

Applied Minerals, Inc.  
Form PRE 14A  
October 14, 2015  
Table Of Contents

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_\_)**

Filed by the Registrant  
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to §240.14a-12

**Applied Minerals, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Table Of Contents

- (1) Amount Previously Paid:
  
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**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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Table Of Contents

Preliminary Proxy Statement – Preliminary Copy – Subject to Completion

Definitive Materials expected to be released to  
stockholders on October 25, 2015

**Annual Meeting of Stockholders**

The Annual Meeting of Stockholders of  
Applied Minerals, Inc. will be held at:

Vanderbilt Suites

Metlife Building

44th Street at Vanderbilt Ave.

New York, New York 10166

on December 9, 2015 at 1:30 P.M. Eastern Time

**Proxy voting options**

**Your vote is important!**

Whether or not you expect to attend in person, we urge you to vote your shares via the Internet or by signing, dating, and returning the enclosed proxy card or voting instruction form at your earliest convenience. This will ensure the presence of a quorum at the meeting. Promptly voting your shares will save us the expense and extra work of an additional solicitation. Submitting your proxy now will not prevent you from voting your stock at the meeting if you desire to do so, as your vote by proxy is revocable at your option.

Voting by the Internet is fast and convenient, your vote is immediately confirmed and tabulated, and it helps the Company reduce postage costs.

If you prefer, you can vote by mail by returning the enclosed proxy card in the addressed, prepaid envelope provided.

Please do not return the enclosed paper proxy card if you are voting via the Internet.

### **Vote by Internet**

#### **Record Owners**

*Before the Meeting – Go to [www.proxyvote.com](http://www.proxyvote.com)*

Use the Internet to transmit your voting instructions up until 11:59 P.M. Eastern Time on December 8, 2015. You will need to enter the 12-digit control number received with your Notice of Internet Availability of Proxy Materials or with the Proxy.

*During the Meeting – Go to [www.virtualshareholdermeeting.com/AMNL2015](http://www.virtualshareholdermeeting.com/AMNL2015)*

Go to [www.virtualshareholdermeeting.com/AMNL2015](http://www.virtualshareholdermeeting.com/AMNL2015) to vote during the meeting via the Internet. You will need to enter the 12-digit control number received with your Notice of Internet Availability or Proxy.

#### **Beneficial Owners**

If you are a *beneficial, and not a record, owner of shares*, the availability of Internet voting will depend on the voting processes of your broker, bank or other holder of record. Therefore, if you are a beneficial owner, we recommend that you follow the voting instructions in the materials you receive from your broker, bank or other holder of record.

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Table Of Contents

October 25, 2015

DEAR STOCKHOLDER:

We cordially invite you to attend the 2015 Annual Meeting of Stockholders to be held on Wednesday, December 9, 2015 at 1:30 P.M. Eastern Time at the Vanderbilt Suites, Metlife Building, 44th Street at Vanderbilt Ave., New York, New York 10166.

The Notice of Annual Meeting of Stockholders and Proxy Statement contain details of the business to be conducted at the Annual Meeting.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to promptly vote and submit your proxy via the Internet or by signing, dating, and returning the enclosed proxy card in the enclosed envelope. If you attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy.

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At the meeting, the Company's executives discuss our results and our plans for the future. We will provide a live webcast of the Annual Meeting available on the website [www.virtualshareholdermeeting.com/AMNL2015](http://www.virtualshareholdermeeting.com/AMNL2015). You can also submit questions and vote online. We will respond to as many questions as time allows.

Sincerely,

Andre Zeitoun

President and Chief Executive Officer

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Table Of Contents

**APPLIED MINERALS. INC.**

**Notice of 2015 Annual Meeting of Stockholders**

**Date:** December 9, 2015

**Time:** 1:30 P.M. Eastern Time

**Place:** Vanderbilt Suites  
Metlife Building  
44 Street at Vanderbilt Ave.  
New York, New York 10166

**Record date:** October 15, 2015. Only stockholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the Annual Meeting.

**Proxy voting:** **Important.** Please vote your shares at your earliest convenience. This will ensure the presence of a quorum at the meeting. Promptly voting your shares via the Internet or by signing, dating, and returning the enclosed proxy card will save the expenses and extra work of additional solicitation. If you wish to vote by mail, we have enclosed an addressed envelope, postage prepaid if mailed in the United States. Submitting your proxy now will not prevent you from voting your shares at the meeting because your proxy is revocable at your option.

