



Using a **black ink** pen, mark your votes with an **X** as shown in this example: ☒ Please do not write outside the designated areas.

Annual Meeting Proxy Card

PLEASE SIGN AND DATE THIS PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE.

A Proposals

**The Board of Directors Recommends
a Vote “FOR ALL NOMINEES” in Item 1.**

**The Board of Directors Recommends
a Vote “FOR” Item 2.**

Item 1. ELECTION OF DIRECTORS.

☐ FOR ALL NOMINEES
☐ WITHHOLD AUTHORITY
FOR ALL NOMINEES*

NOMINEES
☐ Daniel E. Gorski
☐ Anthony Marchese
☐ Cecil C. Wall
☐ Dr. Nicolas Pingitore
☐ Dr. James R. Wolfe
☐ Laura Lynch
☐ Jack Lifton

Vote FOR an individual nominee
by filling in the appropriate box
above.

INSTRUCTION: By marking “Withhold Authority for All Nominees” your shares will not be voted FOR or AGAINST any Nominee. However, your shares will still be counted for the purposes of establishing quorum at the annual meeting.

INSTRUCTION: To withhold authority to vote for any individual nominee(s), strike through the name of the individual nominee(s).

To change the address on your account, please check this box and indicate your new address in the space below. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Item 2.
FOR AGAINST ABSTAIN
☐ ☐ ☐
Item 2. Ratification of the
Appointment of Independent
Registered Public Accounting Firm

If this proxy is properly executed and returned, the shares represented hereby will be voted in accordance with the votes marked hereon.

A vote to ABSTAIN will not be voted FOR or AGAINST any Item, but your shares will still be counted for the purposes of establishing a quorum at the annual meeting. However, because an affirmative vote of a majority of the Company’s issued and outstanding voting securities is required for ratification of Item 2 an ABSTENTION will have the same effect as a vote AGAINST the proposal.

If votes are not specified on a returned proxy, a vote FOR ALL NOMINEES in Item 1 and FOR Item 2 will be voted at the annual meeting.

Cumulative voting rights are not authorized for the election of directors.

MARK HERE IF YOU PLAN TO ATTEND THE ANNUAL MEETING: ☐

B Authorized Signatures — This must be completed for your vote to be counted. — Date and Sign Below

Please date this proxy and sign it exactly as your name or names appear on your share. If signing as an attorney, executor, administrator, guardian or trustee, please give full title as such. If a corporation, please sign full corporate name by duly authorized officer or officers.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

--	--	--



Proxy — TEXAS RARE EARTH RESOURCES CORP.

PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD WEDNESDAY, FEBRUARY 19, 2014

This proxy is solicited on behalf of the Board of Directors

The undersigned hereby appoints Daniel E. Gorski and Anthony Marchese and each of them (with full power to act without the other), as proxies, each having full power to substitute, to represent and to vote, as designated below, all shares of stock of Texas Rare Earth Resources Corp. which the undersigned would be entitled to vote if personally present at the Annual Meeting of the Company to be held Wednesday, February 19, 2014, at 221 N. Kansas St., Suite 1900, El Paso, Texas 79901, at 10:00 a.m. prevailing local time, and any adjournment thereof, with respect to matters set forth below and described in the Notice of Special Meeting and Proxy Statement dated January 9, 2014.

All other proxies heretofore given by the undersigned to vote shares of stock of Texas Rare Earth Resources Corp. which the undersigned would be entitled to vote if personally present at the Special Meeting or any adjournment thereof are hereby expressly revoked. This proxy may be revoked at any time prior to the voting hereof as set forth in the Proxy Statement.

Please sign and date this proxy and return in promptly whether you expect to attend the meeting or not. If you do attend the meeting you may vote in person.

Electronic Voting Instructions

You can vote by Internet or Fax! Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or Fax must be received by 12:00 a.m., Central Time, on February 19, 2014.

Vote by Internet

- Log on to the Internet and go to <http://www.shareholdervote.info>
 - Follow the steps outlined on the secured website.
- (Account ID and Login Control Number For Internet Voting Printed Above)*

Vote by fax

- Fax proxy to 469-633-0088