

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-34852



Rare Element Resources

**RARE ELEMENT RESOURCES LTD.**

(Exact Name of Registrant as Specified in its Charter)

**BRITISH COLUMBIA**

(State of other jurisdiction of incorporation or organization)

**N/A**

(I.R.S. Employer Identification No.)

**225 Union Blvd., Suite 250  
Lakewood, Colorado**

(Address of Principal Executive Offices)

**80228**

(Zip Code)

**(720) 278-2460**

(Registrant's Telephone Number, including Area Code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the Registrant is  a large accelerated filer,  an accelerated filer,  a non-accelerated filer, or  a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes  No

Number of shares of issuer's common stock outstanding as of May 7, 2013: 44,949,869

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## **Reporting Currency, Financial and Other Information**

All amounts in this report are expressed in United States (“U.S.”) dollars, unless otherwise indicated.

Financial information is presented in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”).

References to “Rare Element,” the “Company,” “we,” “our,” and “us” mean Rare Element Resources Ltd., our predecessors and consolidated subsidiaries, or any one or more of them, as the context requires.

### *Change in Fiscal Year End*

On September 7, 2012, the Company's board of directors approved a change in our fiscal year end from June 30 to December 31, with the change to the calendar year reporting cycle beginning January 1, 2013. Consequently, we filed a Transition Report on Form 10-K for the six-month transition period ended December 31, 2012. The intent of the change was to align the reporting of our financial results more closely with our peers.

## **Cautionary Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains “forward-looking information” within the meaning of Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking statements”). Such forward-looking statements concern our anticipated results and developments in our operation in future periods, planned exploration and evaluation of our properties, timing for completion of a feasibility study for the Bear Lodge Rare Earth Element (“REE”) Project, our future capital needs and our ability to meet these needs, our ability to obtain additional financing and plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and the reasonable assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect,” “is expected,” “anticipates” or “does not anticipate,” “plans,” “estimates” or “intends,” or stating that certain actions, events or results “may,” “could,” “would,” “might” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from our expectations and include, among others, the factors referenced in the “Risk Factors” section of our Transition Report on Form 10-K for the period ended December 31, 2012, including, without limitation, risks associated with:

- our history of losses and need for additional financing;
- our lack of history of producing metals from our mineral properties;
- numerous uncertainties that could affect the feasibility or profitability of the Bear Lodge REE Project;
- the exploration, development, permitting and operations of our Bear Lodge REE Project;
- increased costs affecting our financial condition;
- fluctuations in demand for, and price of, rare earth products;
- an extremely volatile rare earth industry;
- an increase in global supply or predatory pricing and dumping by our competitors, including China;
- the establishment of new uses and markets of rare earth products;
- a shortage of equipment and supplies;
- mining and resource exploration being an inherently dangerous activity;
- operating in the resource industry, which is highly speculative;
- resource estimates;
- our lack of insurance for our operations;
- mineral operations being subject to market forces outside of our control;
- the permitting, licensing and approval processes for our operations;
- the governmental and environmental regulations;
- future legislation regarding the mining industry and climate change;
- our land reclamation requirements;
- proposed legislation;

- competition in the mining and rare earth elements industries;
- foreign currency fluctuations;
- our dependence on key personnel;
- the potential difficulty of attracting and retaining qualified personnel;
- our executive officers and directors being engaged in other businesses;
- title in our properties;
- enforcement of civil liabilities in the United States;
- our securities; and
- tax consequences to U.S. shareholders.

This list is not exhaustive of the factors that may affect our forward-looking statements. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Except as required by law, we disclaim any obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. **We qualify all the forward-looking statements contained in this Quarterly Report by the foregoing cautionary statements.** We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the “SEC”), particularly our Transition Report on Form 10-K. The reports and documents filed by us with the SEC are available at [www.sec.gov](http://www.sec.gov).