**Items of business:** To elect seven directors.

To approve, on a non-binding advisory basis, the compensation that has been paid to our Named Executive Officers

To approve an amendment to the Certificate of Incorporation enabling stockholder action by written consent

To ratify the selection of EisnerAmper LLP as our independent auditor for fiscal year 2015

To transact other business that may properly come before the Annual Meeting

**Virtual meeting:** You may also vote during the meeting via the Internet by visiting



**By order of the Board of Directors**

**William Gleeson**

Secretary

New York, New York

October 25, 2015

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Table Of Contents

Table of Contents

<b><u>Part 1 Information about the meeting</u></b>	<b>2</b>
<u>Internet Availability of Proxy Materials</u>	2
<u>Participation in Electronic Meeting</u>	2
<u>Solicitation of Proxies</u>	2
<u>Householding</u>	2
<u>Record Date; Shares Eligible to Vote; Quorum</u>	3
<u>Election of Directors</u>	3
<u>Voting Procedures</u>	3
<u>Voting on Other Matters</u>	4
<b><u>Part 2 Information concerning Directors</u></b>	<b>5</b>
<u>Nominees for Director</u>	5
<u>Information about Nominees</u>	5
<u>Compensation of Directors</u>	9
<u>Board Leadership</u>	9
<u>Director Independence</u>	9
<u>Risk Oversight</u>	9
<u>Code of Ethics</u>	10
<u>Board and Committee Meetings and Meeting Attendance</u>	10
<u>Committees of the Board</u>	10
<u>Audit Committee Financial Expert</u>	10
<u>Audit Committee Report</u>	10
<u>Governance and Nominating Committee and Nomination Process</u>	11
<u>Compensation Committee</u>	12
<u>Compensation Policies and Practices as they relate to Risk Management</u>	13
<u>Compensation Committee Interlocks and Insider Participation</u>	13
<u>Stockholder Communication to the Board of Directors</u>	13
<b><u>Part 3 Information concerning Executive Officers and Their Compensation</u></b>	<b>14</b>
<u>Named Executive Officers in 2014</u>	14
<u>Summary Compensation Table</u>	15
<u>Pensions</u>	15
<u>Potential Payments on Termination or Change in Control</u>	15
<u>Grants of Plan-Based Awards</u>	16
<u>Outstanding Equity Awards as of December 31, 2014</u>	16
<u>Options Exercised and Stock Vested</u>	16
<u>Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans</u>	17
<u>Related Party Transactions</u>	17
<u>Equity Compensation Plan Information</u>	17

<u>Current Executive Officers</u>	18
<b><u>Part 4 Compensation Analysis and Discussion</u></b>	<b>19</b>
<u>Objectives and Strategy</u>	19
<u>Compensation of Mr. Zeitoun</u>	19
<u>Compensation of Mr. Gleeson</u>	24
<u>Compensation of Mr. Krishnamurti</u>	25
<u>Tax and Accounting Treatment of Compensation</u>	25
<u>Compensation Committee Report</u>	26
<b><u>Part 5 Information concerning Independent Registered Accountant</u></b>	<b>26</b>
<u>Independent Registered Accountant for 2015</u>	26
<u>Fees to Accountants</u>	26
<u>Dismissal of PMB Helin Donovan LLP and Engagement of EisnerAmper LLP</u>	26
<u>Policy of the Board of Directors' Pre-Approval of Audit and Non-Audit Services of Independent Auditors</u>	26
<b><u>Part 6 Additional Important Information</u></b>	<b>27</b>
<u>Beneficial Stock Ownership: Directors, Named Executive Officers, and 5% Holders</u>	27
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	28
<u>Stockholders Proposals and Nominations for 2016 Annual Meeting</u>	28
<b><u>Part 7 Proposals to be Voted on at the Meeting</u></b>	<b>29</b>
<u>Election of Directors</u>	29
<u>Advisory Vote on Executive Compensation</u>	30
<u>Amendment to the Certificate of Incorporation enabling stockholder action by written consent</u>	30
<u>Ratification of Independent Auditor</u>	32

Table Of Contents

**Part 1 Information about the Meeting**

This Proxy Statement was first sent, given, or released to stockholders on October 25, 2015. It is furnished in connection with the solicitation of proxies by the Board of Directors of Applied Minerals, Inc. (the “Company”) to be voted at the Annual Meeting of Stockholders for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting of Stockholders will be held at 1:30 P.M. Eastern Time on December 9, 2015 at Vanderbilt Suites, Metlife Building, 44th Street and Vanderbilt Ave., New York, New York 10166. Stockholders who execute proxies retain the right to revoke them at any time before the shares are voted by proxy at the meeting. A stockholder may revoke a proxy by delivering a signed statement to our Corporate Secretary revoking the proxy at or prior to the Annual Meeting or by timely executing and delivering, by Internet, mail, or in person at the Annual Meeting, another proxy dated as of a later date. The Company will pay the cost of solicitation of proxies.

**Internet Availability of Proxy Materials**

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We are furnishing proxy materials to our stockholders primarily via the Internet instead of mailing printed copies of those materials to each stockholder. By doing so, we save costs and reduce the environmental impact of our Annual Meeting. On October 25, 2015, we mailed a Notice of Internet Availability of Proxy Materials to our stockholders. The Notice of Internet Availability of Proxy Materials contains instructions about how to access our proxy materials and vote online. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via e-mail unless you elect otherwise.

