## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| OMB APPROVAL            |       |  |  |  |  |  |
|-------------------------|-------|--|--|--|--|--|
| MB Number: 3235-02      |       |  |  |  |  |  |
| stimated average burden |       |  |  |  |  |  |
| ours per response       | e 0.5 |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Typ   | e Responses                           | )  |                               |  |                                      |   |   |   |                     |  |                          |                                      |   |   |                            |
|---|---------------------------------------|--|-------------------------------|--|--------------------------------------|---|---|---|---------------------|--|--------------------------|--------------------------------------|---|---|----------------------------|
| 1. Name and Address of Reporting Person *- BONNER JAMES A                         |                                       |  |                               | 2. Issuer Na<br>UR-ENER  |                                      |   |   | ding Syı                                      | nbol                | 5  | . Relationsh<br>Director |                                      | rting Person(<br>ck all applica   |   |                            |
| (Last) (First) (Middle)<br>10758 WEST CENTENNIAL ROAD,, SUITE 200                 |                                       |  |                               | 3. Date of Ea  |                                      | Transactio  | on (Mo  | nth/Day                                       | /Year)              |  | Director                 |                                      |   |   |                            |
| (Street) LITTLETON, CO 80127  |                                       |  |                               | 4. If Amendment, Date Original Filed(Month/Day/Year)   |                                      |   |   |   |                     | 6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person  Form filed by More than One Reporting Person |                          |                                      |   |   |                            |
| (City)  | · · · · · · · · · · · · · · · · · · · |  |                               |  |                                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |   |   |                     |  |                          |                                      |   |   |                            |
| (Instr. 3) Date   |                                       | 2. Transaction<br>Date<br>[Month/Day/Year]                     | 2A. Deemed<br>Execution Date, |  | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Ac<br>(A) or Disposed<br>(Instr. 3, 4 and 3 |   | l of (D)            | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 3 and 4)   |                          |                                      | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                            |
|   |                                       |  |                               |  |                                      | Code  | V   | Amour   | or<br>(D)           | Price  |                          |                                      | (I)<br>(Instr. 4)   |   |                            |
| Common Shares 12/1  |                                       | 12/12/2016 <sup>(1)</sup>                                      |                               |  | М                                    |   | 4,492   | )2 A  | \$<br>0.556<br>(3)  | 16,789   |                          |                                      | D   |   |                            |
| Common Shares 12/3  |                                       | 12/12/2016 <sup>(1)</sup>                                      |                               |  | F                                    |   | 1,229   | D   | \$<br>0.556<br>(3)  | 15,560   |                          |                                      | D   |   |                            |
| Security or (Instr. 3) Pr. Do Se  | Conversion                            | Conversion Date r Exercise (Month/Day/Year) rice of Derivative |                               | BA. Deemed Execution Date, if Code Month/Day/Year)  Garage  4.  Transaction of Do Code (Instr. 8)  Se Ac (Instr. 8)  Garage  G |                                      | arrants, options, conve  Number f  G. Date Exerce and Expiration (Month/Day/ecurities (cquired A) or isisposed f (D) nstr. 3, 4, and 5) |   | e Exerci<br>e Exerci<br>expiration<br>h/Day/Y | isable n Date Vear) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4)  |                          | Derivative<br>Security<br>(Instr. 5) | f 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owners Form o Derivat Security Direct ( or Indir                  | f Benefitive Owner (Instr. |
|   |                                       |  |                               | Code   | V (A                                 | (D)   | Exerci  | isable D                                      | xpiration<br>Date   | Title  | Number<br>of<br>Shares   |                                      |   |   |                            |
| Restricted<br>Share<br>Units<br>(exchange<br>for<br>common<br>shares)             | (2)                                   | 12/12/2016   |                               | М  |                                      | 4,492   | <u>(</u>  | 4)  | <u>(4)</u>          | Commo<br>Shares  | 1 4 497                  | \$ 0                                 | 31,537  | D   |                            |
| Report  | ting O                                | wners  |                               |  |                                      |   |   |   |                     |  |                          |                                      |   |   |                            |
| Reporti   | ing Owner I                           | Name / Address   | Director 10                   | Relationships 0% Owner Officer   |                                      |   |   |   | Other               |  |                          |                                      |   |   |                            |
| BONNER JAMES A<br>10758 WEST CENTENNIAL ROAD,<br>SUITE 200<br>LITTLETON, CO 80127 |                                       |  |                               | Vice President of  |                                      |   |   | ology   | Other               |  |                          |                                      |   |   |                            |
| Signati   | ures                                  |  |                               |  |                                      |   |   |   |                     |  |                          |                                      |   |   |                            |

12/13/2016 Date

## **Explanation of Responses:**

/s/ L. Charles Laursen pursuant to Power of Attorney

\*\*Signature of Reporting Person

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Under the terms of the Ur-Energy Inc. Restricted Share Unit Plan, each Restricted Share Unit awarded under the Plan is redeemed on or within thirty (30) days after the
- (1) applicable redemption date for cash or common shares, as determined by the Compensation Committee of the Board. The Compensation Committee made the determination to satisfy the RSU award by delivering common shares rather than cash.
- (2) Restricted share units convert into common shares on a one-for-one basis.
- The common shares were priced at \$0.73 Canadian dollars per share. \$0.556 is the U.S. dollar equivalent of the share price pursuant to the exchange rate as of the transaction date (CDN\$ 1.00 = US\$ 0.7610), as reported by the Bank of Canada on its website, www.bankofcanada.ca.
- (4) On December 12, 2014, the reporting person was granted 8,984 restricted share units, vesting as follows: 4,492 on December 12, 2015 and 4,492 on December 12, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.