinsic Value \$	Expiry
0.93	4,294,167	0.2	-	24-Jun-18
0.97	1,550,400	0.4	-	27-Aug-18
0.94	5,844,567	0.3	-	

Share-based compensation expense

Share-based compensation expense was \$0.4 million for the three months ended March 31, 2018 and \$0.3 million for the three months ended March 31, 2017.

As of March 31, 2018, there was approximately \$0.9 million of total unrecognized compensation expense (net of estimated pre-vesting forfeitures) related to unvested share-based compensation arrangements granted under the Option Plan and \$0.6 million under the RSU Plan. The expenses are expected to be recognized over a weighted-average period of 2.3 years and 1.4 years, respectively.

Cash received from stock options exercised totaled less than \$0.1 million for the three months ended March 31, 2018 and \$0.3 million for the three months ended March 31, 2017.

Fair value calculations

The initial fair value of options and RSUs granted is determined using the Black-Scholes option pricing model for options and the intrinsic pricing model for RSUs. There were no RSUs granted in either the three months ended March 31, 2018 or the three months ended March 31, 2017, nor were there any options

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granted in the three months ended March 31, 2017. The assumptions used for the options granted during the three months ended March 31, 2018 were as follows:

	Three months ended March 31, 2018
Expected option life (years)	3.74
Expected volatility	54.59%
Risk-free interest rate	1.90%
Expected dividend rate	0%
Forfeiture rate	6.0%

The Company estimates expected volatility using daily historical trading data of the Company's Common Shares, because this is recognized as a valid method used to predict future volatility. The risk-free interest rates are determined by reference to Canadian Treasury Note constant maturities that approximate the expected option term. The Company has never paid dividends and currently has no plans to do so.

Share-based compensation expense is recognized net of estimated pre-vesting forfeitures, which results in recognition of expense on options that are ultimately expected to vest over the expected option term. Forfeitures were estimated using actual historical forfeiture experience.

12. Sales

Sales have been derived from U<sub>3</sub>O<sub>8</sub> being sold to domestic utilities, primarily under term contracts, as well as to a trader through spot sales.

Disaggregation of Revenues

The following table presents our revenues disaggregated by revenue source and type of revenue for each revenue source

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Sales consist of:

	Three months ended March 31,			
	2018		2017	
	\$		\$	
Sale of produced inventory				
Company A	237	1.2%	-	0.0%
Company B	-	0.0%	3,141	21.2%
	237	1.2%	3,141	21.2%
Sales of purchased inventory				
Company C	15,636	79.5%	8,537	57.6%
Company B	3,790	19.3%	3,141	21.2%
	19,426	98.8%	11,678	78.8%
Total sales	19,663	100.0%	14,819	100.0%
Disposal fee income	9	0.0%	9	0.0%
	19,672	100.0%	14,828	100.0%

The names of the individual companies have not been disclosed for reasons of confidentiality.

## 13. Supplemental Information for Statement of Cash Flows

Cash per the Statement of Cash Flows consists of the following:

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	As at	
	March 31, 2018	March 31, 2017
	\$	\$
Cash and cash equivalents	9,169	8,393
Restricted cash	7,458	7,557
	16,627	15,950

14. Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, restricted cash, deposits, accounts payable and accrued liabilities and notes payable. The Company is exposed to risks related to changes in interest rates and management of cash and cash equivalents and short-term investments.



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Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents and restricted cash. These assets include Canadian dollar and U.S. dollar denominated certificates of deposits, money market accounts and demand deposits. These instruments are maintained at financial institutions in Canada and the U.S.. Of the amount held on deposit, approximately \$0.6 million is covered by the Canada Deposit Insurance Corporation, the Securities Investor Protection Corporation or the U.S. Federal Deposit Insurance Corporation, leaving approximately \$16.0 million at risk at March 31, 2018 should the financial institutions with which these amounts are invested be rendered insolvent. The Company does not consider any of its financial assets to be impaired as of March 31, 2018.

All of the Company's customers have Moody's Baa or greater ratings and purchase from the Company under contracts with set prices and payment terms.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due.