**Participation in Electronic Meeting**

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You may also attend this year’s Annual Meeting of Stockholders via the Internet. To vote or to submit your questions during the Annual Meeting, please log on to [www.virtualshareholdermeeting.com/AMNL2015](http://www.virtualshareholdermeeting.com/AMNL2015). You will need to enter the 12-digit control number on your Notice of Internet Availability or proxy card.

**Solicitation of Proxies**

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The Board of Directors of the Company is soliciting the proxy accompanying this Proxy Statement. Proxies may be solicited by officers, directors, and employees of the Company, none of whom will receive any additional

compensation for their services. These solicitations may be made personally or by mail, facsimile, telephone, messenger, email, or the Internet. The Company will pay persons holding shares of Common Stock in their names or in the names of nominees, but not owning such shares beneficially, such as brokerage houses, banks, and other fiduciaries, for the expense of forwarding solicitation materials to their principals. The Company will pay all proxy solicitation costs.

## **Householding**

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To reduce costs and reduce the environmental impact of our Annual Meeting, a single proxy statement and annual report, along with individual proxy cards, or individual Notices of Internet Availability will be delivered in one envelope to certain stockholders having the same last name and address and to individuals with more than one account registered at our transfer agent with the same address, unless contrary instructions have been received from an affected stockholder. Stockholders participating in householding will continue to receive separate proxy cards. If you are a registered stockholder and would like to enroll in this service or receive individual copies of this year's and/or future proxy materials, please contact our transfer agent, Broadridge Corporate Issuer Solutions, by phone at 1-(800) 542-1061 or mail at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you are a beneficial stockholder, you may contact the broker or bank where you hold the account.

## Table Of Contents

### **Record Date; Shares Eligible to Vote; Quorum**

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Stockholders of record at the close of business on October 15, 2015 will be entitled to vote at the meeting on the basis of one vote for each share held. On October 15, 2015, there were 97,094,676 shares of Common Stock outstanding.

The presence of the holders of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting (48,547,339 shares), in person or represented by proxy, is necessary to constitute a quorum. Abstentions and “broker non-votes” are counted as “present and entitled to vote” for purposes of determining a quorum.

### **Election of Directors**

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Seven directors are to be elected at the Annual Meeting to hold office until the next Annual Meeting of Stockholders or until their respective successors are elected and qualified. If, for any reason, the directors are not elected at an Annual Meeting, they may be elected at a special meeting of stockholders called for that purpose in the manner provided by the By-Laws of the Company (“By-Laws”).

The Board of Directors expects that each of the nominees will be available for election, but if any of them is unable to serve at the time the election occurs, the proxy will be voted for the election of another nominee designated by our Board.

### **Voting Procedures**

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#### **Voting of Proxies**

All proxies solicited by the Company, whether received by means of a proxy card or the Internet, will be voted, and where a choice is made with respect to a matter to be voted on, the shares will be voted in accordance with the specifications so made. If a proxy is submitted without indicating (i) a vote for all nominees (ii) withhold for all nominees or (iii) for all except specified nominee(s), it will be deemed to grant authority to vote FOR all nominees presented in Part 7 – Proposals to be voted on” and discussed in Part 2 “Information concerning Directors“ to serve as directors. If a Proxy is submitted without indicating voting instructions on Proposal 2 (Say-on-Pay), Proposal 3 (amendment of the Certificate of Incorporation to enable stockholder action by written consent), or Proposal 4 (ratification of independent auditor), it will be deemed to grant authority to vote FOR any Proposal as to which no

instruction is given.

**Voting of shares held of record but not beneficially by brokers and other custodian**

If you are the beneficial owner of shares held by a broker or other custodian, you may instruct your broker how to vote your shares through the voting instruction form included with this Proxy Statement or other means as specified by the broker or custodian. If you wish to vote the shares you own beneficially at the meeting, you must first request and obtain a “legal proxy” from your broker or other custodian.

**Tabulation of votes**

Employees of the Company will tabulate the votes cast. We expect to report the final vote tabulation in a Form 8-K filed with the SEC within four business days of the Annual Meeting.

**Vote standard for election of directors; additional nominations**

The directors will be elected by a plurality of the votes cast, meaning the directors receiving the largest number of “for” votes will be elected to the open positions. The Company’s By-Laws contain advance notice provisions for nominations for director by stockholders. If a stockholder makes a nomination that is not made in accordance with such advance-notice provisions, the nomination may not be voted on at the meeting. As of the date of this proxy statement, the date for stockholder to comply with the advance notice provisions, and thus to be eligible to make a nomination at the meeting nominations, has passed

Table Of Contents**Effect of Abstentions and Uninstructed Shares (Broker Non-Votes); Vote required for approval**

The shares of a stockholder whose proxy or ballot on any or all proposals is marked as “abstain” will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present.