**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**RARE ELEMENT RESOURCES LTD.**  
**(an exploration stage company)**  
**CONSOLIDATED BALANCE SHEETS**

(Expressed in thousands of U.S. dollars, except shares outstanding)

	<u>March 31, 2013</u>	<u>December 31, 2012</u>
	(unaudited)	(audited)
<b>ASSETS:</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 23,930	\$ 24,985
Short-term investments	9,854	15,118
Interest receivable	1	303
Prepaid expenses	179	185
Marketable securities	-	32
Accounts receivable	58	17
<b>Total Current Assets</b>	<u>34,022</u>	<u>40,640</u>
Equipment, net	558	517
Mineral properties	27	27
<b>Total assets</b>	<u>\$ 34,607</u>	<u>\$ 41,184</u>
<b>LIABILITIES:</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 610	\$ 3,448
Asset retirement obligation	177	151
<b>Total Current Liabilities</b>	<u>787</u>	<u>3,599</u>
Asset retirement obligation	250	238
<b>Total liabilities</b>	<u>1,037</u>	<u>3,837</u>
<b>Commitments and contingencies</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Common shares, no par value - unlimited shares authorized; shares outstanding March 31, 2013 - 44,949,869, December 31, 2012 - 44,949,869	93,256	93,256
Additional paid in capital	21,904	21,329
Accumulated other comprehensive loss	-	(43)
Accumulated deficit during exploration stage	(81,590)	(77,195)
<b>Total shareholders' equity</b>	<u>33,570</u>	<u>37,347</u>
<b>Total liabilities and shareholders' equity</b>	<u>\$ 34,607</u>	<u>\$ 41,184</u>

See accompanying notes to consolidated interim financial statements

**RARE ELEMENT RESOURCES LTD.**  
**(an exploration stage company)**  
**CONSOLIDATED UNAUDITED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Expressed in thousands of U.S. dollars, except share and per share amounts)

	For the three month periods ended March 31,		Cumulative during exploration stage
	2013	2012	
<b>Operating income and (expenses):</b>			
Exploration and evaluation	\$ (1,939)	\$ (2,599)	\$ (43,018)
Corporate administration	(1,694)	(4,104)	(37,280)
Depreciation	(49)	(22)	(311)
Write-down of mineral property	-	-	(2,924)
Total operating expenses	<u>(3,682)</u>	<u>(6,725)</u>	<u>(83,533)</u>
<b>Non-operating income and (expenses):</b>			
Interest income	97	151	2,073
Gain/(loss) on currency translation	(821)	1,452	809
Other income (expense)	-	(32)	20
Loss on sale of marketable securities	(39)	(2)	(57)
Gain/(loss) on derivatives	50	(161)	(902)
Total non-operating income (expense)	<u>(713)</u>	<u>1,408</u>	<u>1,943</u>
<b>Net loss</b>	<u>\$ (4,395)</u>	<u>\$ (5,317)</u>	<u>\$ (81,590)</u>
<b>Other comprehensive loss</b>			
Realized loss on available-for-sale securities	\$ 39	\$ 2	\$ 57
Unrealized loss on available-for-sale securities	4	2	(57)
<b>COMPREHENSIVE LOSS</b>	<u>\$ (4,352)</u>	<u>\$ (5,313)</u>	<u>\$ (81,590)</u>
<b>LOSS PER SHARE - BASIC AND DILUTED</b>	\$ (0.10)	\$ (0.12)	
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	44,949,869	44,222,366	

See accompanying notes to consolidated interim financial statements

**RARE ELEMENT RESOURCES LTD.**  
**(an exploration stage company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in thousands of U.S. dollars)

