

## Risk Factors Comparison 2024-03-06 to 2023-03-06 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

An investment in our securities involves a high degree of risk. You should consider the following discussion of risks in addition to the other information in this annual report before purchasing any of our securities. In addition to historical information, the information in this annual report contains “ forward- looking ” statements about our future business and performance. Our actual operating results and financial performance may be very different from what we expect as of the date of this annual report. The risks below address material factors that may affect our future operating results and financial performance. Risk Factors Related to the Uranium Markets and Nuclear Fuel Cycle Industries ~~Largely unrestricted imports~~ **Imports** from state- owned enterprises **may continue to** challenge the U. S. uranium industry. ~~While spot~~ **Notwithstanding other recent favorable market events and** pricing ~~has been affected positively by various developments since 2020,~~ term contracting by domestic and Western purchasers ~~remains at prices which do not incentivize a return to full production by many uranium recovery facilities.~~ Overall, the global uranium market continues to be characterized by production levels and sales priced in and for countries such as Russia, Kazakhstan and Uzbekistan which ~~continue to~~ adversely affect the U. S. uranium production industry. China continues to expand its role in the global uranium mining markets and in the rest of the nuclear fuel cycle **, including with effects felt in the U. S.** Additionally, the extent of foreign inventories in some instances ~~is~~ **remains** uncertain. If U. S. imports from government- subsidized production sites **resume beyond demand capacity** ~~continue unchecked, without other relief,~~ there could be a significant ~~continuing~~ negative impact to the uranium market which could adversely impact the Company’ s future profitability. ~~Although the U. S. Department of Energy (“ DOE ”) established the national uranium reserve program, it appears that DOE’ s 2022 purchase awards completed a one- time purchase program. Although envisioned by U. S. Nuclear Fuel Working Group and Congress as a multi- year program, there remains great uncertainty whether DOE will continue with additional contract awards and / or whether there will be appropriations to sustain the program.~~ We have entered into term sales contracts for a portion of our Lost Creek production ~~but,~~ **however, we** may be unable to enter into additional term sales contracts in the future on suitable terms and conditions. ~~We~~ **While we** have secured term sales contracts for the sale of **600-570,000 pounds U3O8 in 2024 and annual base commitments between 550,000 and 1,100,000 pounds U3O8 annually beginning in 2024-2025 and continuing through 2028-2030. We are advancing negotiations of additional contracts for sales through at least 2030. While we continue to respond to requests for proposals from nuclear fuel purchasers,** there is no certainty that we will be able enter additional term sales agreements at suitable pricing and other terms to support longer- term production at Lost Creek and / or the construction **and operation** of Shirley Basin. The failure to complete additional term sales contracts on suitable terms may further delay decisions to maximize production at Lost Creek and to construct and begin operations at our Shirley Basin Project and could otherwise adversely impact our operations and resulting cash flows and income. ~~The~~ **34The** uranium market is volatile and has limited customers. The price of uranium is volatile, has experienced and may continue to experience significant price movements over short periods of time. Spot pricing ~~has~~ reached lows at or below \$ 20 per pound U3O8 in recent years. **Although current ; while some improvement in pricing has been seen,** spot pricing ~~in is~~ **vastly improved from the those** ~~past two years~~ **recent lows, pricing** continues to demonstrate ~~this~~ volatility: at December 31, ~~2020-2022~~, the price of U3O8 was \$ ~~30-47. 20-68~~ per pound and at December 31, ~~2022-2023~~, the price was \$ ~~47-91. 68-00~~ per pound U3O8. Factors beyond our control affect the market, including demand for nuclear power; changes in public acceptance of nuclear energy; political and economic conditions in uranium mining, producing and consuming countries; costs and availability of financing of nuclear plants; changes in governmental regulations; global or regional consumption patterns; speculative activities and increased production due to new extraction developments and improved production methods; the future viability and acceptance of small modular reactors or micro- reactors and the related fuel requirements for this new technology; reprocessing of spent fuel and the re- enrichment of depleted uranium tails or waste; and global economics, including currency exchange rates, interest rates and expectations of inflation. Any future accidents, or threats of or incidents of war, civil unrest or terrorism, at nuclear facilities are likely to also impact the conditions of uranium mining and the use and acceptance of nuclear energy. The effect of these factors on the price of uranium, and therefore on the economic viability of our properties, cannot accurately be predicted. ~~34The~~ ~~---~~ **The** uranium industry is highly competitive and nuclear energy competes with other energy sources. The national and international uranium industry is small and highly competitive. Our activities are directed toward the exploration for, evaluation, acquisition and development of uranium deposits into production operations. There is no certainty that any expenditures we made will result in discoveries of commercial quantities of uranium production. There is aggressive competition within the uranium mining industry for the discovery, acquisition and development of properties considered to have commercial potential. We compete with other companies for the opportunity to participate in promising projects, **and** many of ~~which~~ **those** competing entities have greater financial resources than we have and / or are state- sponsored entities. Similarly, we market our product to a limited number of purchasers in competition with supplies from a very limited number of competitors, most of whom currently are state- sponsored operations producing at lower, subsidized costs. Nuclear energy competes with other **existing** sources of energy, including natural gas, oil, coal, hydroelectricity and renewable energy sources **and potentially other sources of energy, such as fusion, in the future.** These other energy sources are to some extent interchangeable with nuclear energy, and their relative availability and cost may result in lower demand for uranium concentrate and uranium conversion services. Technical advances in and government support and subsidies for renewable energy sources could make these forms of energy more viable and have a greater impact on nuclear fuel demands. Further, the **sustained** growth of the uranium and nuclear power industry beyond its current level will depend upon continued