If you are the beneficial owner of shares held by a broker or other custodian and you choose not to provide instructions and not obtain a legal proxy, your shares are referred to as “uninstructed shares.” Whether your broker or custodian has the discretion to vote these shares on your behalf depends on the ballot item. See below. If the broker or custodian does not have discretion, the shares will not be voted and are referred to as “broker non-votes.”

The following table summarizes the votes required for passage of each proposal, the effect of abstentions on the voting of shares, and the effect of uninstructed shares held by brokers or other custodians on the voting of such shares. The term “discretionary vote” means that the broker or other custodian may vote the shares and may determine how to vote such shares.

Item	Votes required for		Uninstructed shares
	Approval	Abstentions	
Election of directors	Plurality of shares cast	Not voted	Not voted (Broker Non-Vote) Not voted
Advisory vote on executive compensation (“Say on Pay”)	Majority of shares cast	Not voted	(Broker Non-Vote)
Amendment to the Certificate of Incorporation enabling stockholder action by written consent	Majority of outstanding shares	Not voted	Not voted (Broker Non-Vote)
Ratification of independent auditor	Majority of shares cast	Not voted	Discretionary vote <sup>(1)</sup>

(1) May be voted as determined by broker or other custodian



**Voting on other matters**

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Under the Company's By-Laws, if other matters in addition to those listed in the notice are properly presented at the Annual Meeting for consideration, the persons appointed as proxies by the Board of Directors (the persons named in your proxy card if you are a stockholder of record) will have the discretion to vote the proxies they hold on those matters for you and will follow the instructions of the Board of Directors. However, the Company's By-Laws contain advance notice provisions for proposals to be made by stockholders. If a stockholder offers a proposal for a vote that is not made in accordance with such advance-notice provisions, the proposal may not be voted on at the meeting. As of the date of this proxy statement, the date for stockholder to comply with the advance notice provisions, and thus to be eligible to make a proposal at the meeting nominations, has passed.

Table Of Contents

**Part 2 Information concerning Directors**

**Nominees for Director**

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The Company's directors are to be elected at each Annual Meeting of Stockholders. The Company's Certificate of Incorporation provides that the number of directors is to be fixed from time to time by resolution of the Board of Directors, and the Board of Directors has fixed the number at seven. The Board of Directors currently consists of six members.

At this Annual Meeting, seven directors are to be elected, each director to serve until the next Annual Meeting of stockholders or until such director's successor is elected and qualified. The Board of Directors' nominees for the Board of Directors are:

**John Levy**  
**Robert Betz**  
**Mario Concha**  
**David Taft**  
**Bradley Tirpak**  
**Ali Zamani**  
**Andre Zeitoun**

**Information about Nominees**

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The following table provides the names, ages, positions with the Company, and principal occupations of our current directors, each of whom has been nominated for election as a director at the Annual Meeting:

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Principal Occupation</b>
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John Levy	58	Non-Executive Chairman since 2009 and Director since 2008	CEO of Board Advisory
Robert Betz	72	Director since 2014	Owner, Personal Care Ingredients
Mario Concha	75	Director since 2013	President of Mario Concha and Associates, LLC
David Taft	58	Director since 2008	President, IBS Capital LLC
Bradley Tirpak	46	Director since March, 2015	Professional Investor
Ali Zamani	36	Director since 2014	Portfolio Manager at Genifor Capital Management
Andre Zeitoun	42	Director since 2009	President and CEO, Applied Minerals, Inc.

All of the nominees are incumbents and their current terms expire at 2015 Annual Meeting.

Information about persons nominated by the Board of Directors for the position of director of the Company is listed below, including brief biographies. Each biographic summary is followed by a brief summary of certain experiences, qualifications, attributes or skills that led the Board to determine that each nominee is qualified to, and should, serve as a director for the Company. General information regarding the nomination process is included under the “Governance and Nominating Committee and Nomination Process” heading.

