



DIVISION OF
CORPORATION FINANCE

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

May 14, 2021

Randall Scott
President and Chief Executive Officer
RARE ELEMENT RESOURCES LTD
P.O. Box 271049
Littleton, Colorado 80127

Re: RARE ELEMENT RESOURCES LTD
Registration Statement on Form S-3
Filed May 7, 2021
File No. 333-255920

Dear Mr. Scott:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Timothy Collins at 202-551-3176 with any questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation

cc: Brian Boonstra