	For the three month periods ended March 31,		Cumulative during exploration stage
	2013	2012	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss for the period	\$ (4,395)	\$ (5,317)	\$ (81,590)
<b>Adjustments to reconcile loss for the period to net cash and cash equivalents used in operations:</b>			
Depreciation	49	23	311
Asset retirement obligation	38	-	427
Fair value of warrants received pursuant to the sale of mineral properties	-	-	(15)
Unrealized (gain)/loss on derivatives	(50)	161	902
Write-down of mineral property	-	-	1,891
Loss on currency translation	-	(48)	(17)
Loss on disposal of marketable securities	39	2	57
Loss on disposal of equipment	-	-	(3)
Stock-based compensation	575	2,827	22,124
<b>Changes in non-cash working capital</b>			
Accounts receivable	(41)	(229)	(199)
Interest receivable	302	397	(9)
Prepaid expenses	6	239	(191)
Accounts payable and accrued liabilities	(2,788)	(1,590)	436
Due to related party	-	(28)	(28)
<b>Net cash and cash equivalents used in operating activities</b>	<u>(6,265)</u>	<u>(3,563)</u>	<u>(55,904)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of marketable securities	-	-	(207)
Purchases of short-term investments	(9,823)	(20,054)	(24,941)
Additions to mineral properties, net of cost recoveries	-	-	(29)
Additions to restricted cash	-	-	(422)
Release of restricted cash	-	-	422
Purchases of equipment	(90)	(82)	(870)
Proceeds from sale of marketable securities	36	40	186
Proceeds from sale of short-term investments	15,087	-	15,087
Payments received for sale/option of mineral properties	-	-	279
<b>Net cash and cash equivalents provided by (used in) investing activities</b>	<u>5,210</u>	<u>(20,096)</u>	<u>(10,495)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Advance of promissory note	-	-	111
Repayment of promissory note	-	-	(129)
Cash received for common shares, net of share issuance costs	-	160	94,916
Shares subscribed	-	-	(4,788)
<b>Net cash and cash equivalents provided by financing activities</b>	<u>-</u>	<u>160</u>	<u>90,110</u>
Cash acquired in capital transaction	-	-	219
<b>Increase/(decrease) in cash and cash equivalents</b>	<u>(1,055)</u>	<u>(23,499)</u>	<u>23,930</u>
<b>Cash and cash equivalents - beginning of the period</b>	<u>24,985</u>	<u>59,477</u>	<u>-</u>
<b>Cash and cash equivalents - end of the period</b>	<u>\$ 23,930</u>	<u>\$ 35,978</u>	<u>\$ 23,930</u>

Supplemental disclosure with respect to cash flows - Note 8

See accompanying notes to consolidated interim financial statements

**RARE ELEMENT RESOURCES LTD.**  
**(An Exploration Stage Company)**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars, except share and per share amounts, unless otherwise noted)**

**1. NATURE OF OPERATIONS**

Rare Element Resources Ltd. (collectively, “we,” “us,” “our,” “Rare Element” or the “Company”) was incorporated under the laws of the Province of British Columbia on June 3, 1999.

We are currently in the process of exploring and evaluating the Bear Lodge Rare Earth Element (“REE”) Project in Wyoming. The Bear Lodge REE Project is located within our Bear Lodge Property which also includes the Sundance Gold Project. In accordance with U.S. GAAP we are an exploration stage entity. We have completed a pre-feasibility study on the Bear Lodge REE Project and have begun compiling data for the preparation of a feasibility study. To date, we have no revenue and have an accumulated operating deficit of \$81,590 of which \$43,018 is attributable to the exploration of our mineral interests.

Our continuing operations and the recoverability of the carrying values of our mineral property interests are dependent upon economic reserves being discovered and developed at the Bear Lodge REE Project, our ability to obtain the necessary permits to mine the Bear Lodge REE Project and on future profitable production or proceeds from the disposition of any of our mineral property interests. Development and/or start-up of the Bear Lodge REE Project is dependent upon our ability to obtain the necessary financing to complete the exploration, development and/or start-up of the Bear Lodge REE Project. Although we have been successful in raising such capital in the past, there can be no assurance that we will be able to do so in the future.

A write down in the carrying values of one or more of our mineral properties may be required in the future as a result of events and circumstances, such as our inability to obtain all the necessary permits, changes in the legal status of our mineral properties, government actions, the results of technical evaluation and changes in economic conditions, including the price of rare-earth oxide (“REO”) concentrate and other commodities or input prices. We regularly evaluate the carrying value of our mineral properties to determine if impairment is required in view of such factors.