Table Of Contents

**John F. Levy, Non-Executive Chairman and Director**

Since May 2005, Mr. Levy has served as the Chief Executive Officer of Board Advisory, a consulting firm that advises public companies in the areas of corporate governance, corporate compliance, financial reporting, and financial strategies. Mr. Levy currently serves on the board of directors of three public companies including Applied Minerals. Mr. Levy has been a director of China Commercial Credit, a publicly-held Chinese micro-lender, since 2013. Mr. Levy has been a director and audit committee member of Applied Energetics, Inc. (AERG), a publicly-traded company that specialized in the development and application of high power lasers, high voltage electronics, advanced optical systems, and energy management systems technologies, since 2009. From 2006 to 2013, Mr. Levy was a director and chair of the audit committee of Gilman Ciocia, Inc. (GTAX), a publicly traded financial planning and tax preparation firm and served as lead director from 2007 to 2013. From 2010 to 2012, he served as director of Brightpoint, Inc. (CELL), a publicly-traded company that provides supply chain solutions to leading stakeholders in the wireless industry. From 2008 through 2010, he served as a director of Applied Natural Gas Fuels, Inc. (formerly PNG Ventures, Inc.). From 2006 to 2010, Mr. Levy served as a director and Audit Committee chairman of Take Two Interactive Software, Inc., a public company which is a global developer and publisher of video games best known for the Grand Theft Auto franchise. Mr. Levy served as Interim Chief Financial Officer from 2005 to 2006 for Universal Food & Beverage Company, which filed a voluntary petition under the provisions of Chapter 11 of the United States Bankruptcy Act on August 31, 2007. Mr. Levy is a frequent speaker on the roles and responsibilities of Board members and audit committee members. He has authored *The 21st Century Director: Ethical and Legal Responsibilities of Board Members*; *Acquisitions to Grow the Business: Structure, Due Diligence, Financing*; *Creating the Best Projections You Can: Insights Techniques*; and *Ethics and Sustainability: A 4-way Path to Success* and *Finance and Innovation: Reinvent Your Department and Your Company*. All five courses have initially been presented to various state accounting societies.

Mr. Levy is a Certified Public Accountant with nine years experience with the national public accounting firms of Ernst & Young, Laventhol & Horwath, and Grant Thornton. Mr. Levy has a B.S. degree in economics from the Wharton School of the University of Pennsylvania and received his M.B.A. from St. Joseph's University (PA).

*Key attributes, experience and skills:* Mr. Levy has over 35 years of progressive financial, accounting, and business experience, including having served as Chief Financial Officer of both public and private companies for over 13 years. Mr. Levy brings to the board expertise in corporate governance and compliance matters along with extensive experience gained from numerous senior executive positions with public companies. Further, Mr. Levy's service on the boards of directors of public companies in a variety of industries also allows him to bring a diverse blend of experiences to the Company's board.

**Robert T. Betz, Director**

From 2000 through his retirement in 2002, Mr. Betz was the President of Cognis Corp., the North American division of Cognis GmbH, a \$4 billion worldwide supplier of specialty chemicals and nutritional ingredients spun off from Henkel AG & Company ("Henkel"). From 1989 through 2000, Mr. Betz held a number of management positions at Henkel including Executive VP and President of its Emery Group, a leading manufacturer of oleochemicals, and President of its Chemicals Group for North America.

From 1979 through 1989, Mr. Betz worked in a number of manufacturing and operations capacities for the Emery Division of National Distillers and Chemicals Corp., eventually rising to President of the division. Mr. Betz began his career in the specialty chemicals industry by joining Emery Industries in 1963. Between 1963 and 1979 he worked for the company as Market Development Representative, Manager of Corporate Planning, Vice President of Operations - Emery (Canada), Manager of Commercial Development, and General Manager of Business Groups. Emery Industries was sold to National Distillers and Chemicals Corp. in 1979.

Since 2003, Mr. Betz has been the owner of Personal Care Ingredients, LLC, a privately-owned marketer of natural products to the personal care industry. Mr. Betz also serves as a director for Bio-Botanica, a manufacturer of natural extracts, and The Plaza Group, a marketer of petrochemicals.

Mr. Betz holds a B.S. in Chemical Engineering and an M.B.A. from the University of Cincinnati. He has also attended the Program for Management Development at Harvard University.

*Key attributes experience and skills.* During Mr. Betz's career, he has been involved in developing new products or new markets for existing products. Several of these products grew into sizeable businesses. He managed multiple chemical manufacturing facilities and managed a multi-billion dollar polyethylene business. He was responsible for profit and loss for businesses with sales of \$900 million. While heading the chemical operations, he was responsible for all aspects of the business: manufacturing, sales, R&D, IT, HS&E, HR, purchasing, engineering, and legal. His career has continuously involved developing, manufacturing, and selling products directed at most of the markets that Applied Minerals is attempting to penetrate. Since his retirement, he has served on the boards of three chemical-related, private companies: Plaza, Syrgis, and Bio-Botanica and is currently the Chair of the Plaza Audit Committee.

Table Of Contents

**Mario Concha, Director**

Mr. Concha is the President of Mario Concha and Associates, LLC, a firm providing consulting services to senior executives and members of boards of directors. In addition to providing consulting services, he has served as a director of The Plaza Group, a chemical marketer; Arclin, Ltd., a manufacturer of specialty resins; and Auro Resources, Corp, a mineral exploration company with holdings in Colombia's gold region. Prior to founding Mario Concha and Associates in 2005, Mr. Concha was an officer of Georgia Pacific Corporation and president of its Chemical Division from 1998 to 2005. Prior to Georgia Pacific, Mr. Concha participated in the formation of GS Industries, a manufacturer of specialty steels for the mining industry, through a leveraged buyout of Armco Inc's Worldwide Grinding Systems Division. He then served as President of its International Division from 1992 to 1998. From 1985 to 1992, Mr. Concha was Vice President-International for Occidental Chemical Corporation. Prior to OxyChem, he served in several senior management positions at Union Carbide Corporation in the United States and overseas.

