

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
: **Chapter 11**
: **Case No. 15-11357 (CSS)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
-----X

DISTRIBUTION REGISTRATION AND ELECTION FORM

PLEASE READ THIS ENTIRE FORM CAREFULLY

**YOU MUST COMPLETE, EXECUTE AND RETURN THIS DISTRIBUTION
REGISTRATION AND ELECTION FORM²
SO AS TO BE ACTUALLY RECEIVED BY PRIME CLERK (NOT DTC) ON OR
BEFORE AUGUST 1, 2016**

**IF YOU DO NOT TIMELY COMPLETE AND RETURN THIS DISTRIBUTION
REGISTRATION AND ELECTION FORM YOU WILL NOT RECEIVE CLASS 5A
CASH OR YOUR PRO RATA SHARE OF CLASS 5A EQUITY FROM THE CLASS
5A STAND-ALONE DISTRIBUTION**

¹ The Debtors are the following 15 entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Molycorp, Inc. (1797); Magnequench, Inc. (1833); Magnequench International, Inc. (7801); Magnequench Limited; MCP Calco ULC; MCP Canada Holdings ULC; MCP Canada Limited Partnership; MCP Exchangeco Inc.; Molycorp Chemicals & Oxides, Inc. (8647); Molycorp Luxembourg Holdings S.à r.l.; Molycorp Metals & Alloys, Inc. (9242); Molycorp Minerals Canada ULC; Molycorp Rare Metals Holdings, Inc. (4615); Molycorp Rare Metals (Utah), Inc. (7445); Neo International Corp.

² Capitalized terms used, but not otherwise defined, herein and in the exhibits attached hereto shall have the meanings assigned to them in the *Important Notice Regarding Actions Required to be Taken by Holders of Claims in Class 5A* to which this Distribution Registration and Election Form is attached.



I. **In order to receive any distribution of Class 5A Cash or Class 5A Equity from the Class 5A Stand-Alone Distribution, YOU MUST COMPLETE ALL OF THE STEPS (1-4) SET FORTH BELOW:**

- Step 1: Complete the required Registration Information and, if applicable, the wire instructions attached hereto as Exhibit 1.
- Step 2: Review the certifications contained in Exhibit 2 attached hereto (the "Certification") and execute and return a copy of the Certification.
- Step 3: If applicable, provide the Nominee Certification attached hereto as Exhibit 3 (the "Nominee Certification") to your bank, broker, or other nominee (your "Nominee"). Your Nominee must read and complete the Nominee Certification and return it to you (as you are required to submit the Nominee Certification as part of the Distribution Registration and Election Form). **If you are a Holder of a Claim in Class 5A that is not a 10% Notes Claim or a Convertible Notes Claim, you do not have to complete Exhibit 3.**
- Step 4: Review, complete and execute the Investor Qualification Statement attached hereto as Exhibit 4.

II. **In order to receive only Class 5A Equity instead of Class 5A Cash please review and complete Exhibit 5 attached hereto.**

- III. **In order to receive a distribution from the Class 5A Stand-Alone Distribution, you must return your completed and executed Distribution Registration and Election Form (and all applicable exhibits therein), so that it is received on or before August 1, 2016, to:**

**Molycorp Election Processing
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, NY 10022**

Prime Clerk will not accept submissions by email or facsimile transmission. The Distribution Registration and Election Form (and all exhibits therein, as applicable) should not be submitted to DTC, the Debtors or any of their agents other than Prime Clerk.

If you have any questions regarding the Distribution Registration and Election Form or any exhibit therein, please contact the Solicitation Group of Prime Clerk by email at molyregistration@primeclerk.com or phone at (866) 240-9393.

Distribution Registration and Election Form
(Exhibits 1-5)

EXHIBIT 1
REGISTRATION INFORMATION

Please provide registration details below:

Name 1: _____

Name 2: _____

Address 1: _____

Address 2 : _____

City: _____

State/Province: _____

Foreign Country Name: _____

Zip/Postal Code Address 1: _____

U.S. Tax Identification Number (or Social Security Number): _____

Check Here if Non-U.S. (No TIN):

Phone Number: _____

Fax Number: _____

Email Address: _____

Amount of Claim: _____

Wire Instructions

Please provide valid wire instructions below. If invalid wire instructions are provided, a check may be issued and mailed out to the name and address provided above.

