

URANERZ ENERGY CORP.
Form PRE 14A
April 20, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Uranerz Energy Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (4) Date Filed:
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URANERZ ENERGY CORPORATION

SUITE 1410 800 WEST PENDER STREET
VANCOUVER BRITISH COLUMBIA CANADA V6C 2V6

Notice of Annual Meeting of Stockholders

To all Stockholders of Uranerz Energy Corporation:

You are invited to attend the 2007 Annual Meeting of Stockholders (the *Annual Meeting*) of Uranerz Energy Corporation (the *Company*). The Annual Meeting will be held at the Holiday Inn Denver International Airport (DIA), 15500 East 40th Avenue, Denver, Colorado, 80239, on Tuesday, June 19, 2007, at 10:30A.M. The purposes of the meeting are:

1. The election of the Nominees to the Company's Board of Directors to serve until the Company's 2008 Annual Meeting of Stockholders or until successors are duly elected and qualified; the following are Nominees for election as Directors: Glenn Catchpole, George Hartman, Dennis Higgs, Paul Saxton, Gerhard Kirchner, Peter Bell, Arnold J. Dyck, and Richard Holmes.
2. To ratify the Company's Amended and Restated By-laws (*By-laws Amendment*);
3. To ratify the Company's 2005 Nonqualified Stock Option Plan;
4. To ratify the Company's 2006 audited financial statements;
5. To ratify the appointment of the Company's independent registered public accounting firm for the fiscal year of 2007; and
6. Any other business that may properly come before the meeting.

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The Board of Directors has fixed April 23, 2007, as the record date for the Annual Meeting. Only stockholders of the Company of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders as of April 23, 2007, will be available at the Annual Meeting for inspection by any stockholder. Stockholders will need to register at the meeting to attend the meeting. If your shares are not registered in your name, you will need to bring proof of your ownership of those shares to the meeting in order to register to attend and vote. You should ask the broker, bank or other institution that holds your shares to provide you with either a copy of an account statement or a letter that shows your ownership of Company stock as of April 23, 2007. Please bring that documentation to the meeting.

IMPORTANT

Whether or not you expect to attend the Annual Meeting, please sign and return the enclosed proxy promptly. If you decide to attend the meeting, you may, if you wish, revoke the proxy and vote your shares in person.

By Order of the Board of Directors,

Benjamin Leboe
Secretary
Vancouver, BC, Canada
April 30, 2007

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URANERZ ENERGY CORPORATION

SUITE 1410 800 WEST PENDER STREET
VANCOUVER BRITISH COLUMBIA CANADA V6C 2V6

Proxy Statement for Annual Meeting of Shareholders

To Be Held June 19, 2007

Unless the context requires otherwise, references in this statement to *Uranerz Energy*, the *Company*, *we*, *us* or *our* refer to Uranerz Energy Corporation.

The Annual Meeting of Stockholders of Uranerz Energy (the *Annual Meeting*) will be held on Tuesday, June 19, 2007 at the Holiday Inn Denver International Airport (DIA), 15500 East 40th Avenue, Denver, Colorado, 80239, beginning at 10:30A.M.

We are providing the enclosed proxy materials and form of proxy in connection with the solicitation by the Company's Board of Directors (the *Board*) of proxies for this Annual Meeting. The Company anticipates that this Proxy Statement and the form of proxy will first be mailed to holders of the Company's Stock on or about April 30, 2007.

You are invited to attend the meeting at the above stated time and location. If you plan to attend and your shares are held in street name in an account with a bank, broker, or other nominee you must obtain a proxy issued in your name from such broker, bank or other nominee.

You can vote your shares by completing and returning the proxy card or, if you hold shares in street name, by completing the voting form provided by the broker, bank or other nominee.

A returned signed proxy card without an indication of how shares should be voted will be voted FOR the election of all Directors, FOR the ratification of the By-laws Amendment, FOR the ratification of the 2005 Nonqualified Stock Option Plan, FOR the ratification of the 2006 audited financial statements, and FOR the ratification of the appointment of the Company's independent registered public accounting firm.

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Our corporate bylaws define a quorum as a one-third of the voting power of the issued and outstanding voting stock present in person or by proxy. The Company's Articles of Incorporation do not allow cumulative voting for Directors. The nominees who receive the most votes will be elected. A simple majority of the shares present, whether in person or by proxy, is required to ratify the By-laws Amendment, the 2005 Stock Option Plan, the audited financial statements, and the appointment of the Company's independent registered public accounting firm.