Mr. Concha is a graduate of Cornell University with a degree in Chemical Engineering. He is a member of the American Chemical Society and of the American Institute of Chemical Engineers.

*Key attributes, experience and skills:* Mr. Concha has over 40 years experience as a hands-on corporate executive. He has first-hand industry knowledge, gained from senior executive positions in various industries, including chemicals, plastics, forest products, metals, and mining. In addition to manufacturing operations, he has had extensive involvement in marketing, sales, and finance. Mr. Concha also brings corporate governance experience, having served on both public and private company boards.

**David A. Taft, Director**

Mr. Taft is the President of IBS Capital LLC, a private investment company based in Boston, Massachusetts, which he founded in 1990. Prior to founding IBS Capital LLC, Mr. Taft spent ten years working in corporate finance with Drexel Burnham Lambert, Winthrop Financial and Merrill Lynch. Mr. Taft is a graduate of Amherst College and Amos Tuck School of Business Administration at Dartmouth College.

*Key attributes, experience and skills:* Mr. Taft has over 30 years experience as a corporate investment banker and the manager of IBS Capital LLC, a private investment company. Mr. Taft brings significant leadership, financial expertise, business development skills, and corporate restructuring experience to the Company's Board of Directors. The investments Mr. Taft has made through his management of the IBS Turnaround Fund has, on occasion, required him to advise companies on issues such as corporate governance, capital raising, balance sheet

restructuring, and general business strategy. IBS Capital LLC, under Mr. Taft's direction, has been a large shareholder of Applied Minerals, Inc. for a number of years.

**Bradley Tirpak, Director.**

Mr. Tirpak is a professional investor with twenty years of investing experience who has been a portfolio manager at Credit Suisse First Boston, Caxton Associates, and Sigma Capital Management. He is currently the Managing Member of various investment partnerships. Between 1993 and 1996, he was the founder and CEO of Access Telecom, Inc., an international telecommunications company doing business in Mexico. Mr. Tirpak has served as a director and Chairman of the Board of Directors of Full House Resorts, Inc. since 2014. Mr. Tirpak served as a director of USA Technologies, Inc. from 2010 to 2012. Mr. Tirpak earned a B.S.M.E. from Tufts University and earned his M.B.A. from Georgetown University.

*Key attributes, experience and skills:* The Board believes that Mr. Tirpak is qualified to serve as a Director due to his knowledge and experience in managing investments and serving on public company boards. In addition to his financial expertise, Mr. Tirpak has extensive experience in corporate governance, strategy and capital allocation.

**Ali Zamani, Director**

Ali Zamani has served as a Portfolio Manager at Gefinor Capital Management since February 2014 and as Chief Investment Officer of the GEF Opportunities Fund, an opportunistic, value-oriented, liquid public markets fund. Prior to Gefinor, Ali Zamani was a Principal at SLZ Capital Management, a New York-based asset management firm, from July 2012 to December 2013. Prior thereto, he was a Portfolio Manager at Goldman Sachs from 2004 to 2012 where he focused on the energy, materials, utilities and industrials sectors. From 2002 to 2004, Mr. Zamani was a mergers and acquisitions analyst at Dresdner Kleinwort Wasserstein, a boutique New York-based investment bank focused on the energy and utilities sectors.

Table Of Contents

Mr. Zamani holds a B.S. in Economics from the Wharton School at the University of Pennsylvania, where he graduated magna cum laude.

*Key attributes, experience and skills:* Mr. Zamani has over 13 years of financial industry experience, including 8 years as a senior investment professional at Goldman Sachs & Co. Mr. Zamani brings significant capital markets expertise, including extensive mining and industrial sector investing experience. Additionally, Mr. Zamani brings a unique shareholder/investor perspective to the board having been a major shareholder in numerous similar companies over his career.

**Andre M. Zeitoun, Chief Executive Officer, President, Director**

Mr. Zeitoun is President and CEO and has served in those positions since January 1, 2009.

Mr. Zeitoun was a Portfolio Manager at SAC Capital/CR Intrinsic Investors from March 2007 through December 2008. At SAC, he led a team of six professionals and managed a several hundred million dollar investment portfolio focused on companies that required a balance sheet recapitalization and/or operational turnaround. Many of these investments required Mr. Zeitoun to take an active role in the turnaround process. From 2003 to 2006, Mr. Zeitoun headed the Special Situations Group at RBC Dain Rauscher as a Senior Vice President and head of the division. He managed all group matters related to sales, trading, research and the investment of the firm's proprietary capital. From 1999 to 2003 Mr. Zeitoun was a Senior Vice President at Solomon Smith Barney. In this role, Mr. Zeitoun led a Special Situations sales trading research team serving middle market institutions. Mr. Zeitoun is a graduate of Canisius College.

