

UR-ENERGY INC
Form 6-K
July 03, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

Under the Securities Exchange Act of 1934

For the month of July 2013

Commission File No.: **001-33905**

UR-ENERGY INC.

(Translation of the registrant's name into English)

10758 W Centennial Road, Suite 200

Littleton, Colorado 80127

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Ur-Energy Inc.
55 Metcalfe Street, Suite 1300
Ottawa, Ontario K1P 6L5

2. **Date of Material Change**

June 24, 2013

3. **News Release**

Attached as Schedule A is a copy of the news release issued by Ur-Energy Inc. (the “Company” or “Ur-Energy”) on June 25, 2013 at Denver, Colorado via PR Newswire.

4. **Summary of Material Change**

The Company, and certain of its U.S. subsidiaries, closed the previously announced US\$20.0 million secured loan facility (the “Loan Facility”) with RMB Australia Holdings Ltd. (“RMBAH”) on June 24, 2013.

The Loan Facility is intended to provide additional interim working capital for the construction of the Company’s flagship Lost Creek Project. Proceeds from the Loan Facility will also be used to repay all amounts outstanding under the previously announced US\$5.0 million bridge loan facility with RMBAH. A copy of the Facility Agreement is attached as Schedule B.

5. **Full Description of Material Change**

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The Company, and certain of its U.S. subsidiaries, closed the previously announced US\$20.0 million secured loan facility (the “Loan Facility”) with RMB Australia Holdings Ltd. (“RMBAH”) on June 24, 2013.

The Loan Facility is intended to provide additional interim working capital for the construction of the Company’s flagship Lost Creek Project. Proceeds from the Loan Facility will also be used to repay all amounts outstanding under the previously announced US\$5.0 million bridge loan facility with RMBAH.

The Loan Facility includes the following terms:

- an interest rate of LIBOR plus 7.5% per annum calculated quarterly;
- an arrangement fee of 6.0% payable at closing;

- a grant of warrants with a five-year expiry exercisable for 4,294,167 common shares of the Company at an exercise price of C\$1.20, and other terms as set forth in the warrant certificate;
- customary security and other customary terms as set forth in the Loan Facility transaction documents.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

Roger L. Smith, CFO/CAO

Ur-Energy Inc.

10758 W. Centennial Road, Suite 200
Littleton, Colorado 80127

Telephone: 720-981-4588

9. **Date of Report**

July 3, 2013

Schedule A

Ur-Energy Closes US\$20,000,000 Loan Facility

Littleton, Colorado (PR Newswire – June 25, 2013) **Ur-Energy Inc. (TSX:URE, NYSE MKT:URG)** (“Ur-Energy” or the “Company”) is pleased to announce that the Company, and certain of its U.S. subsidiaries, closed the previously announced US\$20.0 million secured loan facility (the “Loan Facility”) with RMB Australia Holdings Ltd. (“RMBAH”) on June 24, 2013.

The Loan Facility is intended to provide additional interim working capital for the construction of the Company’s flagship Lost Creek Project. Proceeds from the Loan Facility will also be used to repay all amounts outstanding under the previously announced US\$5.0 million bridge loan facility with RMBAH.

The Loan Facility includes the following terms:

- an interest rate of LIBOR plus 7.5% per annum calculated quarterly;
- an arrangement fee of 6.0% payable at closing;
- a grant of a 4,294,167 warrants with a five-year expiry exercisable for 4,294,167 common shares of the Company at an exercise price of C\$1.20, and other terms as set forth in the warrant certificate;
- customary security and other customary terms as set forth in the Loan Facility transaction documents.

The Company continues to work with the State of Wyoming and Sweetwater County to advance a US\$34.0 million bond loan (the “Bond Loan”) through the State’s Industrial Development Bond program towards completion. It is expected that the Loan Facility will be repaid upon the closing of the Bond Loan, after which time the Loan Facility will remain available to fund the acquisition and advancement of the Pathfinder Mines assets in Wyoming. The Company continues to anticipate receiving all required regulatory approvals for the closing of the previously announced Pathfinder Mines Corporation acquisition in the near future.