and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, geopolitical, technological and environmental factors that affect the nuclear industry, the industry is subject to public opinion risks which could have an adverse impact on the demand for nuclear power, whether through increased regulation or otherwise. Requirements for our products and services may be affected by technological changes in nuclear reactors, enrichment, and used uranium fuel reprocessing. These technological changes could reduce, or increase, the demand for uranium. The cost competitiveness of our operations may be impacted through development of new uranium recovery and processing technologies. As a result, our competitors may adopt technological advancements that provide them an advantage over our operational and production costs. ~~Lack~~ **35Lack** of acceptance of or outright opposition to nuclear energy could impede our business. Our future business prospects are tied to the electrical utility industry in the U. S. and worldwide. Continuing fundamental changes in the utility industry, particularly in the U. S. and Europe, are expected to affect the market for nuclear and other fuels for years to come and may result in a wide range of outcomes including the expansion or the premature shutdown of nuclear reactors. Maintaining the demand for uranium at current levels and future growth in demand will depend upon the continued acceptance of nuclear technology as a means of generating electricity. Unique political and public perception factors impact the nuclear fuel cycle industries, including uranium ~~miners~~ **producers**. Some government entities and non-governmental organizations continue to aggressively oppose certain mining activities including specifically uranium recovery. These actions may affect our operations even if the opposition is directed at entities or projects unrelated to our Company. Lack of continued public acceptance of nuclear technology would adversely affect the demand for nuclear power and potentially increase the regulation of the nuclear power industry. Following the events of March 2011 in Fukushima Japan, worldwide reaction called into question the public's confidence in nuclear energy and technology, ~~and the impacts~~ **impact** of which ~~continue~~ **continues** in many countries ~~a decade later~~. Additionally, media coverage about uranium production and nuclear energy may be inaccurate or non-objective and further negatively impact public perception of our industry. ~~35Our~~ **Our** business is subject to extensive environmental and other regulations that may make exploring, mining or related activities increasingly expensive, and may change at any time. The mining industry is subject to extensive environmental and other laws and regulations, which may change at any time. Environmental legislation and regulation continue to evolve in ways which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, increased reclamation obligations and attendant costs (and costs of bonding), and a heightened degree of responsibility for companies and their officers, directors and employees. Various regulatory actions related to the protection of the greater sage grouse, for example, are ongoing. Recurring consideration of additional EPA rulemakings, CERCLA revisions and other changes and further restrictions, including within the regulations promulgated pursuant to the General Mining Law, could have significant impact on our projects. Moreover, compliance with environmental quality requirements, reclamation laws and other restrictions imposed by federal, state and local authorities may require significant capital outlays and consume additional staff and management time, materially affect the economics of a given property, cause material changes or delays in intended activities, and potentially expose us to litigation and other legal or administrative proceedings. We cannot accurately predict or estimate the impact of any such future laws or regulations, or future interpretations of existing laws and regulations, on our operations. Historic exploration activities have occurred on many of our properties, and mining and energy production activities have occurred on or near certain of our properties. If such historic activities have resulted in releases or threatened releases of regulated substances to the environment, or historic activities require remediation, potential liability may exist under federal or state remediation statutes for which we may be inadequately bonded or insured. Risk Factors Related to our Mining Operations Our mining operations involve significant hazards ~~and~~ **a high degree of risk risks** and the possibility of uninsured losses. Mining operations generally involve a high degree of risk. We continue operations at our first and, currently, only, uranium in situ recovery facility at Lost Creek, where production activities commenced in 2013 ~~Our~~ **though we reduced production significantly for several years before returning to commercial** operations ~~at in 2023~~. Lost Creek ~~which~~ is a remote site in south-central Wyoming ~~and at our~~ **Lost Creek** and ~~at our~~ other projects as they continue in development, will be subject to all the hazards and risks normally encountered at remote sites in Wyoming, including safety in commuting and severe weather which can affect such commutes and may slow operations, particularly during adverse winter weather and road conditions. Additionally, these operations are subject to perceived risks, ~~and as well as all~~ the hazards and risks ~~normally encountered in the production of uranium by in situ methods of recovery, such as water management and treatment, including wastewater disposal capacity (deep wells, Class V wells, ponds or other methods; each of which requires regulatory authorizations and varying levels of expense to install and operate), unusual and unexpected geological formations, unanticipated metallurgical difficulties, equipment malfunctions and availability of~~ **materials and parts for operations and construction**, interruptions of electrical power and communications, other conditions involved in the drilling and removal of material through pressurized injection and production wells, radiation safety, transportation and industrial accidents, and natural disaster (e. g., fire, tornado), any of which could result in damage to, or destruction of, production facilities, damage to life or property, environmental damage and possible legal liability. We may also not be insured against all interruptions to our operations. Losses from these or other events may cause us to incur significant costs which could materially adversely affect our financial condition and our ability to fund activities on our properties. A significant loss could force us to reduce or suspend our operations and development. Adverse effects on operations and / or further development of our projects could also adversely affect our business, financial condition, results of operations and cash flow. **36With current market and labor conditions, including availability of contractors and equipment, influencing our recommissioning and return to commercial production at Lost Creek, we face risks of delays in production which could affect our ability to timely deliver into our sales commitments. Similarly, if / as we build out and begin operations at Shirley Basin, delays resulting from supply chain disruption, and availability of labor and contractors, as well as first-time production challenges may affect timely deliveries and sales.** ~~36Our~~ **Our** mineral resource estimates may not be reliable and are inherently more uncertain than estimates of proven and