**2. BASIS OF PRESENTATION**

In accordance with U.S. GAAP for interim financial statements, these consolidated financial statements do not include certain information and note disclosures that are normally included in annual financial statements prepared in conformity with U.S. GAAP. Accordingly, these unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements as of December 31, 2012, which were included in our Transition Report on Form 10-K for the period ended December 31, 2012. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (which are of a normal, recurring nature) necessary to present fairly in all material respects our financial position as of March 31, 2013 and the results of our operations and cash flows for the three months ended March 31, 2013 and 2012 in conformity with U.S. GAAP. Interim results of operations for the three months ended March 31, 2013 may not be indicative of results that will be realized for the full year ending December 31, 2013.

**3. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Our financial instruments consist of cash and cash equivalents, marketable securities, accounts receivable, restricted cash, accounts payable and accrued liabilities. Included, at times, within cash and cash equivalents is an enhanced yield deposit account that contains an embedded derivative in the form of a foreign currency option. Due to the short-term nature of the option contract and the low volatility between the U.S. dollar and Canadian dollar, the liability portion of the derivative instrument is de minimis. U.S. GAAP defines “fair value” as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price) and establishes a fair-value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.



**RARE ELEMENT RESOURCES LTD.**

**(An Exploration Stage Company)**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**(Expressed in thousands of U.S. dollars, except share and per share amounts, unless otherwise noted)**

- Level 3 — Prices or valuation techniques requiring inputs that are both significant to the fair-value measurement and unobservable.

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. The Company continually monitors its positions with, and the credit quality of, the financial institutions with which it invests. Periodically throughout the year, the Company has maintained balances in various U.S. operating accounts in excess of U.S. federally insured limits.

The following table presents information about financial instruments recognized at fair value on a recurring basis as of March 31, 2013 and December 31, 2012, and indicates the fair value hierarchy:

	March 31, 2013			December 31, 2012		
	Level 1	Level 2	Total	Level 1	Level 2	Total
<u>Assets</u>						
Cash and cash equivalents	\$ 23,930	\$ -	\$ 23,930	\$ 24,985	\$ -	\$ 24,985
Short-term investments	-	9,854	9,854	-	15,118	15,118
Marketable securities	-	-	-	32	-	32
Total financial assets	\$ 23,930	\$ 9,854	\$ 33,784	\$ 25,017	\$ 15,118	\$ 40,135
<u>Liabilities</u>						
Accounts payable and other accrued liabilities	\$ 610	\$ -	\$ 610	\$ 3,415	-	\$ 3,415
Asset retirement obligation	-	427	427	-	389	389
Derivative liabilities	-	-	-	-	33	33
Total financial assets and liabilities	\$ 24,540	\$ 10,281	\$ 34,821	\$ 28,432	\$ 15,540	\$ 43,972

**4. EQUIPMENT**

	March 31, 2013			December 31, 2012		
	Cost	Accumulated depreciation	Net book value	Cost	Accumulated depreciation	Net book value
Computer equipment	\$ 167	\$ 89	\$ 78	\$ 167	\$ 77	\$ 90
Furniture	111	35	76	111	27	84
Geological equipment	381	143	238	357	125	232
Vehicles	208	42	166	144	33	111
	\$ 867	\$ 309	\$ 558	\$ 779	\$ 262	\$ 517

**5. COMMON SHARES**

	Number of shares issued	Common shares (\$)
As of December 31, 2012	44,949,869	\$ 93,256
Exercise of stock options - cash	-	-
Exercise of stock options - fair value	-	-
Issued during the three months ended March 31, 2013	-	-
As of March 31, 2013	44,949,869	\$ 93,256

**RARE ELEMENT RESOURCES LTD.**  
**(An Exploration Stage Company)**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars, except share and per share amounts, unless otherwise noted)**

