

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLORADO**

Civil Action No. 1:12-cv-00292-RM-KMT

In re MOLYCORP, INC. SECURITIES LITIGATION

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**PROOF OF CLAIM AND RELEASE**

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**I. GENERAL INSTRUCTIONS**

1. To be eligible to recover as a Member of the Class based on your claims in the action entitled *In re Molycorp, Inc. Securities Litigation*, Civil Action No. 1:12-cv-00292-RM-KMT (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. ***YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ON OR BEFORE JUNE 14, 2017, ADDRESSED AS FOLLOWS:***

*Molycorp Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 30237

College Station, TX 77842-3237

Online submissions: [www.molycorpincsecuritieslitigation.com](http://www.molycorpincsecuritieslitigation.com)

If you are NOT a Member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Class Member and do not timely request exclusion in connection with the proposed Settlement, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM OR RECEIVE A PAYMENT.

**II. CLAIMANT IDENTIFICATION**

If you purchased or otherwise acquired Molycorp securities and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired Molycorp securities and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of the Molycorp securities that form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE MOLYCORP SECURITIES UPON WHICH THIS CLAIM IS BASED.

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in the rejection of your claim.

### III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Molycorp Securities" to supply all required details of your transaction(s) in Molycorp securities listed in Part II. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions of Molycorp common stock that took place during the period February 7, 2011 through and including November 10, 2011, and **all** of your purchases or acquisitions of Molycorp 5.50% Series A Mandatory Convertible Preferred Stock ("Preferred Stock") that took place during the period February 10, 2011 through and including November 10, 2011, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the Molycorp common and Preferred Stock you held at the closing positions on the dates requested in Part II.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Molycorp common stock or Preferred Stock. The date of a "short sale" is deemed to be the date of sale of Molycorp common stock or Preferred Stock.

Copies of broker confirmations or other documentation of your transactions in Molycorp securities should be attached to your claim. The Settling Parties and the Claims Administrator do not independently have information about your investments in Molycorp common stock or Preferred Stock. If such documents are not in your possession, please obtain copies or equivalent documents from your broker. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at [edata@gilardi.com](mailto:edata@gilardi.com) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Must Be Postmarked  
or Received No Later  
Than June 14, 2017

**MOY**



Official  
Office  
Use  
Only

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLORADO

*In re Molycorp, Inc. Securities Litigation*

Civil Action No. 1:12-cv-00292-RM-KMT

**PROOF OF CLAIM AND RELEASE**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**PART I: CLAIMANT IDENTIFICATION**

Last Name

[Grid for Last Name]

M.I.

[Grid for M.I.]

First Name

[Grid for First Name]

Last Name (Co-Beneficial Owner)

[Grid for Last Name (Co-Beneficial Owner)]

M.I.

[Grid for M.I.]

First Name (Co-Beneficial Owner)

[Grid for First Name (Co-Beneficial Owner)]

IRA       Joint Tenancy       Employee       Individual       Other \_\_\_\_\_ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

[Grid for Company Name]

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

[Grid for Trustee/Asset Manager/Nominee/Record Owner's Name]

Account#/Fund# (Not Necessary for Individual Filers)

[Grid for Account#/Fund#]

Last Four Digits of Social Security Number

[Grid for Last Four Digits of Social Security Number]

or

Taxpayer Identification Number

[Grid for Taxpayer Identification Number]

Telephone Number (Primary Daytime)

[Grid for Telephone Number (Primary Daytime)]

Telephone Number (Alternate)

[Grid for Telephone Number (Alternate)]

Email Address

[Grid for Email Address]

**MAILING INFORMATION**

Address

[Grid for Address]

Address

[Grid for Address]

City

[Grid for City]

State

[Grid for State]

Zip Code

[Grid for Zip Code]

Foreign Province

[Grid for Foreign Province]

Foreign Postal Code

[Grid for Foreign Postal Code]

Foreign Country Name/Abbreviation

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FOR CLAIMS  
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#### IV. SUBMISSION TO JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Colorado with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Molycorp securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of Molycorp securities during the Class Period and know of no other person having done so on my (our) behalf.