Name of Account: _____

Bank Name: _____

ABA Routing Number: _____

Account Number: _____

SWIFT (if applicable): _____

Intermediary Bank Name (if applicable): _____

Intermediary Bank Account Number (if applicable): _____

EXHIBIT 2

CERTIFICATION

By signing below, the undersigned certifies that:

- (a) it is a Holder of Allowed Claims in Class 5A to which this Distribution Registration and Election Form pertains (or the authorized signatory for such Holder);
- (b) it has received a copy of the Class 5A Election Notice and all attachments thereto and understands that failure to properly complete and execute this Distribution Registration and Election Form and return such documents on or before August 1, 2016 may result in the distribution you are entitled to from the Class 5A Stand-Alone Distribution being distributed pro rata to Holders of Claims in Class 5A that have timely complied with such procedure (see Plan, Section IV.A.2);
- (c) the undersigned has the full power and authority to complete and execute this Distribution Registration and Election Form and the applicable exhibits thereto; and
- (d) the information contained in this Distribution Registration and Election Form and the applicable exhibits thereto is accurate with respect to all items.

Name of Holder: _____

Signature: _____

U.S. Tax Identification Number (or Social Security Number) of Claimant: _____

Name (if different than Claimant): _____

Title (if corporation or partnership): _____

Address: _____

Phone Number: _____

Email Address: _____

Dated: _____

EXHIBIT 3

NOMINEE CERTIFICATION

Your ownership of the applicable series of notes (as noted below) must be confirmed by your Nominee to the extent such securities are held through a custodian (e.g., a broker, dealer, commercial bank or other nominee). Your Nominee holding your Notes as of the Effective Date must complete the box below on your behalf. If you receive this Nominee Certification from your nominee and it has not been completed, please instruct your nominee to complete this certification and return it to you. **A separate Nominee Certification is required for each CUSIP.**

To be completed by Nominee only

<p>DTC Participant Name:</p> <hr/> <p>DTC Participant Number:</p> <hr/> <p>Beneficial Holder Name:</p> <hr/> <p>Beneficial Holder Account Number:</p> <hr/> <p>Nominee Contact Name:</p> <hr/> <p>Nominee's Authorized Signature:</p> <hr/> <p>Nominee's Phone Number:</p> <hr/> <p>Nominee's Email Address:</p> <hr/>	<p>Principal Amount held by Nominee of CUSIP checked below as of May 2, 2016: \$ _____</p> <p>Check only ONE box below (you must submit a separate Nominee Certification for each different note issuance held):</p> <ul style="list-style-type: none"> <input type="checkbox"/> 10% Senior Secured Notes due 2020 (Cusip 608753AG4) <input type="checkbox"/> 3.25% Convertible Senior Notes due 2016 (Cusip 608753AA7) <input type="checkbox"/> 6.00% Convertible Senior Notes due 2017 (Cusip 608753AF6) <input type="checkbox"/> 5.50% Convertible Senior Notes due 2018 (Cusip 608753AH2) <p>Nominee's Medallion Guarantee (or attach authorized signatory list hereto):</p>
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EXHIBIT 4

**INVESTOR
QUALIFICATION STATEMENT**

Name of Holder: _____

Capitalized terms used but not defined herein shall have the meanings assigned to them in the Notice of Class 5A Election and Registration. Please complete all of the sections of this Exhibit, as applicable.

I do not qualify as an “accredited investor” pursuant to Regulation D promulgated under the Securities Act of 1933, as amended (the “Act”) (if you check this box please continue to the signature page of this statement).

Part I. Regulation D Matters.

(a) If the undersigned Holder is a natural person (*i.e.*, an individual), please indicate with an “X” the manner in which such person qualifies as an “accredited investor” pursuant to the Act:

- _____ (1) a natural person whose individual net worth¹ (or joint net worth with such person’s spouse) exceeds \$1,000,000; or
- _____ (2) a natural person who had an individual income² in excess of \$200,000 in each of the two most recent years and who reasonably expects to have an individual income in excess of \$200,000 in the current year or who had joint income³ in excess of \$300,000 in each of the two most recent years

¹ For purposes of this item, “net worth” excludes, as of the date hereof, as an asset the primary residence of such person and excludes as a liability related indebtedness secured by the primary residence outstanding on the date hereof up to the estimated fair market value of the primary residence except that the amount of such indebtedness outstanding on the date hereof that exceeds the amount outstanding 60 days before the date hereof, other than as a result of the acquisition of the primary residence and the amount of such indebtedness that exceeds the fair market value of the primary residence shall be included as a liability.