probable reserves; there is risk and increased uncertainty to commencing and conducting production without established mineral reserves. Our properties do not contain mineral reserves as defined under SEC Subpart 1300 of Regulation S-K (“S-K 1300”) or Canadian National Instrument 43-101 (“NI 43-101”). See “Cautionary Note Concerning Disclosure of Mineral Resources,” above. Until mineral reserves or mineral resources are mined and processed, the quantity of mineral resources and grades must be considered as estimates only **and may be inaccurate**. We have established the existence of uranium resources for certain uranium projects, including at the Lost Creek Property. We have not established proven or probable reserves, as defined under S-K 1300 or NI 43-101, through the completion of a feasibility study, for any of our uranium projects, including the **operating** Lost Creek Property. Furthermore, we currently have no plans to establish proven or probable reserves for any of our uranium projects for which we plan to utilize ISR methods, such as the Lost Creek Property or the Shirley Basin Project. As a result, and despite the fact that we have produced U<sub>3</sub>O<sub>8</sub> at the Lost Creek Project since 2013, there is ~~an~~ increased uncertainty and risk that may result in economic and technical failure which may adversely impact our future profitability. There are numerous uncertainties inherent in estimating quantities of mineral resources, including many factors beyond our control, and no assurance can be given that the recovery of mineral resources, or even estimated mineral reserves, will be realized. In general, estimates of mineral resources are based upon several factors and assumptions made as of the date on which the estimates were determined, including (i) geological and engineering estimates that have inherent uncertainties and the assumed effects of regulation by governmental agencies; (ii) the judgment of the geologists, engineers and other professionals preparing the estimate; (iii) estimates of future uranium prices and operating costs; (iv) the quality and quantity of available data and the interpretation of that data; and (v) the accuracy of various mandated economic assumptions, all of which may vary considerably from actual results. All estimates are, to some degree, uncertain; with in situ recovery, this is due in part to limited sampling information collected prior to mining. For these reasons, estimates of the recoverable mineral resources prepared by different professionals or by the same professionals at different times, may vary substantially. As such, there is significant uncertainty in any mineral resource estimate and actual deposits encountered and the economic viability of a deposit may differ materially from our estimates. We are depleting our mineral resources and must develop additional resources to sustain ongoing operations. We have been in production operations ~~since 2013~~ **for more than a decade** and are depleting the estimated mineral resource at Lost Creek, which remains our only uranium recovery operation. As a result, we must be able to continue to conduct exploration and develop additional mineral resources. While there remain large areas of our Lost Creek Project which require additional exploration, we will need to continue to explore all project areas of the Lost Creek Property and our other mineral properties in Wyoming, or acquire additional, known mineral resource properties to replenish our mineral resources and sustain continued operations. We estimate life of mine when we prepare our mineral resource estimates, but such estimates may not be correct.

~~Our~~ **37**Our property title and rights may be uncertain and could be challenged. Although we have obtained title opinions with respect to certain of our properties, there is no guarantee that title to any of our properties will not be challenged or impugned. Third parties may have valid claims underlying portions of our interests. Our mineral properties in the U. S. consist of leases covering state lands, unpatented mining claims and millsite claims, and patented mining claims and lands. Many of our mining properties in the U. S. are unpatented mining claims to which we have only possessory title. Because title to unpatented mining claims is subject to inherent uncertainties, it is difficult to determine conclusively ownership of such claims. These uncertainties relate to such things as sufficiency of mineral discovery, proper posting and marking of boundaries and possible conflicts with other claims not determinable from descriptions of record. The present status of our unpatented mining claims located on public lands allows us the exclusive right to mine and remove valuable minerals. We are allowed to use the surface of the public lands solely for purposes related to mining and processing the mineral-bearing ores. However, legal ownership of the land remains with the U. S. We remain at risk that the mining claims may be forfeited either to the U. S. or to rival private claimants due to failure to comply with statutory requirements. Certain of the changes which have been proposed in recent years to amend or replace the General Mining Law, could also have an impact on the rights we currently have in our patented and unpatented mining and millsite claims. Similarly, we believe that we have necessary rights to surface use and access in areas for which we have mineral rights other than pursuant to a federal unpatented mining claim. Those rights may also be challenged, resulting in delay or additional cost to assert and confirm our rights. We have taken or will take appropriate curative measures to ensure proper title to our mineral properties and rights in surface use or access, where necessary and where possible. Additionally, our state leases have fixed terms and, while renewals have historically been granted upon timely application, there is no certainty there will not be changes to rights granted and / or the state lands procedures, either of which could negatively affect our mineral projects. ~~37~~Our ~~Our~~ mining operations are subject to numerous environmental laws, regulations and **licensing and** permitting requirements and ~~bonding~~ requirements that can delay production and adversely affect operating and development costs. Our business is subject to extensive federal, state and local laws governing all stages of exploration, development and operations at our mineral properties, taxes, labor standards and occupational health, mine and radiation safety, toxic substances, endangered species protections, and other matters. Exploration, development, and production operations are also subject to various federal, state and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry, particularly with respect to uranium recovery, to monitor the discharge of wastewater and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, **groundwater,** water or air, to progressively restore mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation **of any** of these laws may result in the imposition of substantial fines and other penalties and potentially expose us to operational restrictions, suspension, administrative proceedings or litigation. Many of these laws and regulations have tended to become more stringent over time, which appears will continue to be the trend in coming years. Any change in such laws **or** **imposition of fines or restrictions in operations as a result of violations** could have a material adverse effect on our financial condition, cash flow or results of operations. There can be no assurance that we will be able to meet all the regulatory requirements in a timely manner or without significant expense or that the regulatory requirements will not change to delay or