Ur-Energy President and CEO Wayne Heili commented, “We are very pleased to announce the closing of this Loan Facility, which provides a great deal of flexibility to the Company as we complete the construction of the Lost Creek Project and await final approvals of the Bond Loan and Pathfinder acquisition.”

About Ur-Energy

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Ur-Energy is a junior uranium mining company currently constructing its first in-situ recovery (ISR) uranium mine in south- central Wyoming at its fully licensed and permitted Lost Creek project. The Lost Creek processing facility will have two million pounds per year capacity and is anticipated to be in production in the second half of 2013. Ur-Energy engages in the identification, acquisition, exploration and development of uranium projects in the United States and Canada. Shares of Ur-Energy trade on the Toronto Stock Exchange under the symbol “URE” and on the NYSE MKT under the symbol “URG”. Ur-Energy’s corporate office is located in Littleton, Colorado; its registered office is in Ottawa, Ontario. Ur-Energy’s website is www.ur-energy.com.

FOR FURTHER INFORMATION, PLEASE CONTACT

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This release may contain “forward-looking statements” within the meaning of applicable securities laws regarding events or conditions that may occur in the future (*e.g.*, timing and ability to complete bond closing; timing of receipt of governmental approvals for and completion of the closing of the Pathfinder acquisition; timing of completion of construction and commencement of operations at Lost Creek) and are based on current expectations that, while considered reasonable by management at this time, inherently involve a number of significant business, economic and competitive risks, uncertainties and contingencies. Factors that could cause actual results to differ materially from any forward-looking statements include, but are not limited to, capital and other costs varying significantly from estimates; failure to establish estimated resources and reserves; the grade and recovery of ore which is mined varying from estimates; production rates, methods and amounts varying from estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; inflation; changes in exchange rates; fluctuations in commodity prices; delays in development and other factors. Readers should not place undue reliance on forward-looking statements. The forward-looking statements contained herein are based on the beliefs, expectations and opinions of management as of the date hereof and Ur-Energy disclaims any intent or obligation to update them or revise them to reflect any change in circumstances or in management’s beliefs, expectations or opinions that occur in the future.

SCHEDULE B

Agreement

Execution Version

Facility Agreement

Ur-Energy USA Inc.

Ur-Energy Inc.

Lost Creek ISR, LLC

RMB Australia Holdings Limited

RMB Resources, a division of FirstRand Bank
Limited (London Branch)

Contents

Table of contents

The agreement	1
Operative part	3
1 Definitions and interpretations	3
1.1 Definitions	3
1.2 Interpretations	26
1.3 Inclusive expressions	28
1.4 Business Day	28
1.5 Accounting Standards	28
2 Conditions precedent and conditions subsequent	28
2.1 Conditions precedent to the first Funding Portion	28
2.2 Conditions precedent to the first Funding Portion for the Pathfinder Acquisition	30
2.3 Conditions precedent to all Funding Portions	31
2.4 Conditions subsequent	32
2.5 Certified copies	32
2.6 Benefit of conditions precedent	32
3 Commitment, purpose and availability of Facility	33
3.1 Provision of Commitment	33
3.2 Purpose	33
3.3 Cancellation of Commitment during Availability Period	33
3.4 Cancellation at end of Availability Period	33
3.5 Voluntary prepayment	33
3.6 Mandatory prepayment	34
3.7 Cancellations and prepayments in inverse order	34
4 Funding and rate setting procedures	35
4.1 Delivery of Funding Notice	35
4.2 Requirements for a Funding Notice	35
4.3 Irrevocability of Funding Notice	35
4.4 Amount of Funding Portions	35
4.5 Frequency of Funding Portions	35
4.6 Interest Periods	35
4.7 Determination of Funding Rate	36
5 Facility	36
5.1 Provision of Funding Portions	36
5.2 Repayment	36
5.3 Repayment of other Secured Moneys	36
5.4 Interest	36
5.5 Calculation of per annum interest rate	36
5.6 Market Disruption Event	37

6 Payments	37
6.1 Manner of payment	37
6.2 Payments on a Business Day	38
6.3 Payments in gross	38
6.4 Additional payments	38

Contents

6.5 Taxation deduction procedures	38
6.6 Tax Credit	39