**6. ADDITIONAL PAID-IN CAPITAL**

*Stock-based compensation*

We have two stock option plans under which options are outstanding and exercisable, namely the Fixed Stock Option Plan and the 10% Rolling Stock Option Plan. The Fixed Stock Option Plan was originally approved by shareholders on December 11, 2002 and subsequently approved by shareholders on December 7, 2009 following certain amendments to the Fixed Stock Option Plan. The Fixed Stock Option Plan expired upon the adoption of the 10% Rolling Stock Option Plan which was approved by shareholders on December 2, 2011, and as such, we may no longer grant options under the Fixed Stock Option Plan. However, the terms of the Fixed Stock Option Plan continue to govern all prior awards granted under such plan until such awards have been cancelled, forfeited or exercised in accordance with the terms thereof. As of March 31, 2013, we had 2,555,000 options outstanding under our Fixed Stock Option Plan, as amended, and 1,755,000 options outstanding under our 10% Rolling Stock Option Plan.

The fair value of each employee stock option award is estimated at the grant date using the Black-Scholes option pricing model and our common shares price on the date of grant. The significant assumptions used to estimate the fair value of stock options awarded during the three months ended March 31, 2013 and 2012 using the Black-Scholes model are as follows:

	March 31,	
	2013	2012
Risk-free interest rate	0.44%	0.12% - 0.36%
Expected volatility	80%	80%
Expected dividend yield	Nil	Nil
Expected term in years	3	3

The compensation expense recognized in our consolidated financial statements for the three months ended March 31, 2013 and 2012 for stock option awards was \$575 and \$2,827, respectively. As of March 31, 2013, there was \$724 of total unrecognized compensation cost related to unvested stock options which is expected to be recognized over a weighted-average remaining vesting period of 0.4 years.

The following table summarizes our stock option activity for the three-month period ended March 31, 2013:

	For the three-month periods ended March 31,			
	2013		2012	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
Outstanding, beginning of period	4,331,000	\$ 6.42	4,605,500	\$ 6.29
Granted	10,000	2.96	127,000	6.72
Cancelled	(31,000)	4.72	(230,000)	15.20
Exercised	-	-	(139,000)	1.16
Outstanding, end of period	4,310,000	\$ 6.32	4,363,500	\$ 5.96
Exercisable, end of period	3,507,800	\$ 6.78	2,606,700	\$ 5.06
Weighted-average fair value per share of options granted during period	\$ 2.96		\$ 3.65	

**RARE ELEMENT RESOURCES LTD.**  
**(An Exploration Stage Company)**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars, except share and per share amounts, unless otherwise noted)**

**7. COMMITMENTS AND CONTINGENCIES**

Our commitments and contingencies include the following items:

***Potential environmental contingency***

Our mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. We conduct our operations so as to protect public health and the environment, and believe our operations are materially in compliance with all applicable laws and regulations. We have made, and expect to make in the future, expenditures to comply with such laws and regulations. The ultimate amount of reclamation and other future site-restoration costs to be incurred for existing mining interests is uncertain.

**8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

For the three-month period ended March 31, 2013 supplemental cash flow items consisted of interest received of \$399. For the three-month period ended March 31, 2012 the only supplemental cash flow item was interest received of \$252.

**9. SUBSEQUENT EVENTS**

On April 29, 2013, we completed a land acquisition from the State of Wyoming in conjunction with a third party land exchange resulting in an additional 640 acres owned in patent by the Company subject to a royalty retained by the State of Wyoming. The property is immediately adjacent to our mine site and the cash consideration paid was \$980.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following management's discussion and analysis of the consolidated financial results and condition of Rare Element Resources Ltd. (collectively, "we," "us," "our," "Rare Element" or the "Company") for the three-month period ended March 31, 2013 has been prepared based on information available to us as of May 7, 2013. This discussion should be read in conjunction with the unaudited Consolidated Financial Statements and notes thereto included herewith and the audited Consolidated Financial Statements of Rare Element for the period ended December 31, 2012 and the related notes thereto filed with our Transition Report on Form 10-K, which have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). All amounts stated herein are in U.S. dollars, unless otherwise noted. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those set forth elsewhere in this report. See "Cautionary Note Regarding Forward-Looking Statements."

