

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF 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 Type Responses)

1. Name and Address of Reporting Person FRANKLIN JAMES M.		2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2014	3. Issuer Name and Ticker or Trading Symbol UR-ENERGY INC [URG]	
(Last) (First) (Middle) 10758 W. CENTENNIAL ROAD, SUITE 200	(Street) LITTLETON, CO 80127		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(City) (State) (Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)			
6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	489,492	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Share Units	(1)	(1)	Common Shares	28,322	\$ (1)	D	
Common Share Options (Right to Buy)	(2)	09/02/2014	Common Shares	12,857	\$ 0.9 (6)	D	
Common Share Options (Right to Buy)	(2)	03/05/2015	Common Shares	9,000	\$ 0.81 (6)	D	
Common Share Options (Right to Buy)	(2)	01/28/2016	Common Shares	40,082	\$ 2.87 (6)	D	
Common Share Options (Right to Buy)	(2)	09/09/2016	Common Shares	31,355	\$ 1.17 (6)	D	
Common Share Options (Right to Buy)	(2)	01/12/2017	Common Shares	60,000	\$ 0.91 (6)	D	
Common Share Options (Right to Buy)	(3)	12/07/2017	Common Shares	72,911	\$ 0.76 (6)	D	
Common Share Options			Common				

(Right to Buy)	(4)	04/25/2018	Shares	31,918	\$ 0.77 (6)	D	
Common Share Options (Right to Buy)	(5)	12/27/2018	Common Shares	46,829	\$ 1.2 (6)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN JAMES M. 10758 W. CENTENNIAL ROAD SUITE 200 LITTLETON, CO 80127	X			

## Signatures

/s/ James M. Franklin		01/10/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each Restricted Share Unit ("RSU") entitles the holder to receive delivery of one common share upon satisfaction of the RSU vesting (1) period. RSUs held by the reporting person will vest as follows: 7,500 on January 11, 2014, 9,114 on December 7, 2014, 5,854 on December 27, 2014 and 5,854 on December 27, 2015. At the Issuer's election, outstanding RSUs may be redeemed for cash.

(2) Fully vested and currently exercisable.

(3) Includes options to purchase 39,372 common shares that are vested and currently exercisable. Remaining options will vest as follows: 16,040 on January 22, 2014 and 17,499 on June 7, 2014.

(4) Includes options to purchase 10,214 common shares that are vested and currently exercisable. Remaining options will vest as follows: 7,022 on January 24, 2014, 7,022 on June 10, 2014 and 7,660 on October 24, 2014.

(5) Includes options to purchase 4,683 common shares that are vested and currently exercisable. Remaining options will vest as follows: 10,302 on May 13, 2014, 10,303 on September 27, 2014, 10,302 on February 11, 2015 and 11,239 on June 27, 2015.

(6) Prices are expressed in Canadian dollars.

### Remarks:

Exhibit List: Exhibit 24.1-Power of Attorney

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.

## POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints each of Penne A. Goplerud, L. Charles Laursen and Roger L. Smith, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ur-Energy Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission (the "Commission") and any stock exchange or similar authority;
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This power of attorney revokes any prior power of attorney appointing other individuals for the purpose of executing reports required with respect to the Company under Section 16 of the Exchange Act with regard to the undersigned's ownership of or transactions in securities of the Company. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to one of the foregoing attorneys-in-fact.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of December 23, 2013.

*/s/ James M. Franklin*

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James Franklin

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### CONFIRMING STATEMENT

This Statement confirms that the undersigned, James Franklin, has authorized and designated each of Penne A. Goplerud, L. Charles Laursen and Roger L. Smith, signing singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Ur-Energy Inc. The authority of each of Penne A. Goplerud, L. Charles Laursen and Roger L. Smith under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Ur-Energy Inc., unless earlier revoked in writing. The undersigned acknowledges that Penne A. Goplerud, L. Charles Laursen and Roger L. Smith are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: December 23, 2013

*/s/ James M. Franklin*

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