



Rare Element Resources

RARE ELEMENT RESOURCES LTD.

**Annual General Meeting
to be held on December 7, 2009**

**Notice of Annual General Meeting
and
Information Circular**

November 2, 2009

RARE ELEMENT RESOURCES LTD.

410 – 325 Howe Street
Vancouver B.C.
V6C 1Z7

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Rare Element Resources Ltd. (the “Company”) will be held at 410 – 325 Howe Street, Vancouver, British Columbia, on Monday December 7, 2009 at 11:00 a.m. At the meeting, the shareholders will receive the consolidated financial statements for the period ended June 30, 2009, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors of the Company at six;
2. elect directors of the Company for the ensuing year;
3. appoint DeVisser Gray, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. approve the amendments to the Company’s stock option plan; and
5. transact such other business as may properly be put before the meeting.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all registered shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Trust Company of Canada, Attention: 100 University Ave., 9th Floor, Toronto, ON M5J 2Y1. If a shareholder does not deliver a proxy to Computershare Trust Company of Canada by 11:00am (Vancouver, British Columbia time) on Thursday, December 3, 2009 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on Monday November 2, 2009 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 2nd day of November, 2009.

ON BEHALF OF THE BOARD

“Donald E. Ranta”

Donald E. Ranta
President and Chief Executive Officer