As at March 31, 2018, the Company's financial liabilities consisted of trade accounts payable and accrued trade and payroll liabilities of \$1.5 million which are due within normal trade terms of generally 30 to 60 days and a note payable which will be payable over a period of four years.

On May 27, 2016, we entered into an At Market Issuance Sales Agreement with MLV & Co. LLC and B Riley FBR, Inc., as amended August 2017, under which we may, from time to time, issue and sell Common Shares at market prices on the NYSE American or other U.S. market through the distribution agents for aggregate sales proceeds of up

to \$10,000,000. We have not used the facility in 2018. During 2017, we sold 1,536,169 Common Shares under the sales agreement at an average price of \$0.76 per share for gross proceeds of \$1.2 million. After deducting transaction fees and commissions we received net proceeds of \$1.1 million.

We expect that any major capital projects will be funded by operating cash flow, cash on hand or additional financing as required. If these cash sources are not sufficient, certain capital projects could be delayed, or alternatively we may need to pursue additional debt or equity financing to which there is no assurance that such financing will be available at all or on terms acceptable to us.

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Sensitivity analysis

The Company has completed a sensitivity analysis to estimate the impact that a change in interest rates would have on the net loss of the Company. This sensitivity analysis shows that a change of +/- 100 basis points in interest rate would have a negligible effect on either the three months ended March 31, 2018 or the comparable three months in 2017. The financial position of the Company may vary at the time that a change in interest rates occurs causing the impact on the Company's results to differ from that shown above.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Business Overview

The following discussion is designed to provide information that we believe is necessary for an understanding of our financial condition, changes in financial condition and results of our operations. The following discussion and analysis should be read in conjunction with the MD&A contained in our Annual Report on Form 10-K for the year ended December 31, 2017.

Incorporated on March 22, 2004, Ur-Energy is an exploration stage mining company, as that term is defined in SEC Industry Guide 7. We are engaged in uranium mining, recovery and processing activities, including the acquisition, exploration, development and operation of uranium mineral properties in the U.S.. We are operating our first in situ recovery uranium mine at our Lost Creek Project in Wyoming. Ur-Energy is a corporation continued under the Canada Business Corporations Act on August 8, 2006. Our Common Shares are listed on the TSX under the symbol "URE" and on the NYSE American under the symbol "URG."

Ur-Energy has one wholly-owned subsidiary: Ur-Energy USA Inc., incorporated under the laws of the State of Colorado. Ur-Energy USA Inc. has three wholly-owned subsidiaries: NFU Wyoming, LLC, a limited liability company formed under the laws of the State of Wyoming which acts as our land holding and exploration entity; Lost Creek ISR, LLC, a limited liability company formed under the laws of the State of Wyoming to operate our Lost Creek Project and hold our Lost Creek properties and assets; and Pathfinder Mines Corporation ("Pathfinder"), incorporated under the laws of the State of Delaware, which holds, among other assets, the Shirley Basin and Lucky Mc properties in Wyoming. Our U.S. subsidiaries remain unchanged since the filing of our Annual Report on Form 10-K, dated March 2, 2018.

We utilize in situ recovery ("ISR") of the uranium at our flagship project, Lost Creek, and will do so at other projects where possible. The ISR technique is employed in uranium extraction because it allows for an effective recovery of roll front uranium mineralization at a lower cost. At Lost Creek, we extract and process  $U_3O_8$  for shipping to a third-party conversion facility for further processing, storage and sales.

Our Lost Creek processing facility, which includes all circuits for the production, drying and packaging of uranium for delivery into sales, is designed and anticipated to process up to one million pounds of  $U_3O_8$  annually from the Lost Creek mine. The processing facility has the physical design capacity to process two million pounds of  $U_3O_8$  annually, which provides additional capacity to process material from other sources. We expect that the Lost Creek processing facility may be utilized to process captured  $U_3O_8$  from our Shirley Basin Project. However, the Shirley Basin permit application contemplates the construction of a full processing facility, providing greater construction and operating flexibility as may be dictated by market conditions.