² For purposes of this item, “individual income” means adjusted gross income as reported for Federal income tax purposes, less any income attributable to a spouse or to property owned by a spouse, increased by the following amounts (but not including any amounts attributable to a spouse or to property owned by a spouse): (i) the amount of any interest income received which is tax-exempt under Section 103 of the Internal Revenue Code of 1986 (the “Code”), (ii) the amount of losses claimed as a limited partner in a limited partnership (as reported on Schedule E of Form 1040), (iii) any deduction claimed for depletion under Section 611 et seq. of the Code, and (iv) any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Code prior to its repeal by the Tax Reform Act of 1986.

³ For purposes of this item, “joint income” means adjusted gross income as reported for Federal income tax purposes, including any income attributable to a spouse or to property owned by a spouse, increased by the following amounts (including any amounts attributable to a spouse or to property owned by a spouse): (i) the amount of any interest income received which is tax-exempt under Section 103 of the Code, (ii) the amount of losses claimed as a limited partner in a limited partnership (as reported on Schedule E of Form 1040), (iii) any deduction claimed for depletion under Section 611 et seq. of the Code, and (iv) any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Code prior to its repeal by the Tax Reform Act of 1986.

and who reasonably expects to have joint income in excess of \$300,000 in the current year; or

_____ (3) a director, executive officer or general partner of the issuer of the Shares being offered or sold or any director, executive officer or general partner of a general partner of that issuer;

(b) If the undersigned Holder is a natural person (*i.e.*, an individual), please answer questions 1-3 of this subparagraph (b):

(1) Occupation of Holder:

(2) Name of employer:

(3) Business address of Holder:

(c) If the undersigned Holder is not a natural person (*i.e.*, a corporation, partnership, a limited liability company, trust or other entity), please indicate with an “X” the manner in which such entity qualifies as an “accredited investor” pursuant to Regulation D promulgated under the Act:

_____ (1) a bank as defined in Section 3(a)(2) of the Act, or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, whether acting in its individual or fiduciary capacity;

_____ (2) a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;

_____ (3) an insurance company as defined in Section 2(13) of the Act;

_____ (4) an investment company registered under the Investment Company Act of 1940, as amended;

_____ (5) a business development company as defined in Section 2(a)(48) of the Investment Company Act of 1940, as amended;

_____ (6) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;

- _____ (7) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000;
- _____ (8) an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), if either:
 - _____ (A) the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser;
 - _____ (B) the employee benefit plan has total assets in excess of \$5,000,000; or
 - _____ (C) such a plan is a self-directed plan with investment decisions made solely by persons that are "accredited investors;"
- _____ (9) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended;
- _____ (10) one of the following entities which was not formed for the specific purpose of making an investment in the Securities offered by the Plan Debtors and which has total assets in excess of \$5,000,000:
 - _____ (A) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
 - _____ (B) a corporation, limited liability company or partnership; or
 - _____ (C) a Massachusetts or similar business trust;
- _____ (11) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase of the Shares offered is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; or
- _____ (12) an entity in which all of the equity owners are "accredited investors."

(d) If the undersigned Holder is not a natural person (*i.e.*, is a corporation, partnership, limited liability company, trust or other entity), please mark either (1) or (2) of this subparagraph (d) with an "X":

- _____ (1) the Holder was not organized or reorganized for the purpose of acquiring the securities of the Company; or
- _____ (2) if the Holder was organized or reorganized for the purpose of acquiring Shares, the number of stockholders, partners, members or other owners,

direct or indirect, of the Holder is _____ and all such stockholders, partners or other investors are “accredited investors.”⁴

- (e) Please be advised of the following:
- (1) If the Holder is an accredited investor for the reason described in (c)(8)(C) above, a separate Investor Qualification Statement must be submitted for each person making investment decisions for the undersigned.
 - (2) If the Holder is an accredited investor for the reason described in (c)(12) above, a separate Investor Qualification Statement must be submitted for each stockholder, partner, member or other owner of the undersigned.
 - (3) If the Holder is described in (d)(2) above, a separate Investor Qualification Statement must be submitted for each direct or indirect stockholder, partner, member or other owner of the undersigned.

