





Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description                                 |
|-------------|---|
| 4.1         | Warrant Indenture, dated September 6, 2013* |
| 5.1         | Form of Dorsey & Whitney LLP Opinion**      |
| 23.1        | Consent of Dorsey & Whitney LLP Opinion***  |

\* The foregoing exhibit was previously filed by the Registrant on its Current Report on Form 8-K filed with the SEC on September 6, 2013 and is incorporated herein by reference. Such exhibit is hereby incorporated by reference into the Registrant's Registration Statement on Form S-3 (File No 333-196686), filed with the SEC on June 12, 2014, as amended July 8, 2014, as amended July 10, 2014 and declared effective on July 14, 2014, pursuant to the United States Securities Act of 1933, as amended.

\*\* The foregoing exhibit was previously filed by the Registrant on its Current Report on Form 8-K filed with the SEC on August 27, 2013 and is incorporated herein by reference. Such exhibit is hereby incorporated by reference into the Registrant's Registration Statement on Form S-3 (File No 333-196686), filed with the SEC on June 12, 2014, as amended July 8, 2014, as amended July 10, 2014 and declared effective on July 14, 2014, pursuant to the United States Securities Act of 1933, as amended.

\*\*\*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 hereunto duly authorized.

URANERZ ENERGY CORPORATION

DATE: October 3, 2014

By: /s/ "Benjamin Leboe"

Benjamin Leboe  
Chief Financial Officer

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