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QUESTIONS AND ANSWERS ABOUT PROXY MATERIALS AND VOTING

Why am I receiving this Proxy Statement and proxy card?

You are receiving this Proxy Statement and proxy card because you were a stockholder of record at the close of business April 23, 2007, and are entitled to vote at the Annual Meeting. This Proxy Statement describes issues on which the Company would like you, as a stockholder, to vote. It provides information on these issues so that you can make an informed decision. You do not need to attend the Annual Meeting to vote your shares.

When you sign the proxy card you appoint Glenn Catchpole, President and Chief Executive Officer to the Company, your representative at the Annual Meeting. As your representative, he will vote your shares at the Annual Meeting (or any adjournments or postponements) as you have instructed him on your proxy card. With proxy voting, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete, sign and return your proxy card in advance of the Annual Meeting, just in case your plans change.

If an issue comes up for vote at the Annual Meeting (or any adjournments or postponements) that is not described in this Proxy Statement, your representative will vote your shares, under your proxy, at their discretion, subject to any limitations imposed by law.

When is the record date?

The Board has fixed April 23, 2007, as the record date for the Annual Meeting. Only holders of Uranerz Energy voting stock as of the close of business on that date will be entitled to vote at the Annual Meeting.

How many shares are outstanding?

As of April 19, 2007, the Company had 39,052,087 shares of Common Stock issued and outstanding.

What am I voting on?

You are being asked to vote on the following:

The election of eight (8) directors for terms expiring in 2008;

The ratification of the By-laws Amendment;

The ratification of the 2005 Nonqualified Stock Option Plan;

The ratification of the Company's 2006 audited financial statements;

The ratification of the appointment of the Company's independent registered public accounting firm; and

Any other business that may properly come before the meeting.

How many votes do I get?

Each share of Common Stock is entitled to one vote. No cumulative rights are authorized, and dissenters' rights are not applicable to any of the matters being voted upon.

The Board recommends a vote **FOR** each of the nominees to the Board, **FOR** the ratification of the By-laws Amendment, **FOR** the ratification of the 2005 Nonqualified Stock Option Plan, **FOR** the ratification of the 2006 audited financial statements, and **FOR** the ratification of the appointment of the Company's independent registered public accounting firm.

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How do I vote?

You have several voting options. You may vote by:

Signing your proxy card and mailing it in the enclosed, prepaid and addressed envelope;

Signing and faxing your proxy card to our transfer agent for proxy voting at the number provided on the proxy card;

Voting over the Internet by following the procedures provided on the proxy card; or

Attending the Annual Meeting and voting in person.

If your shares are held in an account with a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in a street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy card from your broker, bank, or other nominee.

Can stockholders vote in person at the Annual Meeting?

The Company will pass out written ballots to anyone who wants to vote at the Annual Meeting. If you hold your shares through a brokerage account but do not have a physical share certificate, or the shares are registered in someone else's name, you must request a legal proxy from your stockbroker or the registered owner to vote at the meeting.

What if I share an address with another shareholder and we received only one copy of the proxy materials?

If certain requirements are met under relevant U.S. securities law, including in some circumstances, the shareholder's prior written consent, we are permitted to deliver one annual report and one proxy statement to a group of shareholders who share the same address. If you share an address with another shareholder and have received only one copy of the proxy materials, but desire another copy, please send written request to our offices at the address below or call us at (604) 689-1659 to request another copy of the proxy materials. Please note that each shareholder should receive a separate proxy card to vote the shares they own.

Send requests to:

Uranerz Energy Corporation
Suite 1410-800 West Pender Street
Vancouver, BC, Canada V6C 2V6

Attention: Benjamin Leboe
Secretary

What if I change my mind after I return my proxy?

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

Signing another proxy with a later date and mailing it to the attention of: Jason K. Brenkert, Inspector of Elections, at 370 17th Street, Suite 4700, Denver, Colorado, 80237, so long as it is received prior to 12:00 p.m., MST, on June 18, 2007;
Voting in person at the Annual Meeting; or

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Giving written notice to the Company's Secretary, Benjamin Leboe, at the address given above, prior to 12:00 p.m., PST on June 15, 2007.

How many votes do you need to hold the meeting?

To conduct the Annual Meeting, the Company must have a quorum, which means that one-third of the outstanding voting shares of the Company as of the record date must be present at the meeting. Your shares will be counted as present at the Annual Meeting if you:

Submit a properly