prohibit us from proceeding with certain exploration, development or operations. Further, there is no assurance that we will not face new challenges by third parties to regulatory decisions when made, which may cause additional delay and substantial expense, or may cause a project to be permanently halted. ~~Our~~ **38Our** operations require licenses and permits from various governmental authorities. We believe we hold all necessary licenses and permits to carry on the activities which we are currently conducting or **currently** propose to conduct under applicable laws and regulations. Such licenses and permits are subject to changes in regulations and changes in various operating circumstances. There can be no guarantee that we will be able to obtain all necessary licenses and permits that may be required to maintain our exploration and mining activities (or amendments to expand or alter existing operations), including constructing mines, milling or processing facilities and commencing or continuing exploration or mining activities or operations at any of our properties. In addition, if we proceed to production on any other property or new geologic horizon, we must obtain and comply with permits and licenses which will contain specific operating conditions. There can be no assurance that we will be able to obtain such permits and licenses or that we will be able to comply with any and all such conditions. The ability to timely obtain all required authorizations may become more of an issue with regulatory agencies facing staffing challenges similar to those our industry is encountering, as experienced staff retire or leave government, including those with highly specialized knowledge specific to uranium recovery and radiation safety. ~~38Possible~~ **Possible** amendments to the General Mining Law could make it more difficult or impossible for us to execute our business plan. Members of the U. S. Congress have repeatedly introduced bills which would materially amend or replace the provisions of the General Mining Law. Such bills have proposed, among other things, to (i) significantly alter the laws and regulations relating to uranium mineral development and recovery from patented or unpatented mining claims; (ii) impose a federal royalty on production from unpatented mining claims and / or impose other taxes or additional fees on the use or occupancy of federal lands; (iii) impose time limits on the effectiveness of plans of operation that may not coincide with mine life; (iv) convert in part or in whole the existing land holdings program, requiring unpatented mining claims to be taken to lease in a new program under certain circumstances and imposing other circumstances in which the unpatented mining claim would have to be abandoned; (v) limit the mineral property holdings of any single person or company under various stages from prospecting through operations; (vi) impose more stringent environmental compliance and reclamation requirements on activities on unpatented mining claims; (vii) allow states, localities and Native American tribes to petition for the withdrawal of identified tracts of federal land from the operation of the U. S. mining laws; (viii) eliminate or greatly limit the right to a mineral patent; and (ix) allow for administrative determinations that mining would not be allowed in situations where undue degradation of the federal lands in question could not be prevented. **Additionally, there continue to be proposals for withdrawal of federal lands for the purposes of mineral location and development, and the reasons for withdrawals have been increasingly broad.** If enacted, such legislation could, among other effects, change the cost of holding unpatented mining claims or leases or the duration for which the claims or leases could be held without development, and could significantly impact our ability to develop locatable mineral resources on our patented and unpatented mining claims. Although it is impossible to predict what any legislated royalties might be, implementation could adversely affect the potential for development of mineral properties, as well as the economics of existing operating mines. Passage of such legislation could adversely affect our financial performance, including ~~that~~ proposals imposing a royalty or otherwise impacting holding and operational costs of mining claims, if passed, could render mineral projects or existing mines uneconomic. Although certain of the proposed amendments have included provisions to ‘grandfather’ permitted projects, there is no assurance that any new legislation will necessarily contain such provisions or that such legislation will not otherwise have a significant financial impact on our operations and business. ~~39We~~ **39We** ~~Additionally, there continue to be proposals for withdrawal of federal lands for the purposes of mineral location and development. No proposal to date directly affects the areas of Wyoming and Nevada in which we have land holdings; however, such actions could have an adverse effect on our financial performance if they are broadened in scope to directly affect the areas in which we have properties. The reasons for withdrawals have also been broadened in certain legislative proposals.~~ We depend on services of our management, and key personnel, contractors and service providers, and the timely availability of such individuals and providers cannot be assured during ramp- up or into the future. Successful implementation of our business plan and operations is dependent upon our management team and experienced staff, some of whom are approaching retirement age. From time to time, we may need to recruit additional qualified employees, contractors and service providers to supplement existing management and personnel. **We continue to hire and train** ~~Currently, we are in the process of hiring employees for as we ramp-up~~ **and training, strong retention rates** ~~operation~~ **and training, strong retention rates** of staffing and **timely** retention of contractors cannot be assured in our industry, many aspects of which are highly specialized. This is particularly true in the current labor markets in which we recruit our employees and contractors, including where we compete with higher paying energy jobs, and because of the remote locations for which employees and contractors are needed. As well, the skilled professionals with expertise in geologic, engineering and process aspects of uranium in situ recovery, radiation safety and other facets of our business are currently in high demand, as there are relatively few professionals with both expertise and experience. The sustained downturn of the uranium production industry in ~~recent the past several~~ **recent** years makes these challenges even more pronounced. Even with return to higher levels of production operations, we will be dependent on the continued service of a relatively small number of key persons, including key contractors, the loss of any one or several of whom could have an adverse effect on our business and operations. We do not hold key man insurance in respect of any of our executive officers. ~~39The~~ **39The** SEC’s adoption of S- K 1300 results in changes to our technical reports and will continue to result in increased compliance costs and uncertainty of interpretation. S- K 1300 requires us to disclose specific information related to our material mining operations, including concerning our reported mineral resources at Lost Creek and Shirley Basin ~~in existing NI 43- 101 technical reports~~. We conformed our technical reports to comply with both S- K 1300 and NI 43- 101 ; ~~which results in revisions to certain aspects of our prior reports and adds to our compliance costs~~. Disclosures under S- K 1300