*Key attributes, experience and skills:* Mr. Zeitoun has over 15 years experience identifying, allocating capital to, and taking an active role in corporate situations requiring a balance sheet recapitalization and/or operational restructuring. Since January 2009, Mr. Zeitoun has spearheaded efforts to stabilize the Company's balance sheet, raise critically needed capital, engage industry-leading consultants to quantify and characterize the Company's Dragon Mine resource, increase processing capabilities, establish a marketing infrastructure, and lead the marketing effort. During his time as President and Chief Executive Officer of Applied Minerals, Inc., Mr. Zeitoun has developed a level of expertise in the area of the commercialization of halloysite and iron oxide applications.

***Who originally recommended the Nominees***



Mr. Levy was originally recommended for election as director by Mr. Taft, a beneficial stockholder who, at the time, was not a director. Mr. Taft was originally recommended by Mr. Levy and another, now former, director. Mr. Zeitoun was initially elected a director pursuant to the terms of the management agreement with Material Advisors LLC. Mr. Concha was originally recommended by Mr. Levy. Mr. Betz was originally recommended by Mr. Concha. Mr. Zamani was originally recommended security holders.

Mr. Tirpak was nominated pursuant to the terms of a Director Nomination Agreement (“Director Nomination Agreement”) made in 2011 by the Company with Samlyn Onshore Fund, LP, a Delaware limited partnership, and Samlyn Offshore Master Fund, Ltd., a Cayman Islands exempted company (together the “Samlyn Funds”). Subject to the terms and conditions of the Director Nomination Agreement, until the occurrence of a Termination Event (as defined in the Director Nomination Agreement), the Samlyn Funds jointly have the right to designate one person to be nominated for election to the Board. Such right having been exercised by the Samlyn Funds, the Company was obligated to use commercially reasonable efforts to cause such person to be elected to the Board of Directors.

Mr. Tirpak is not an affiliate (as defined in Rule 405 under the Securities Act of 1933) or an employee of either of the Samlyn Funds or any of their affiliates. Aside from agreeing to be the nominee of the Samlyn Funds, there is no agreement or arrangement (compensatory or otherwise) between Mr. Tirpak and either of the Samlyn Funds or any of their affiliates relating to Mr. Tirpak’s service as a director of the Company.

Table Of Contents**Compensation of Directors**

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The following sets forth compensation to the persons who served as directors in 2014.

<b>Name</b>	<b>Fees Earned or Paid in Cash</b>	<b>Common Stock Awards</b>	<b>Options Awards (1)(2)</b>	<b>Total (\$)</b>
John Levy (1)	\$70,000	\$--	\$21,288	\$91,288
David Taft	\$71,288	\$--	\$--	\$71,288
Mario Concha (1)	\$58,750	\$--	\$21,288	\$80,038
Robert Betz (1) (3)	\$38,733	\$16,600	\$21,288	\$76,621
Ali Zamani (1) (4)	\$--	\$45,278	\$21,288	\$66,566
Andre Zeitoun	\$--	\$--	\$--	\$--

(1) The value of option awards was determined using Black-Scholes valuation as of the grant date.

On March 14, 2014, as part of the annual grant process, each member of the Board, except for Mr. Taft and Mr.

(2) Zeitoun, was granted 50,000 options to purchase common shares with a strike price of \$0.83, vesting quarterly starting on March 31, 2014 and ending on December 31, 2014.

In lieu of the annual 50,000 option grant described above to other Board members, Mr. Taft received \$21,288 of cash compensation, which was the Black Scholes value of the option grant.

(3) Mr. Betz joined the Board on January 29, 2014.

(4) Mr. Zamani joined the Board on February 4, 2014.

Each director is paid a base retainer of \$50,000 per year; committee chairs and the Board chair are paid an additional \$10,000 per year. In 2014 and prior years, directors could elect to take such fees in stock or cash or a mixture thereof. Beginning in 2015, directors must take at least 50% of such fees in stock. Each director annually receives options to purchase 50,000 shares of common stock per year, except Mr. Taft who receives the Black-Scholes value of such options in cash. Beginning in 2015, directors annually receive 50,000 full value shares per year that are restricted as to transfer for one year as of the date of grant. Mr. Zeitoun does not receive compensation in his capacity as a director.

## Board Leadership

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John Levy has served as Chairman since 2009. Accordingly, the Company has separate persons serving in the roles of Chief Executive Officer and Chairman of the Board. The Board believes that separating the Chair from the CEO position facilitates more effective board interaction and improves management accountability.

Mr. Levy, the Board Chair, sets the agenda for and presides at Board meetings and coordinates the Board's communication with Mr. Zeitoun and the management of the Company. The Board Chair, Mr. Levy, is fully independent.

Mr. Zeitoun, the Chief Executive Officer, is responsible for, among other things, managing the business and affairs of the Company within the guidelines established by the Board, reporting to the Board of Directors, recommending to the Board strategic directions for the Company's business, and implementing the corresponding strategic, business and operational plans approved by the Board.