We have multiple  $U_3O_8$  sales agreements in place with various U.S. utilities for the sale of  $U_3O_8$  at mid- and long-term contract pricing. The multi-year sales agreements represent a portion of our anticipated production through 2021. These agreements individually do not represent a substantial portion of our annual projected production, and our business is therefore not substantially dependent upon any one of the agreements. The balance of our Lost Creek production will be sold through spot sales and through additional multi-year agreements.

In February, we implemented a limited reduction in labor force, which will serve to further streamline our operations and is expected to reduce our labor costs by approximately \$0.6 million per year.

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### Trade Action

In response to the challenges of uranium market conditions, primary among them foreign imports to the U.S. emanating from state-sponsored producers in Russia, Kazakhstan and Uzbekistan in January 2018, Ur-Energy USA and Energy Fuels Resources (USA) Inc. (Energy Fuels) initiated a trade action with the U.S. Department of Commerce pursuant to Section 232 of the Trade Expansion Act. We chose this statutory framework for relief because we recognized that the current imbalance in the U.S. uranium market has created a very real threat to our national security.

On January 16, 2018, we announced the filing of a Petition for Relief with the U.S. Department of Commerce under Section 232 of the Trade Expansion Act of 1962 (as amended) From Imports of Uranium Products that Threaten U.S. National Security. The Petition, which was filed jointly with Energy Fuels, describes how uranium and nuclear fuel from state-owned and state-subsidized enterprises in Russia, Kazakhstan, Uzbekistan, and China represent a threat to U.S. national security. The Petition seeks a remedy which will set a quota to limit imports of uranium into the U.S., effectively reserving 25% of the U.S. nuclear market for U.S. uranium production. Additionally, the Petition suggests implementation of a requirement for U.S. federal utilities and agencies to buy U.S. uranium in accordance with the Administration's Buy American Policy. We await the initiation of the investigation by the Department of Commerce. There can be no certainty of the outcome of the Department of Commerce investigation or the recommendation of the Secretary of Commerce, and therefore the outcome of this process and its effects on the U.S. uranium market is uncertain.

### Changes to Board of Directors

During the quarter, we announced the retirement of Paul Macdonell from our Board of Directors. Mr. Macdonell has been a board member since the inception of our company in 2004. Replacing him on our board is Rob Chang. Rob Chang has 23 years of experience in the financial services industry. Mr. Chang is currently the Chief Financial Officer of Riot Blockchain, Inc. Prior to his current position, he most recently served as the Managing Director and Head of Metals & Mining at Cantor Fitzgerald where he provided research coverage in precious metals, base metals, lithium, and uranium. He is familiar with the uranium mining industry, and is considered a subject matter expert by several media outlets. Mr. Chang previously served as a Director of Research and Portfolio Manager at Middlefield Capital, a Canadian investment firm which managed \$3 billion in assets. Mr. Chang completed his MBA at the University of Toronto's Rotman School of Management. Mr. Macdonell's retirement and Mr. Chang's appointment were effective March 30, 2018.

### Mineral Rights and Properties

Eleven of our thirteen U.S. properties are located in the Great Divide Basin, Wyoming, including Lost Creek. Currently we control nearly 1,900 unpatented mining claims and three State of Wyoming mineral leases for a total of approximately 37,500 acres (15,530 hectares) in the area of the Lost Creek Property, including the Lost Creek permit area (the "Lost Creek Project" or "Project"), and certain adjoining properties referred to as LC East, LC West, LC North, LC South and EN Project areas (collectively, with the Lost Creek Project, the "Lost Creek Property"). Additionally, in the Shirley Basin, Wyoming, our Shirley Basin Project comprises more than 3,500 Company-controlled acres. Finally, we have approximately 2,100 acres in the Excelsior Mountains in Nevada.

### Lost Creek Property

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For the three months ended March 31, 2018, sales from  $U_3O_8$  produced at Lost Creek totaled 10,000 pounds. The Company also sold 370,000 pounds of purchased  $U_3O_8$ . In total, 380,000 pounds at an average price of \$51.74 were sold for revenues of \$19.7 million. The Results of Operations are detailed further below.

