

URANERZ ENERGY CORP.  
Form NT 10-Q  
May 16, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

*(Check one):*

Form 10-K    Form 20-F    Form 11-K  
 Form 10-Q    Form 10-D    Form N-SAR    Form N-CSR

For Period Ended: March 31, 2006

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form  
N-SAR

For the Transition Period Ended:

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**URANERZ ENERGY CORPORATION**

Full Name of Registrant

**CARLETON VENTURES CORP.**

Former Name if Applicable

**Suite 1410 - 800 West Pender Street, Vancouver, BC**

Address of Principal Executive Office (*Street and Number*)

**Vancouver, British Columbia V6C 2V6**

City, State and Zip Code

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OMB APPROVAL  
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3235-0058  
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NUMBER  
000-50180

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- X (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

**The Company's independent auditors have not completed their review of the Company's interim financial statements for the three months ended March 31, 2006. As reviewed interim financial statements are required for a complete filing, the Company is unable to file its quarterly report on Form 10-QSB within the prescribed period for filing.**

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**Aileen Lloyd**  
(Name)

**604**  
(Area Code)

**689-1659**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

x Yes " No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

" Yes x No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**URANERZ ENERGY CORPORATION**  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2006

By: /s/ Aileen Lloyd

Aileen Lloyd  
Title: Corporate Secretary

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