continue to be subject to largely unknown interpretations. We are unable to predict the nature of any future enforcement, interpretation, or application of S- K 1300 by the SEC. Any additional revisions to, or interpretations of, S- K 1300 could also result in additional time and possibly unforeseen compliance costs. Our results of exploration and ultimate production are highly uncertain. The exploration for, and development of, mineral deposits involve significant risks which a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines, and for those which are developed, there may be longer timelines, delays and greater than estimated costs to advance to production. Major expenses may be required to establish mineral resources or reserves, to develop metallurgical processes and to construct mining and processing facilities at a site. It is impossible to ensure that our current exploration and development programs will result in profitable commercial operations ; ~~this is true for our Excel gold project as well as our uranium properties~~. Whether a mineral deposit will be commercially viable depends on many factors, including the attributes of the deposit, such as size, grade and proximity to infrastructure, as well as uranium and gold prices, which are highly cyclical. Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of uranium and environmental protection also are factors in determining commercial viability of a mineral project. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in us not receiving an adequate return on invested capital. Our proprietary data, technology and intellectual property may be compromised or lost, which could result in decreased competitive advantage and / or loss to the value of such assets. With the ever- increasing reliance on technology throughout our operations, including developments of proprietary technology and intellectual property by the Company and / or its consultants, risks of theft, appropriation or other loss of such technology and assets and / or our proprietary data pose a risk to our competitive advantage and business and financial results. We take what we believe to be reasonable steps to protect these proprietary technologies and intellectual property, including contractually and by efforts to obtain patents or trade rights where possible. but there can be no assurance that all such measures will be sufficient or successful. Climate change and climate change legislation or regulations could impact our operations. Although we play an important role in addressing climate change with our production of uranium to fuel carbon- free nuclear power, we, too, may be subject to risks associated with climate change which could harm our results of operations and increase our costs and expenses. The occurrence of severe adverse weather conditions may have a potentially serious impact on our operations. Adverse weather may result in physical damage to our operations, instability of our infrastructure and equipment, or alter the supply of electricity to our Lost Creek Property **or Shirley Basin when it is constructed**. Impacts of such events may affect worker productivity at our projects. Should any impacts of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected. ~~As 40As~~ an ISR uranium producer, we maintain a comparatively light environmental footprint. Nonetheless, certain environmental impacts are inevitable from all mineral exploration and development. U. S., Canadian, and other international legislative and regulatory action intended to ensure the protection of the environment are continually changing and evolving in a manner expected to result in stricter standards, **restrictions** and enforcement, larger fines and liability, and potentially increased capital expenditures and operating costs. Transitioning our business to meet regulatory, societal and investor expectations may cause us to incur lower economic returns than originally estimated for new projects and development plans of existing operations. While we continue to monitor and assess all new policies, legislation and regulations regarding such matters, we currently believe that the impact of any such legislation on our business is unlikely to be material. We cannot, however, assure that our efforts to mitigate the impact of such laws or regulations will be successful and / or without significant attendant costs. ~~40Risks~~ **Risks** Factors Related to our Financial Circumstances The uranium mining industry is capital intensive, and we may be unable to raise necessary ~~additional~~ funding. Additional funds will be required for working capital and exploration and development activities at our properties including Lost Creek ~~and the adjoining projects at the Lost Creek Property~~ **and for**, as well as the **construction and** development of our Shirley Basin Project. Potential sources of future funds available to us, in addition to the proceeds from sales of ~~current~~ inventory and future production, include the sale of additional equity capital, proceeds from the exercise of outstanding convertible equity instruments, borrowing of funds or other debt structure, project financing, or the sale of our interests in assets. Continued volatility in the equity markets, particularly the commodities and energy markets, as well as current interest rates, may increase the costs attendant to either equity or debt financing. There is no assurance that such funding will be available to us to ~~renew full production operations or to fund continued development or future exploration~~ **at Lost Creek or the construction and ramp up of Shirley Basin**. Further, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favorable to us or will provide us with sufficient funds to meet our objectives, which may adversely affect our business and financial position. ~~Restrictive covenants in the agreements governing our indebtedness may restrict our ability to pursue our business strategies. Our State Bond Loan, under which we currently owe approximately \$ 11. 1 million in principal, includes restrictive covenants that, among other things, limit our ability to sell the assets securing our indebtedness (which include our Lost Creek Project and related assets).~~ If we are unable to service our debt, we could lose the assets securing our indebtedness. **At the date of this report, we continue to owe approximately \$ 4. 3 million in principal under our State Bond Loan.** Our ability to make scheduled payments ~~under and satisfy other covenants in~~ the State Bond Loan depends on our financial condition and operating performance, which ~~are~~ **may be** subject to prevailing economic, competitive, legislative and regulatory conditions beyond our control. ~~We may be unable to generate a level of cash flow from operating activities sufficient to permit us to pay the principal, interest and other fees on our indebtedness.~~ If we cannot **do not** make scheduled **the remaining** payments on our debt, we will be in default which, if not addressed or waived, could require accelerated repayment ~~of our indebtedness~~ and enforcement by the lender against the assets securing ~~our indebtedness~~ **the loan**. The secured collateral ~~for the State Bond Loan~~ includes the Lost Creek Project and ~~assets related to it and other projects~~ **and assets** of the Lost Creek Property. ~~These, which~~ are key assets on which our business is substantially dependent, ~~and, as such, the enforcement~~ **Enforcement** against ~~any one or all~~ these assets would have a material adverse effect on our operations and financial condition. Production,

capital and operating cost estimates may be inaccurate. We prepare estimates of annual and future production, the attendant production and operational costs and required working capital for such levels of production, but there is no assurance that we will achieve those estimates. **Additionally, we have and continue to estimate the costs of construction for Shirley Basin, in the current market.** These types of estimates are inherently uncertain and may change materially over time. Operational cost estimates are affected by changes in production levels and may be affected by **current continuing** inflation and cost- of- goods due to supply chain issues as well as the possible need to utilize a greater level of contractor services if required staffing is unavailable or cannot timely be hired and trained. Availability and consistent pricing of materials necessary in the installation of wells, surface production equipment, associated infrastructure, chemicals for processing and, expendable materials related to operations, can be variable depending on economic conditions locally and worldwide and may force changes in operations and timing of resource production. Under current supply chain circumstances, this is particularly true. In addition, we rely on certain contractors related to the installation of wells and technical services associated with that installation. Their availability or cost of service can change depending on other local market conditions and may therefore affect the installation and production rates of mining.

