



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 FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

**A Proposals**

**The Board of Directors Recommends  
Vote "FOR ALL NOMINEES" in Item 1.**

**The Board of Directors Recommends  
A Vote "FOR" Item 2.**

<p><b>Item 1. ELECTION OF DIRECTORS.</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <input type="checkbox"/> FOR ALL NOMINEES   <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES*         </td> <td style="width: 50%; vertical-align: top;"> <p style="text-align: center;">NOMINEES</p> <input type="checkbox"/> Daniel E. Gorski  <input type="checkbox"/> Anthony Marchese  <input type="checkbox"/> Cecil C. Wall  <input type="checkbox"/> Nicolas Pingitore  <input type="checkbox"/> James R. Wolfe  <input type="checkbox"/> Jack Lifton  <input type="checkbox"/> Laura Lynch  <input type="checkbox"/> Eric Noyrez         </td> </tr> </table> <p style="text-align: center;">Vote FOR an individual nominee by filling in the appropriate box above.</p>	<input type="checkbox"/> FOR ALL NOMINEES  <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES*	<p style="text-align: center;">NOMINEES</p> <input type="checkbox"/> Daniel E. Gorski <input type="checkbox"/> Anthony Marchese <input type="checkbox"/> Cecil C. Wall <input type="checkbox"/> Nicolas Pingitore <input type="checkbox"/> James R. Wolfe <input type="checkbox"/> Jack Lifton <input type="checkbox"/> Laura Lynch <input type="checkbox"/> Eric Noyrez	<table style="width: 100%; border: none;"> <tr> <td style="width: 65%; vertical-align: top;"> <p><b>Item 2.</b> Ratification of the Appointment of Independent Registered Public Accounting Firm</p> <p><b>Item 3.</b> Option Plan Increase</p> <p><b>Item 4.</b> Name Change Proposal</p> </td> <td style="width: 35%; vertical-align: top; text-align: center; padding: 5px;"> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>   <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>   <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> </td> </tr> </table>	<p><b>Item 2.</b> Ratification of the Appointment of Independent Registered Public Accounting Firm</p> <p><b>Item 3.</b> Option Plan Increase</p> <p><b>Item 4.</b> Name Change Proposal</p>	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> FOR ALL NOMINEES  <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES*	<p style="text-align: center;">NOMINEES</p> <input type="checkbox"/> Daniel E. Gorski <input type="checkbox"/> Anthony Marchese <input type="checkbox"/> Cecil C. Wall <input type="checkbox"/> Nicolas Pingitore <input type="checkbox"/> James R. Wolfe <input type="checkbox"/> Jack Lifton <input type="checkbox"/> Laura Lynch <input type="checkbox"/> Eric Noyrez																						
<p><b>Item 2.</b> Ratification of the Appointment of Independent Registered Public Accounting Firm</p> <p><b>Item 3.</b> Option Plan Increase</p> <p><b>Item 4.</b> Name Change Proposal</p>	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">FOR</td> <td style="width: 33%;">AGAINST</td> <td style="width: 33%;">ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
FOR	AGAINST	ABSTAIN																					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
FOR	AGAINST	ABSTAIN																					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
FOR	AGAINST	ABSTAIN																					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
<p>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.</p> <p>INSTRUCTION: To withhold authority to vote for any individual nominee(s), strike through the name of the individual nominee(s).</p> <p>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.</p> <hr style="border: 0; border-top: 1px solid black; margin-top: 10px;"/>	<p><b>If this proxy is properly executed and returned, the shares represented hereby will be voted in accordance with the votes marked hereon.</b></p> <p><b>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 voting securities present in person or by proxy at the meeting is required for ratification of Item 2 and approval of Item 3 and because an affirmative vote of a majority of the Company's issued and outstanding shares of common stock is required for approval of Item 4 an ABSTENTION will have the same effect as a vote AGAINST the proposal.</b></p> <p><b>If votes are not specified on a returned proxy, a vote FOR ALL NOMINEES in Item 1 and FOR Items 2, 3 and 4 will be voted at the annual meeting.</b></p> <p><b>Cumulative voting rights are not authorized for the election of directors.</b></p> <p><b>MARK HERE IF YOU PLAN TO ATTEND THE ANNUAL MEETING:</b></p>																						

**B Authorized Signatures — This section 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 24, 2016**

**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 24, 2016, at the offices of Sanders-Wingo Advertising, 201 North Kansas in the Wells Fargo Building 9<sup>th</sup> Floor Conference Room, El Paso, Texas 79901, El Paso, Texas 79901, at 9:30 a.m. prevailing local time, and any adjournment thereof, with respect to matters set forth below and described in the Notice of Annual Meeting and Proxy Statement dated January 19, 2016.

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 Annual 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 telephone! 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 telephone must be received by 12:00 a.m., Central Time, on February 23, 2016.**

#### **Vote by Internet**

- Log on to the Internet and go to [www.shareholdervote.info](http://www.shareholdervote.info). Click on the company name.
- Follow the steps outlined on the secured website. Your Control number is located above to log into the vote page.

#### **Vote by fax**

- Fax proxy to 469-633-0088