

**Table 1**  
**Revisions to Bear Lodge Project Plan of Operations**  
**February 2014**

<b>Plan of Operations – Text</b>		
<b>Section Number</b>	<b>Section Name</b>	<b>Revision</b>
Cover Page and Spine		Date revised from “May 2013” to “February 2014 Update from May 2013.”
1.5	EXPECTED TOTAL DURATION OF THIS OPERATION	Revised to 43 years.
3.4	WATER LINE ROUTE	Entire section describing legal location was removed – water line was associated with the Cole wells which have been removed. There is no water line route outside of the Project Area.
4.1	GENERAL PROJECT DESCRIPTION	<p>Mine life was revised to 43 years. Revisions provide clarity for language generally describing the process.</p> <p>Date of updated NI 43-101-compliant mineral resource estimate was changed to 2013.</p> <p>Map 4.2-2 was revised to reflect current disturbance footprint.</p>
4.3.3	Proposed Secondary Roads and Haul Roads	<p>Total in Table 4.3-1 was revised to correctly show 8.75 miles rather than 8.71 miles.</p> <p>This section was updated to reflect revised lengths of haul roads.</p>
4.5.1	Land Requirements	<p>Proposed surface disturbance discussion was revised to reflect revisions in proposed footprint. Estimated disturbance within the Project Area was changed from 963.99 acres (460.85 acres on Forest Service lands) to 899.23 acres (460.82 on Forest Service lands). Total estimated disturbance (including lands outside the Project Area) was changed from 1,089.75 acres (502.28 acres on Forest Service lands) to 1,017.63 acres (495.49 acres on Forest Service lands).</p> <p>Table 4.5-1 was revised to show new disturbance footprint. Disturbance for the water line outside of the Project Area was removed.</p>

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		Disturbance estimates were changed in the text throughout the document.
4.5.3	Project Schedule	Schedule discussion was revised to show construction beginning first quarter of 2016 and production startup beginning fourth quarter of 2016. Life of mine is extended to 43 years.
4.5.4.1	Mine Facilities/Mineable Pit	Updated NI 43-101 compliant resource estimate was changed from 944 million pounds of M&I rare earth oxides to 1,043 million pounds within the greater Bull Hill and Whitetail resource areas.  Language was added to indicate processing of 500 tons per day of higher grade ore for a period of up to 9 years followed by the mining and processing of low and mid-grade ore for up to an additional 34 years at a production rate of up to 1,000 tons per day.
4.5.4.3	Mine Facilities/Upgrading – PUG Plan	Discussion was revised for clarity and consistency with other sections.  The discussion on feedstock was revised to state that there are several categories of material (Bull Hill Oxide High Grade, and OxCa and Whitetail Oxide Whitetail ores will be stockpiled at the PUG Plant while the stockwork and low grade ore will be stockpiled in the Low Grade Ore Stockpile or in the Waste Rock Facility.  Text was revised to indicate up to 26 pounds per day of non-toxic flocculent will be added rather than 72 pounds.
4.5.4.4	Storm Water Control	This section has been updated to be consistent with Revised Appendix D – Hydrology and Hydraulics Technical Memorandum.
4.5.5.2	Workforce/Operations	Revised employment at Bull Hill Mine to 70 workers.  Revised 4.5.2, Bull Hill Mine Operational Workforce, to summarize workforce.  Revised employment at the PUG to 21 workers for Years 0 through 9 and to

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		27 workers for Years 10 through 43.  Revised 4.5-3, PUG Plant Operational Workforce, to summarize workforce.
4.5.6	Operations Schedule/Production Rates	Revised discussion to reflect annual production rate of 175,000 tons (dry) for years 1 through 9 and to 350,000 for years 10 through 43.
4.5.7.2	Transportation/Operations	Revised haulage traffic to average 17 round-trips per day, 7 days per week starting in Year 10, averaging 13 round-trips per day during the first 9 years of mine production.
4.6	EQUIPMENT AND VEHICLES	Revised Table 4.6-1, Production Equipment Required for Mine Operations to capacities and number required.
4.7	STRUCTURES	Revised description, size, and location of buildings.
4.7.1	Utilities	Revised power consumption for the PUG Plant at peak production to 3,496 kilowatts. Revised Table 4.7-1, PUG Plant Power Consumption by Area to reflect changes to power production by area.
4.7.1.2	Water	Removed reference to alternative water supply study and removed Appendix Alternative Water Supply Appendix.  Removed discussion of option to purchase water from the City of Sundance from the Cole wellfield.  Added discussion of MW-16 as the long-term source of raw water.
5.1.1	Climate and Physiography	Map 5.1-1 was revised to reflect current disturbance footprint.
5.22.7	Estimate of Reclamation Cost	Entire section has been removed until design is finalized.
5.3.1.1	HYDROLOGY AND WATER QUALITY/Surface Water Flow	Map 5.3-1 was revised to reflect current disturbance footprint.
5.3.1.3	HYDROLOGY AND WATER QUALITY/Springs and Seeps Water Quality	Map 5.3-2 was revised to reflect current disturbance footprint.
5.3.1.4	HYDROLOGY AND WATER QUALITY/Groundwater Quality	Revised discussion to include installation of 22 groundwater monitoring wells and conversion of 6 drill sites to 7 groundwater monitoring wells in 2013.