**41Risks Related to our Common Shares** We have never paid dividends and do not currently expect to do so in the near future. Therefore, if our share price does not appreciate, our investors may not gain and could potentially lose on their investment in our shares. We have not paid dividends on our common shares since incorporation and do not anticipate doing so in the foreseeable future. We currently intend to retain all available funds and any future earnings to fund the growth of our business. Payments of any dividends will be at the discretion of our Board after considering many factors, including our financial condition and current and anticipated cash needs. As a result, capital appreciation, if any, of our shares will be an investor's sole source of gain for the foreseeable future. Failure to meet the listing maintenance criteria of the NYSE American may result in the delisting of our common shares, which could result in lower trading volumes and liquidity, lower prices of our common shares and make it more difficult for us to raise capital. Our common shares are listed on the NYSE American and we are subject to its continued listing requirements, including maintaining certain share prices and a minimum level of shareholder equity. The market price of our common shares has been and may continue to be subject to significant fluctuation. If we are unable to comply with the NYSE American continued listing requirements, including its trading price requirements, our common shares may be suspended from trading on and / or delisted from the NYSE American. Although we have not been notified of any delisting proceedings, there is no assurance that we will not receive such notice in the future or that we will be able to then comply with NYSE American listing standards. The delisting of our common shares from the NYSE American may materially impair our shareholders' ability to buy and sell our common shares and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common shares. In addition, the delisting of our common shares could significantly impair our ability to raise capital. Further, if our common shares were delisted from the NYSE American, they might be subject to the so- called " penny stock " rules. The SEC has adopted regulations that define a " penny stock " to be any equity security that has a market price per share of less than \$ 5. 00, subject to certain exceptions, such as any securities listed on a national securities exchange. For any transaction involving a " penny stock, " unless exempt pursuant to SEC regulations, the rules impose additional sales practice requirements on broker- dealers, subject to certain exceptions. If our common shares were determined to be a " penny stock, " a broker- dealer may find it more difficult to trade our common shares and an investor may find it more difficult to acquire or dispose of our common shares on the secondary market. These factors could also significantly negatively affect the market price of our common shares and our ability to raise capital.

**42The-- The** trading price of our common shares may experience substantial volatility. The market price of our common shares has experienced and may continue to experience substantial volatility that is unrelated to the Company's financial condition or operations. The trading price of our common shares may also be significantly affected by short- term changes in the price of uranium. The market price of the Company's securities is affected by many other variables which may be unrelated to our success and are, therefore, not within our control. These include other developments that affect the market for all resource sector- related securities, the breadth of the public market for the shares and the attractiveness of alternative investments; market reaction to the estimated fair value of our portfolio; rumors or dissemination of false information; changes in coverage or earnings estimates by analysts; our ability to meet analysts' or market expectations; and sales of common shares by existing shareholders. The effect of these and other factors on the market price of the common shares is expected to make the price of the common shares volatile in the future, which may result in losses to investors. **You 42Investors** may experience future dilution as a result of additional equity offerings. To raise additional capital, we may in the future offer additional common shares or other securities convertible into or exchangeable for our common shares at prices that may not be the same as the price per share as the shares an investor has previously purchased, and investors purchasing shares or other securities in the future could have rights superior to existing shareholders. We may be a passive foreign investment company and there may be adverse U. S. federal income tax consequences to U. S. shareholders under the passive foreign investment company rules. Investors in our common shares that are U. S. taxpayers (referred to as a U. S. shareholder) should be aware that we may be a " passive foreign investment company " (a " PFIC ") for the period ended December 31, **2022-2023**, and may be a PFIC in subsequent years. If we are a PFIC for any year during a U. S. shareholder's holding period, then such U. S. shareholders generally will be subject to a special, highly adverse tax regime with respect to so- called " excess distributions " received on our common shares. Gain realized upon a disposition of our common shares (including upon certain dispositions that would otherwise be tax- free) also will be treated as an excess distribution. Excess distributions are punitively taxed and are subject to additional interest charges. Additional special adverse rules also apply to U. S. shareholders who own our common shares if we are a PFIC and have a non- U. S. subsidiary that is also a PFIC (a " lower- tier PFIC "). A U. S. shareholder may make a timely " qualified electing fund " election ( " QEF election ") or a " mark- to- market " election with respect to our common shares to mitigate the adverse tax rules that apply to PFICs, but these elections may accelerate the recognition of taxable income and may result in the recognition of ordinary income. To be timely, a QEF election generally must be made for the first year in the U. S. shareholder's holding

period in which Ur- Energy is a PFIC. A U. S. shareholder may make a QEF election only if the U. S. shareholder receives certain information (known as a “ PFIC annual information statement ”) from us annually. A U. S. shareholder may make a QEF election with respect to a lower- tier PFIC only if it receives a PFIC annual information statement with respect to the lower tier PFIC. The mark- to- market election is available only if our common shares are considered regularly traded on a qualifying exchange, which we cannot assure will be the case for years in which it may be a PFIC. The mark- to- market election is not available for a lower- tier PFIC. We will use commercially reasonable efforts to make available to U. S. shareholders, upon their written request for each year in which the Company may be a PFIC, a PFIC annual information statement with respect to the Company and with respect to each such subsidiary that we determine may be a PFIC. Special adverse rules that impact certain estate planning goals could apply to our common shares if we are a PFIC. Each U. S. shareholder should consult its own tax advisor regarding the U. S. federal, state and local consequences of the PFIC rules, and regarding the QEF and mark- to- market elections.