Part II. Investment Company Act Matters.

- (a) The undersigned is not
- (i) an investment company registered or required to be registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”); or
 - (ii) a business development company, as defined in Section 2(a)(48) of the Investment Company Act.

_____ True _____ False

- (b) The undersigned would be defined as an investment company under Section 3(a) of the Investment Company Act, but for the exception provided from that definition by Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act.

⁴ For this calculation, if an entity was organized or reorganized for the purpose of investing in the undersigned, each of such entity’s investors must be treated as an indirect investor in the undersigned.

In addition, if one of the entity’s investors is another entity (the “Higher-Tier Entity”) which was organized or reorganized for the purpose of participating in the Company investment, each of the Higher-Tier Entity’s investors must be treated as an indirect investor in the undersigned and hence included in the blank above. This rule must be applied again until an individual or entity which was not so formed is reached.

For example, assume that (a) the undersigned is a partnership which was organized or reorganized for the purpose of investing in the Company, (b) the undersigned partnership has three partners, one of whom is a long-standing corporation, one of whom is an individual, and one of whom is a corporation (“Newcorp”) formed for the purpose of investing in the undersigned partnership, and (c) Newcorp has three stockholders. In this case the answer called for in (d)(2) above would be 5. If one of Newcorp’s shareholders is an entity which was organized or reorganized for the purpose of investing in Newcorp, the rule set forth above would be applied again until an individual or an entity which was not so formed is reached.

_____ True _____ False

(c) If the answer to (b) above is true, the undersigned's commitment to the Company is both (i) less than forty percent (40%) of the undersigned's committed capital and (ii) less than ten percent (10%) of the Company's committed capital committed by all of its stockholders.

_____ True _____ False

If the answer to (c) above is false, the number of security holders (other than holders of short-term paper), direct or indirect, of the undersigned is _____.

If at any time during the term of the Company any statement in (c) above shall no longer be true, the undersigned shall promptly notify the Company.

(d) The undersigned was not organized or reorganized (as interpreted under the Investment Company Act) for the purpose of acquiring the Shares.

_____ True _____ False

[SIGNATURE PAGE FOLLOWS]

The undersigned hereby represents and warrants that all of the answers, statements and information set forth in Parts I and II of this Investor Qualification Statement are true and correct on the date hereof and will be true and correct as of the Effective Date. The undersigned hereby agrees to provide such additional information as requested by the Company.

IN WITNESS WHEREOF, the undersigned has executed this Investor Qualification Statement as of this ____ day of _____, 2016.

Signature of the Holder

Name (Typed or Printed)

EXHIBIT 5

VOLUNTARY ELECTION TO RECEIVE CLASS 5A EQUITY

If you wish to receive Class 5A Equity instead of a cash payment, you must complete and return this form. Although the Creditors' Committee may not provide legal or financial advice to Holders of Claims in Class 5A, the Creditors' Committee believes that receiving the Class 5A Cash instead of Class 5A Equity may be advantageous for Holders of Claims that are relatively small in value, as such Holders will receive Cash and avoid receiving only a few shares of Class 5A Equity (*i.e.*, a Pro Rata share of 7.5% of the Reorganized Parent Common Equity, subject to dilution by the MIP).

Name: _____

Address: _____

Please check the applicable box, complete sign, and date this voluntary election form if you would like to receive Class 5A Equity instead of Class 5A Cash:

<u>Class of Notes Held</u>	<u>Amount Held</u>
<input type="checkbox"/> 10% Senior Secured Notes due 2020 (Cusip 608753AG4)	\$ _____
<input type="checkbox"/> 3.25% Convertible Senior Notes due 2016 (Cusip 608753AA7)	\$ _____
<input type="checkbox"/> 6.00% Convertible Senior Notes due 2017 (Cusip 608753AF6)	\$ _____
<input type="checkbox"/> 5.50% Convertible Senior Notes due 2018 (Cusip 608753AH2)	\$ _____
<input type="checkbox"/> Other Claims in Class 5A	\$ _____

The Holder of Allowed Claims in Class 5A elects to receive:

Class 5A Equity

Signature of the Holder

Name (Typed or Printed)

Date