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		<p>Map 5.3-3 was revised to reflect current disturbance footprint.</p> <p>Map 5.3-4 was revised to reflect current disturbance footprint.</p> <p>Removed Map 5.3-5 and included all groundwater monitoring wells on Map 5.3-3.</p>
5.5.1	SCENIC VALUES/Baseline Scenic Quality	Map 5.5-1 was revised to reflect current disturbance footprint.
5.18.1	FOREST SERVICE MANAGEMENT AREAS/Baseline Description	Map 5.18-1 was revised to reflect current disturbance footprint.
5.19.1	RANGE MANAGEMENT/Baseline Description	Map 5.19-1 was revised to reflect current disturbance footprint.
5.22.7	Estimate of Reclamation Cost	Entire section was removed.
<b>Appendix A – Upton Plan Description</b>		
2.3	LAND DISTURBANCE	Estimated disturbance for the TSF was revised from 294.56 acres to 258.3 acres for a total of approximately 288 acres.
2.4	ACCESS	<p>Description of access was revised to reflect one entrance rather than two entrances.</p> <p>Map A-1 was revised to reflect current disturbance footprint.</p>
3.0	HYDROMET PLANT PROCESS DESCRIPTION	Discussion was revised for clarity.
3.1	LEACH	This section was removed.
4.0	BUILDINGS AND STRUCTURES	Minor revisions to description of structures.
5.1	UTILITIES/Power	Revised to indicate estimated power consumption is 3,200 kilowatts.
6.2	GEOTECHNICAL ANALYSIS	Discuss is updated to reflect recent studies.
6.3	TAILNGS OPERATION	Discussion is revised to include more detailed description of tailings operation.
7.0	BASELINE ENVIRONMENTAL SURVEYS	Map A-2 was revised to reflect current disturbance footprint and to include current groundwater monitoring wells.

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7.2	GROUNDWATER	Updated to reflect installation of 2013 groundwater monitoring wells.
8.1	RECLAMATION AND CLOSURE/Description	Revised language on post-mining land uses.
8.2	Schedule	Language revised to reflect closure of Upton facilities will begin once processing and recovery of REE's has ceased.
8.3	GENERAL CLOSURE METHODS	Text that includes costs was removed.  Total area of embankment side slope was removed.  Estimated acreage of pond was removed.
8.4	SPECIFIC CLOSURE AND RECLAMATION OF AFFECTED AREAS	Estimates of TSF slope area was removed.  Embankment area was removed.  Text that includes costs was removed.
8.4.2	SPECIFIC CLOSURE AND RECLAMATION OF AFFECTED AREAS/Upton Plant	Text that includes costs was removed because RER does not intend to demolish the building structures. RER proposes an industrial post-mining land use for the building structures and related facilities (warehouse, maintenance facility, administrative and process buildings, electrical equipment) within the footprint of the Hydromet facility following cessation of production.
8.4.5	SPECIFIC CLOSURE AND RECLAMATION OF AFFECTED AREAS/Other Structures	Discussion on transformers was removed. RER proposes to leave the transformers on site. See response above.
8.5.1	MONITORING/Groundwater	Revised to reflect eleven groundwater monitoring wells rather than eight.
Attachment A	Preliminary TSF Design Report	Removed – To be Revised 2 <sup>nd</sup> Quarter of 2014.
Attachment D	Tables and Figures – Facility Closure Plan and Cost Estimate	Removed. The Hydromet Process Flow Sheets are now Attachment D.
Attachment E	Hydromet Process Flow Sheets	The Hydromet Process Flow Sheets are now Attachment D. There is no Attachment E.
<b>Additional Appendices to the Plan of Operations</b>		

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Appendix D	Hydrology and Hydraulics – Technical Memorandum	This appendix is entirely replaced with current Hydrology and Hydraulics Technical Memorandum.
Appendix E	PUG Plant Process Flow Sheets	Flow sheets have been revised to reflect current design.
Appendix L	Reclamation Cost Estimate	Appendix was removed. Appendix L is not Material Safety Data Sheet for Hyperfloc®NF301.
Appendix M	Material Safety Data Sheet for Hyperfloc®NF301	Appendix M is now Package Waste System.
Appendix N	Package Waste System	Appendix N is now Exploration Drilling Plan.
Appendix O	Alternative Water Supply Study	Appendix O was removed – alternative water supply has been removed from the Plan of Operations entirely. Appendix O is now the Weed Management Plan.
Appendix P	Exploration Drilling Plan	This is now Appendix N. Revised Map P-1 (N-1) to reflect current disturbance footprint. There is no Appendix P.
Appendix Q	Weed Management Plan	Weed Management Plan is now Appendix O. There is no Appendix Q.