**43General -- General Risk Factors** Certain of the impacts to the economy and supply chain **disruption** resulting **initially** from the COVID pandemic **and resulting global recovery** are likely to continue for **much of 2023, and other -- the foreseeable future** impacts to the health of our staff remain uncertain. The COVID pandemic has had a significant negative impact generally on the global economy and commodity and equity markets ~~and the outlook remains uncertain with variants of the virus evolving and continuing to affect many parts of the world~~. While many of the direct impacts to our business arising **during the pandemic** from our employees, regulators and suppliers being unable to conduct routine operations due to illness or exposure to COVID have decreased **substantially**, direct and indirect effects of the pandemic may continue to be experienced **particularly in** ~~The ongoing impacts to supply chain and available labor and contractors may~~. **These impacts are likely to** continue to pose risk to our operations, particularly **at our renewed** as we ramp up production operations at Lost Creek and if a decision is made ~~as we proceed~~ to construct and operate Shirley Basin. ~~We are a highly regulated industry and while the regulators are available to address operational impacts from illness, governmental restrictions and other effects, it remains uncertain whether all impacts can be timely addressed with our operations and with the regulators. We are and will remain fully engaged with our employees in our efforts to protect their health and safety. To the extent the COVID pandemic may adversely affect our business and financial results, it may also have the effect of heightening many of the other risks described throughout this Item 1A, such as timely and economically available labor and supplies, and those relating to our ability to access additional capital, which could negatively affect our business. It continues to be difficult to estimate the continuing or future effects of the pandemic on our business.~~ **43Our** insurance coverage, bonding surety arrangements and indemnifications for our inventory could be insufficient or change in adverse ways in the future. We currently carry insurance coverage for general liability, property and casualty, directors’ and officers’ liability and other matters. We intend to carry insurance to protect against certain risks in amounts we consider adequate. Certain insurances may be cost prohibitive to maintain, and even if we carried all such insurances, the nature of the risks we face in our exploration and uranium production operations is such that liabilities could exceed policy limits in any insurance policy or could be excluded from coverage under an insurance policy. The potential costs that could be associated with any liabilities not covered by insurance or which exceed insurance coverage, or compliance with applicable laws and regulations, may cause substantial delays or interruption of operations and require significant capital outlays, adversely affecting our business and financial position. We cannot assure that even our current coverages will continue to be available at acceptable cost or that coverage limits will remain at current levels, any of which could result in adverse effects upon our business and financial condition. We may be required to obtain additional types of insurance or increase existing coverage amounts due to changes in regulation of the mining and nuclear fuel cycle industries. Additionally, we utilize a bonding surety program for our regulatory, reclamation and restoration obligations at Lost Creek and Shirley Basin. Availability of and terms for such surety arrangements may change in the future, resulting in adverse effects to our financial condition. Also, we have contractual arrangements with the licensed uranium conversion facility for weighing and storage of our product inventory. Possible loss of or damage to our inventory may not be fully covered by our agreements, indemnification obligations or insurance. And, with relation to the conversion facility, the storage arrangements may not be extended indefinitely, creating greater costs or other impact to our product inventory. Any loss or damage of the uranium may not be fully covered or absolved by contractual arrangements with the conversion facility. We are subject to risks associated with litigation, governmental or regulatory investigations or challenges, and other legal proceedings. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. From time to time, we may be involved in disputes with other parties which may result in litigation, arbitration, or other proceedings. Additionally, it is possible that the Company may become involved directly or indirectly in legal proceedings, in the form of governmental or regulatory investigations, administrative proceedings or litigation, arising from challenges to regulatory actions. Such investigations, administrative proceedings and litigation related to regulatory matters may delay or halt exploration ~~or~~, development ~~of~~ **or even operations at** our projects. The results of litigation or any other proceedings cannot be predicted with certainty. If we are unable to resolve any such disputes favorably, it could have a material adverse effect on our financial position, results of operations or our property development.

**44**We are dependent on information technology systems, which are subject to certain risks, including cybersecurity risks and data leakage risk associated with implementation and integration. We depend upon information technology systems in a variety of ways throughout our operations. While we have not experienced any material incident, any significant breakdown of those systems, whether through virus, cyber- attack, security breach, theft, or other destruction, invasion or interruption, or unauthorized access to our systems, by employees, others with authorized access to our systems or unauthorized persons, could negatively impact our business and operations. These threats are increasing in number and severity and broadening in type of risk, including most recently with the Russian declaration of war against the Ukraine and cyber attacks ongoing in that context, which may broaden. To the extent that such invasion, cyber- attack or similar security breach results in disruption to our operations, loss or disclosure of, or damage to, our data and particularly our confidential or proprietary information, our reputation, business, results of operations and financial condition could be materially adversely