*All currency amounts are expressed in thousands of U.S. dollars, unless otherwise noted.*

### **Introduction**

Presently, we are focused on exploring and evaluating the Bear Lodge rare earth element ("REE") Project located near Sundance, Wyoming. We plan to develop and produce from the Bear Lodge REE Project, subject to obtaining, among other things, a positive feasibility study, the necessary mining permits and the necessary financing to construct the mine. We also, in the future, may potentially acquire advanced stage REE projects. As of March 31, 2013, we were considered an exploration stage entity under U.S. GAAP due to the lack of reserves reported under SEC Industry Guide 7. However, we have updated and reported mineral resources that are National Instrument 43-101 compliant. These resources will be incorporated into our planned feasibility study on the Bear Lodge REE Project.

### **Outlook**

We have sufficient cash on hand to conduct our exploration and evaluation plans through 2014. Our 2013 plans for Bear Lodge REE Project include the following activities:

- Initiation of a feasibility study in mid-2013 that is expected to be complete by mid-2014.
- Build a pilot plant during 2013 to test the updated metallurgical process consisting of hydrochloric acid leaching at moderate temperatures, selective precipitation of REEs with oxalic acid, and calcination of REE oxalates at elevated temperature to produce a high-purity (over 90 percent) mixed REO powder.
- The 2013 budget includes a multi-million dollar program of focused exploration drilling targeted at the zones of HREE-enrichment to continue to improve knowledge of these growing enriched areas, and to upgrade and expand the Whitetail Ridge resource area.
- Geological mapping, geochemical sampling and geophysical surveys over selected areas in order to better delineate current target areas and identify new targets for economic REE mineralization.
- Hold additional discussions with potential customers to further our understanding of the products and forms of those products with the highest demand and value.
- Conduct engineering trade-off studies to optimize production rates and maximize profitability and efficiencies of the project. One of the models under review is an evaluation of an initial high grade, lower ore production scenario that would transition into full plant capacity.
- Start of the formal National Environmental Policy Act Environmental Impact Study process during the second quarter of calendar 2013.
- Start of the formal Land Quality Division of the Wyoming Department of Environmental Quality permitting process in the fourth quarter of 2013.
- Continue to add key personnel to develop the necessary corporate infrastructure to support the current project evaluation and future planned development and production operations.

## **Results of Operations**

### **Summary**

Our consolidated net loss for the three-month period ended March 31, 2013 was \$4,395, or \$0.10 per share, compared with our consolidated net loss of \$5,317, or \$0.12 per share, for the same period in 2012. For the three-month period ended March 31, 2013, the decrease in consolidated net loss of \$922 from the respective prior period was primarily the result of a decrease in exploration and evaluation expenses of \$660 and a decrease in corporate administration expenses of \$2,410, which were partially offset by an increase in currency translation loss of \$2,273.

### **Exploration and evaluation**

Exploration costs were \$1,939 for the three month period ended March 31, 2013 as compared with \$2,599 for the same period in 2012. The decrease of \$660 from the prior period was mostly the result of spending on the pre-feasibility study completed during 2012. Similar costs were not incurred during the three-month period in 2013.

### **Corporate administration**

Corporate administration costs decreased to \$1,694 for the three-month period ended March 31, 2013, as compared with \$4,104 for the same period in 2012. The decrease of \$2,410 from the prior period was primarily due to a decrease in stock-based compensation expense. The decrease in stock-based compensation expense of \$2,252 was primarily the result of historically declining stock prices, which determine the strike price of the grant and are a significant driver of the expense to be incurred (as measured on the grant date).

### **Non-operating income and expenses**

#### *Interest income*

Interest income decreased to \$97 for the three-month period ended March 31, 2013 as compared with \$151 for the same period in 2012. The decrease in interest income from the prior period is attributable to decreased average cash balances held in interest bearing accounts during the period as compared with the prior year.

