



DIVISION OF  
CORPORATION FINANCE

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

April 4, 2025

Kenneth Mushinski  
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 March 28, 2025  
File No. 333-286231**

Dear Kenneth Mushinski:

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 Claudia Rios at 202-551-8770 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Edward Shaoul, Esq.