affected. We have implemented various measures to manage our risks related to information technology systems and network disruptions. However, given the unpredictability of the timing, nature and scope of information technology disruptions, we potentially could be subject to production downtimes, operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of our systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on our cash flows, competitive position, financial condition or results of operations. Our systems, internal controls and insurance for protecting against such cyber security risks may be insufficient and it is increasingly difficult to fully mitigate against these threats as they are ever changing. Additionally, we assess possible threats to our third- party providers when they may be provided confidential and proprietary information to complete work in our behalf. While we seek assurances from those parties that they will maintain such confidential and proprietary information in confidence, including by virtue of having systems and processes in place to protect such data, those service providers may also be subject to data compromise. Any compromise of our confidential data or that of our customers, suppliers, employees or others with whom we do business, whether in our possession or that of our service providers, could substantially disrupt our operations, harm our customers, suppliers, employees and others with whom we do business, damage our reputation, violate applicable law, subject us to potentially significant cost and liabilities which could be material. Although to date we have experienced no such attack resulting in material losses, we may suffer such losses at any time in the future. We may be required to expend significant additional resources to continue to modify and enhance our protective measures or to investigate, restore or remediate any information technology security vulnerabilities. We may also be adversely affected by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into our operations. If we are unable to successfully implement system upgrades or modifications, we may have to rely on manual reporting processes and controls over financial reporting that have not been planned, designed or tested. Various measures have been implemented to manage our risks related to the system upgrades and modifications, but system upgrades and modification failures could have a material adverse effect on our business, financial condition and results of operations and could, if not successfully implemented, adversely impact the effectiveness of our internal controls over financial reporting. We may develop conflicts of interest with other mining or natural resource companies with which one of our directors may be affiliated. Our directors may allocate their time to other businesses thereby causing conflicts of interest in their determination as to how much time to devote to our affairs. Certain of our directors are also directors of other companies that are engaged in similar mining or natural resources businesses, namely the acquisition, exploration, and development of mineral properties. Such other associations may give rise to conflicts of interest from time to time. One of the possible consequences will be that corporate opportunities presented to a director may be offered to another company with which the director is associated and may not be made available to us. Conflicts of interest may also include decisions on how much time to devote to the business of our company. Our Code of Conduct provides guidance on conflicts of interest and our directors are required to act in good faith, to make certain disclosures and to abstain from voting on decisions in which they may have a conflict of interest.

~~45~~**Acquisitions**--- **Acquisitions** and integration may disrupt our business, and we may not obtain full anticipated value of certain acquisitions due to the condition of the markets. From time to time, we examine opportunities to acquire additional mining assets and businesses. Any acquisition that we may choose to complete may be of significant size, may change the scale of our business and operations, and / or may expose us to new geographic, political, operating, financial and geological risks. Any acquisition would be accompanied by risks, including a significant change in commodity prices after we commit to complete a transaction and establish the purchase price or share exchange ratio; a material mineral deposit may prove to be below expectations; difficulty integrating and assimilating the operations and personnel of an acquired company, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt our ongoing business and relationships with employees, customers, suppliers and contractors; and the acquired business or assets may have unknown liabilities which may be significant. There can be no assurance that we would be able to conclude any acquisition successfully, or that we would be successful in overcoming these risks or other problems encountered in connection with such an acquisition.

~~The 45~~**The war in Ukraine and other global conflicts and tensions continues-- continue** to have implications to the global economy --**and energy supplies ; as a result , and the impact to the uranium and nuclear fuel market remains uncertain but may prove to negatively impact our operations.** ~~The global short and long term implications of the war in Russia's invasion of Ukraine remain difficult to predict. The war may has result resulted~~ in impacts to the nuclear fuel industries and uranium producers, through the imposition of ~~additional~~ **additional** sanctions and counter sanctions , **and more may follow .** The war is likely to continue to have an adverse effect on energy and economic markets ~~generally , including the nuclear fuel industries~~ **Because because** of the vast reliance by the U. S. and other nations on uranium **products** exported from Russia and Russian- controlled or influenced sources , **The conflicts in the Middle East, and other geopolitical tensions,** including Kazakhstan and Uzbekistan, **between the U. S. an and even greater China, also make it difficult to assess and predict the** impact ~~related to global supply and pricing of uranium may result. While in the shorter- term such a reordering of global supply may result in higher uranium prices, the long- term impact on the global demand for uranium remains uncertain and may be negative. To the extent the war in Ukraine may adversely affect our business as discussed, it may also have the effect of heightening many of the other --~~ **the economy** risks described in this Item 1A such as those relating to cyber- security , supply chain, inflationary and other volatility in prices of goods and materials, and the condition of the markets including as related to our ability to access additional capital, any of which could negatively affect our business. Because of the highly uncertain and dynamic nature of the war and related geopolitics, it remains difficult to estimate the impact of the Ukraine war on our business. In light of continuing and increased tension in the relations between U. S. and China, it is difficult to assess and predict the impact that further developments may have, including sanctions, further supply disruption and increased prices of materials, and cyber- security threats. While we do not currently purchase goods and materials directly from China for our Lost Creek



operations ~~and ramp up~~, our suppliers of electronics and instrumentation components may purchase necessary materials from China, ~~and / or our suppliers~~ and we may be indirectly affected if the market for Chinese products is further disrupted by sanctions, countersanctions or other events. ~~Additionally, if~~ **If / as** a decision is made to construct and develop Shirley Basin, the direct or indirect exposure to these market uncertainties may be greater or more direct. ~~46~~ **To the extent these conflicts and geopolitical situations may adversely affect our business as discussed, they may also have the effect of heightening many of the other risks described in this Item 1A such as those relating to cyber- security, supply chain, inflationary and other volatility in prices of goods and materials, and the condition of the markets including as related to our ability to access additional capital, any of which could negatively affect our business. Because of the highly uncertain and dynamic nature of the war, global conflicts and related geopolitics, it remains difficult to estimate the impact on our business.**