#### *Gain/(loss) on currency translation*

We report our financial statements in U.S. dollars. Therefore, any foreign currencies owned are converted to U.S. dollars at the current exchange rate. We hold a significant amount of Canadian dollars in Canadian and U.S. banks as a result of past financings that were denominated in Canadian dollars. We continue to hold Canadian dollars due to higher investment returns and due to the relative strength of the Canadian dollar versus the U.S. dollar. When the Canadian dollar to U.S. dollar exchange rate changes from one reporting period to another, we report gains and losses on currency translations. A strengthening Canadian dollar will result in gains and a weakening Canadian dollar will result in losses as long as we continue to hold Canadian dollars for investment purposes.

The loss on currency translation was \$821 for the three-month period ended March 31, 2013 as compared with a gain of \$1,452 for the same period in 2012. The Canadian dollar weakened by 2.2% against the U.S. dollar over the three-month period ended March 31, 2013, which resulted in a loss; whereas the Canadian dollar strengthened by 2.5% against the U.S. dollar over the three-month period ended March 31, 2012, which resulted in a gain.

#### *Unrealized gain/(loss) on derivatives*

For the three-month period ended March 31, 2013, unrealized gain on derivatives was \$50 compared with an unrealized loss of \$161 for the same period in 2012. The change is attributable to differences in market conditions affecting the financial instruments during the respective periods.

## **Financial Position, Liquidity and Capital Resources**

### ***Operating Activities***

Net cash used in operating activities was \$6,265 for the three-month period ended March 31, 2013 as compared with \$3,563 for the same period in 2012. The increase of \$2,702 in cash used is mostly the result of (a) foreign currency fluctuations on our bank accounts held in Canadian dollars, which accounted for an increased use of \$2,273 and (b) timing in vendor payments affecting accounts payable accounting for \$1,198. The increased uses above were offset by decreased spending within exploration and corporate administration of \$158.

### ***Investing Activities***

Net cash from investing activities was \$5,210 for the three-month period ended March 31, 2013 as compared with net cash used of \$20,096 for the same period in 2012. The decrease in cash used in investing activities of \$25,306 is primarily due to the net increase in cash from the sale of short-term investments of \$5,264 during the three-month period ended March 31, 2013 compared with the purchase of short-term investments amounting to \$20,054 for the same period in 2012.

### ***Financing Activities***

Net cash provided by financing activities was \$nil and \$160 for the three-month periods ended March 31, 2013 and 2012, respectively. The cash received in the 2012 period was the result of employee stock option exercises.

## **Liquidity and Capital Resources**

At March 31 2013, our total current assets were \$34,022 compared with \$40,640 as of December 31, 2012, which is a decrease of \$6,618. The decrease in total current assets is primarily due to a decrease in the combination of cash and cash equivalents and short-term investments of \$6,319.

Our working capital as at March 31, 2013 was \$33,235 as compared with \$37,041 at December 31, 2012. Management estimates that the current cash position and future cash flows from the potential exercise of options and other potential equity financings that we may pursue from time to time will be sufficient for us to carry out our anticipated exploration and evaluation plans through 2014.

Our plan for the remainder of 2013 is to continue those programs necessary to advance the Bear Lodge REE Project feasibility study, to continue exploration drilling programs, to identify and establish a HREE mineral resource estimate, to increase our mineral reserves at the Bull Hill mine deposit and to continue moving forward with the Environmental Impact Statement and permitting process, while minimizing expenditures in other areas. The budget contemplates that additional financing would be required by the end of 2014 to have sufficient working capital to fund the further evaluation, development and construction of the Bear Lodge REE Project.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

### **Contractual Obligations**

There were no material changes to the contractual obligations disclosed in Item 7 of Part II in our Form 10-K for the period ended December 31, 2012.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCUSSION ABOUT MARKET RISK**

**Market risk.** Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Our market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

**Interest rate risk.** Our cash and cash equivalents consist of cash held in bank accounts and guaranteed investment certificates that earn interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of March 31, 2013. Future cash flows from interest income on cash and cash equivalents will be affected by interest rate fluctuations. We manage interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity.