#### V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Parties," defined as each and all of the Defendants, Craig Cogut, Pegasus Capital Advisors, L.P., RCF Management LLC, T-II Holdings, LLC, and each of their past or present subsidiaries (collectively, the "Affiliate Releasees"), and each of any Defendant's or Affiliate Releasee's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals, controlling shareholders, attorneys, accountants, auditors, underwriters, investment advisors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate family, any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual Defendant and/or any member of an Individual Defendant's immediate family, and any entity in which a Defendant and/or any member of an Individual Defendant's immediate family has or have a controlling interest (directly or indirectly).

2. "Released Claims" shall collectively mean all actions, claims (including Unknown Claims as defined in ¶3 hereof), duties, debts, demands, rights, disputes, suits, matters, damages, losses, obligations, proceedings, issues, judgments, liabilities and causes of action of every nature and description whatsoever (including, but not limited to, any claims for damages, whether compensatory, consequential, special, punitive, exemplary or otherwise, and any fees, costs, expenses or charges), known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, which now exist, or heretofore have existed, asserted or that could have been asserted, in any forum or proceeding or otherwise by the Lead Plaintiffs or any Member of the Class against the Released Parties with respect to the purchase or acquisition of Molycorp common stock or Preferred Stock during the Class Period and the acts, facts, statements, or omissions that were or could have been alleged by the Lead Plaintiffs, or arising under federal, state or foreign law on behalf of any Members of the Class. Released Claims do not include any and all derivative claims that have been asserted on behalf of Molycorp by its shareholders, including, but not limited to, the claims asserted derivatively on behalf of Molycorp in *Wells v. Smith, et al.*, No. 1:12-cv-00447-WJM (D. Colo.); *Swaggerty v. Smith, et al.*, No. 1:12-cv-00589 (D. Colo.); *Kayten v. Bhappu, et al.*, No. 1:13-cv-3155 (D. Colo.); *Gaines v. Smith, et al.*, C.A. No. 12-7282 (Del. Ch.); *Paskowitz v. Smith, et al.*, C.A. No. 12-7319 (Del. Ch.); *Wilson v. Smith, et al.*, C.A. No. 12-7395 (Del. Ch.); *Salzmann v. Smith, et al.*, C.A. No. 13-8744 (Del. Ch.); *VCN Resources v. Smith, et al.*, C.A. No. 14-7282 (Del. Ch.); *Clem v. Smith, et al.*, No. 12 CV 392 (Arapahoe Cnty., Colo.); and *Nationwide Consulting, Inc. v. Smith, et al.*, No. 12 CV 448 (Arapahoe Cnty., Colo.), or any claims relating to the enforcement of the Settlement.

3. "Unknown Claims" means collectively any and all Released Claims, of every nature and description, that the Lead Plaintiffs or any Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Effective Date, which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Parties, or might have affected his, her, or its decision not to object to or opt out of this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs shall expressly waive, and each Class Member shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights, and benefits of California Civil Code §1542, and of any U.S. federal or state law, or principle of common law or otherwise, that is similar, comparable, or equivalent to §1542 of the California Civil Code, which provides, in relevant part:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs shall expressly waive and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Lead Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiffs shall expressly, fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional



facts. Lead Plaintiffs acknowledge, and Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a material element of the Settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Settlement becomes effective on the Effective Date (as defined in the Stipulation).

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Molycorp securities which are the subject of this claim, which occurred during the Class Period as well as the closing positions in such securities held by me (us) on the dates requested in this Proof of Claim form.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim form by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
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Beneficial Purchaser or Acquirer, Executor or Administrator)

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(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- 1. Please sign the above release and declaration.
- 2. If this claim is being made on behalf of joint Claimants, then both must sign.
- 3. Remember to attach copies of supporting documentation, if available.
- 4. **Do not send** originals of certificates or other documentation as they will not be returned.
- 5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
- 6. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
- 7. If you move, please send your new address to the address below.
- 8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE BY JUNE 14, 2017, OR, IF MAILED, POSTMARKED NO LATER THAN JUNE 14, 2017, ADDRESSED AS FOLLOWS:**

*Molycorp Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 30237  
College Station, TX 77842-3237  
www.molycorpincsecuritieslitigation.com

