

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common shares (“**Common Shares**”)

Canada Rare Earth Corp. (“**CREC**”)
15th Floor
1050 West Georgia Street
Vancouver, BC
V6E 4H1

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable. The transaction proceeded pursuant to a private agreement.

Item 2 – Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Talaxis Limited (the “**Offeror**”), incorporated and registered in British Virgin Island
18th Floor, 38 Gloucester Road, Hong Kong, China

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On December 21, 2020, the Offeror entered into an Option Agreement with RareX Limited (“**RareX**”) pursuant to which the Offeror granted RareX an option (the “**Option**”) to acquire all of the Offeror’s 24,779,658 Common Shares in CREC. Under the terms of the Option Agreement, RareX will pay the Offeror A\$50,000 for the Option to acquire 24,779,658 Common Shares (12.3% of issued capital) in CREC before the 18th February 2021 for C\$0.04 per share, for a total amount of C\$991,186.32.

- 2.3 *State the names of any joint actors.*

Note applicable.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.*

The Offeror has not acquired or disposed of any securities of CREC at this time. Upon the exercise of the Option by RareX, the Offeror would dispose of all of the 24,779,658

Common Shares in CREC held by the Offeror, representing approximately 12.3% of the currently issued and outstanding Common Shares of CREC.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

See Item 3.1.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

The Offeror has not acquired or disposed of any securities of CREC at this time. Upon the exercise of the Option by RareX, the Offeror would dispose of all of the 24,779,658 common shares in CREC held by the Offeror, representing approximately 12.3% of the currently issued and outstanding common shares of CREC. Upon exercise of the Option, the Offeror would hold no securities of CREC.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.4.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's security holdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

See Item 2.2.

Item 4 – Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Under the terms of the Option Agreement, RareX will pay the Offeror A\$50,000 for the Option and upon exercise of the Option the Offeror would receive an additional payment of C\$0.04 per share, for a total amount of C\$991,186.32. Based on the Bank of Canada's exchange rate on December 21, 2020, the aggregate consideration would equal approximately C\$1,039,776.32.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

See Item 2.2.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) *a material change in the reporting issuer's business or corporate structure;*
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) *a solicitation of proxies from securityholders;*
- (k) *an action similar to any of those enumerated above.*

The Offeror originally purchased the securities for investment purposes and the Offeror granted the Option with a view to selling its Common Shares if the Option is exercised. The Offeror currently has no other plans or intentions that relate to its investment in CREC. Depending on market conditions, general economic and industry conditions, CREC's business and financial condition and/or other relevant factors, the Offeror may develop other plans or intentions in the future relating to one or more of the above items.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See Item 2.2 and Item 5.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

The Offeror granted the Option to RareX, pursuant to which, if the Option is exercised, the Offeror would sell all of its securities of CREC to RareX.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

**Item 9 – Certification
Certificate**

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED: December 23, 2020

TALAXIS LIMITED

Per: (signed) "Matthew Hopkins"

Name: Matthew Hopkins
Title: Director