**Foreign currency risk.** We are exposed to foreign currency risk as monetary financial instruments are primarily denominated in Canadian dollars. We have not entered into any foreign currency contracts to mitigate this risk. We attempt to mitigate this risk by holding six to twelve months of U.S.-based spending in U.S. dollars as a natural hedge against currency fluctuations. At March 31, 2013, a 1% fluctuation in the Canadian dollar to U.S. dollar exchange rate would have impacted our consolidated net loss by \$325.

**Other price risk.** Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign exchange risk. We are not exposed to significant other price risk.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Disclosure Controls and Procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, an evaluation was carried out under the supervision of and with the participation of our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rule 13(a)-15(e) and Rule 15(d)-15(e) under the Exchange Act, as amended (the “Exchange Act”). Based on that evaluation, the CEO and the CFO have concluded that as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective in ensuring that: (i) information required to be disclosed by us in reports that we file or submit to the Securities and Exchange Commission (the “SEC”) under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

#### **Changes in Internal Controls**

There has been no change in our internal control over financial reporting during the quarter ended March 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We are not aware of any material pending or threatened litigation or of any proceedings known to be contemplated by governmental authorities that are, or would be, likely to have a material adverse effect upon us or our operations, taken as a whole.

#### **ITEM 1A. RISK FACTORS**

There were no material changes to the risk factors disclosed in Item 1A of Part I in our Transition Report on Form 10-K for the period ended December 31, 2012.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

We consider health, safety and environmental stewardship to be a core value for Rare Element.

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities under the regulation of the Federal Mine Safety and Health Administration (“MSHA”) under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). During the period ended March 31, 2013, the Bear Lodge REE Project was not yet in production and as such, was not subject to regulation by the MSHA under the Mine Act.

## ITEM 5. OTHER INFORMATION

None.

## ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act
101.INS <sup>(1)</sup>	XBRL Instance Document
101.SCH <sup>(1)</sup>	XBRL Taxonomy Extension Schema Document
101.CAL <sup>(1)</sup>	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF <sup>(1)</sup>	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB <sup>(1)</sup>	XBRL Taxonomy Extension Label Linkbase Document
101.PRE <sup>(1)</sup>	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.



## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **RARE ELEMENT RESOURCES LTD.**

By:

/s/ Randall J. Scott

**Randall J. Scott**

President, Chief Executive Officer and Director  
(Principal Executive Officer )

Date: May 7, 2013

### **RARE ELEMENT RESOURCES LTD.**

By:

/s/ David P. Suleski

**David P. Suleski**

Chief Financial Officer  
(Principal Financial Officer  
and Principal Accounting Officer)

Date: May 7, 2013

## CERTIFICATIONS

I, Randall J. Scott, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rare Element Resources Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2013

/s/ Randall J. Scott

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Randall J. Scott  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

## CERTIFICATIONS

I, David P. Suleski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rare Element Resources Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2013

/s/ David P. Suleski

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David P. Suleski  
Chief Financial Officer  
(Principal Accounting and Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Rare Element Resources Ltd. (the “Company”) does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2013 (the “Report”) that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2013

/s/ Randall J. Scott

\_\_\_\_\_  
Randall J. Scott  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code). It shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C. Section 78r) or otherwise subject to the liability of that section. It shall also not be deemed incorporated by reference into any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906 has been provided to Rare Element Resources Ltd. and will be retained by Rare Element Resources Ltd. to be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Rare Element Resources Ltd. (the “Company”) does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2013 (the “Report”) that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2013

/s/ David P. Suleski

\_\_\_\_\_  
David P. Suleski  
Chief Financial Officer and  
(Principal Accounting and Financial Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code). It shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C. Section 78r) or otherwise subject to the liability of that section. It shall also not be deemed incorporated by reference into any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906 has been provided to Rare Element Resources Ltd. and will be retained by Rare Element Resources Ltd. to be furnished to the Securities and Exchange Commission or its staff upon request.