



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4628

January 29, 2009

Winnie Wong
Corporate Secretary
Rare Element Resources Ltd.
325 Howe St., #410
Vancouver, BC V6C 1Z7

Re: Rare Element Resources Ltd.
Form 20-FR
Filed November 17, 2009
File No. 0-53834

Dear Ms. Wong:

We have completed our review of your Form 20-FR and related filings and have no further comments at this time.

Sincerely,

H. Roger Schwall
Assistant Director