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### Development and Operations at Lost Creek

Production during the first quarter continued from Mine Unit 1 (MU1) as well as Mine Unit 2 (MU2). The second of three MU2 header houses was brought into operation in January allowing for captured production above the required rate to meet the projected level of 250,000 to 300,000 pounds for the year. The third MU2 header house, planned for production in 2018, is nearing completion and will likely come online in early May. Processing, drying and shipping also kept pace with production allowing for continued growth in our inventory at the convertor.

### Regulatory Update

Applications for amendment to the Lost Creek licenses and permits were submitted in 2014. The amendments seek to include recovery from the uranium resource in the LC East project immediately adjacent to the Lost Creek project. Approval will include an aquifer exemption. Reviews by both the NRC and WDEQ were commenced and, in September 2015, the BLM issued a Notice of Intent to prepare an environmental impact statement for the amendments. We have responded to additional comments from the agencies, as part of the review process. At this time, all of those applications continue through the regulatory process, except we have recently withdrawn the application insofar as it relates to two of the eleven projected mine units – those for the KM Horizon at Lost Creek. This change should not delay the completion of the permitting process with respect to the LC East Project (nine mine units total). It is anticipated that permits and authorizations will be completed in 2018.

### Shirley Basin Project

WDEQ continues with its technical review of our application for a permit to mine at Shirley Basin, which was submitted in December 2015. Work is well underway on other applications for all necessary authorizations to mine at Shirley Basin as well as initial engineering evaluations, designs and studies. We have monitored the development of the Wyoming “agreement state” program, by which the NRC will delegate its authority for source material licensure and other radiation safety issues to the WDEQ. We understand that the development of the Uranium Recovery Program (“URP”) remains on schedule for full implementation and transition likely occurring in 2018. Based upon that timing, we currently anticipate submitting our application for a source material license for Shirley Basin to the State URP in 2018.

### Excel Gold Project

In January 2018, we announced the acquisition of a gold exploration project in west-central Nevada, currently comprising 102 federal lode mining claims (approximately 2,100 acres). The Excel Project is located within



the Excelsior Mountains, in proximity to the Camp Douglas and Candelaria Mining Districts. We became aware of the mineral potential of this project area from exploration data contained within the large geologic database acquired as a part of our 2013 purchase of Pathfinder. Compiled from several decades of exploration work by major mining companies, the database contains valuable information on hundreds of mineral deposits and historical exploration and development programs in more than 20 states in the U.S. In this instance, we identified an exploration program in the area of the Excel Project which encountered high-grade gold and silver assays from trenching activities. Company geologists conducted geologic literature research and field examinations, resulting in the initiation of land acquisition activities in March 2017. Once a land position was obtained, rock sampling and geochemical soil sampling programs were conducted. We continue to review and analyze the assay results from the sampling programs, and are considering all alternatives to advance and/or monetize this new exploration project, including further exploration drilling, identifying a venture partner, or through a sale process.

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## Results of Operations

U<sub>3</sub>O<sub>8</sub> Production and Sales

During the three months ended March 31, 2018, a total of 84,047 pounds of U<sub>3</sub>O<sub>8</sub> were captured within the Lost Creek plant. 79,961 pounds were packaged in drums and 73,515 pounds of the drummed inventory were shipped to the conversion facility. We sold 380,000 pounds of U<sub>3</sub>O<sub>8</sub> during the period of which 370,000 pounds were purchased. Inventory, production and sales figures for the Lost Creek Project are presented in the following tables. We are presenting the data in the tables for the last four quarters because the nature of our operations is not regularly based on the calendar year. We therefore feel that presenting the last four quarters is a more meaningful representation of operations than comparing comparable periods in the previous year and enables the reader to better perform trend analysis.

The cash cost per pound and non-cash cost per pound for produced uranium presented in the following Production Costs and U<sub>3</sub>O<sub>8</sub> Sales and Cost of Sales tables are non-US GAAP measures. These measures do not have a standardized meaning within US GAAP or a defined basis of calculation. These measures are used by management to assess business performance and determine production and pricing strategies. They may also be used by certain investors to evaluate performance. Please see the tables, below, for reconciliations of these measures to the US GAAP compliant financial measures. Production figures for the Lost Creek Project are as follows:

Production and Production Costs	Unit	2018 Q1	2017 Q4	2017 Q3	2017 Q2
Pounds captured	lb	84,047			