## Director Independence

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Messrs. Levy, Betz, Concha, Tirpak and Zamani are deemed to be independent for purposes of the Board under the independence standards of Nasdaq, which the Company uses to determine independence, and under the enhanced independence standards of Section 10A-3 of the Securities Exchange Act. They are also deemed to be outside directors under the standards of Section 162(m) of the Internal Revenue Code. Messrs. Zeitoun and Taft are deemed to be not independent. Mr. Zeitoun is not independent because he is an employee of the Company. Mr. Taft is deemed to be not independent because of the size of his beneficial holdings of the Company's Common Stock. For further information about Mr. Tirpak, see "Who originally recommended the Nominees."

## Risk Oversight

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The Board oversees management's evaluation and planning for risks that the Company faces. Management regularly discusses risk management at its internal meetings and reports to the Board those risks that it thinks are most critical and what it is doing in response to those risks. The Board exercises oversight by reviewing key strategic and financial

plans with management at each of its regular quarterly meetings as well as at certain special meetings. The Board's risk oversight function is coordinated under the leadership of the independent Chair of the Board and the Board does not believe that this oversight is enhanced by, and has no effect on, the separation of the role of Chair from CEO.

Table Of Contents

**Code of Ethics**

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We have adopted a Code of Conduct and Ethics for our Chief Executive Officer and our senior financial officers. A copy of our Code of Conduct and Ethics is posted on our website at [www.appliedminerals.com](http://www.appliedminerals.com) and can be obtained at no cost, by telephone at (212) 226-4265 or via mail by writing to Applied Minerals, Inc., 110 Greene Street, Suite 1101, New York, New York, 10012. We believe our Code of Conduct and Ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; to provide full, fair, accurate, timely and understandable disclosure in public reports; to comply with applicable laws; to ensure prompt internal reporting of code violations; and to provide accountability for adherence to the Code.

**Board and Committee Meetings and Meeting Attendance**

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There were eight meetings of the Board of Directors held in 2014. In 2014, there were four meetings of the Audit Committee, three of the Compensation Committee, and two of the Governance and Nominations Committee. Every director attended all board meetings and also attended all meetings of committees of which that director was a member (those directors appointed in 2104 attended all board and committee meetings during the period of their incumbency).

It is the policy of the Board that all Board members attend the annual meeting of shareholders, if possible. Members of the Board are expected to attend the Annual Meetings of Stockholders, including the 2015 Annual Meeting. All then incumbent directors attended the 2014 Annual Meeting.

**Committees of the Board**

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The following table indicates the Committees of the Board and membership on the committees. The Board of Directors has determined that all committee members are independent under the independence definition used by NASDAQ and under the enhanced independence standards of Section 10A-3 of the Securities Exchange Act.

	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Governance and Nominating Committee</b>
John Levy	X	X	X

Robert Betz	X	X
Mario Concha	X	X
Bradley Tirpak	X	
Ali Zamani	X	

Mr. Levy is chair of the Audit Committee. Mr. Concha is chair of the Compensation Committee. Mr. Betz is chair of the Governance and Nominations Committee.

The charters of the Audit, Compensation, and Governance and Nominating Committees are available on the Company's website, [www.appliedminerals.com](http://www.appliedminerals.com).

### **Audit Committee Financial Expert**

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The Board of Directors has determined that Mr. Levy is an audit committee financial expert as this term is defined in the rules of the Securities and Exchange Commission and is independent under the independence standards of Nasdaq and the enhanced independence standards of Section 10A-3 of the Securities Exchange Act.

### **Audit Committee Report**

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In the discharge of its responsibilities, the Audit Committee has reviewed the Company's audited financial statements for fiscal year 2014 included in the Annual Report of Form 10-K for the year ended December 31, 2014;

The Audit Committee has discussed with the independent auditors the matters required to be discussed by the Auditing Standards AU Section 380 – The Auditor's Communication with those charged with Governance as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

Table Of Contents

The Audit Committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit concerning independence, and has discussed with the independent accountant the independent accountant's independence; and

Based on the review and discussions referred to in three preceding paragraphs, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's annual report on Form 10-K for the last fiscal year for filing with the Securities and Exchange Commission.

Audit Committee

*John Levy, Chairman*

*Mario Concha\**

*Ali Zamani*

\* Mr. Concha was a member of the Audit Committee at the time (March, 2015) that the Audit Committee Report was produced.

**Governance and Nominating Committee and Nomination Process.**

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The Governance and Nominating Committee does not have a set process for identifying and evaluating nominees for director and does not have any specific minimum requirements that must be met by any committee-recommended nominee for a position on the Board of Directors. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board. In evaluating the suitability of individual Board members, the Board takes into account many factors, including general understanding of marketing, finance, and other disciplines relevant to the success of a publicly traded company in today's business environment; understanding of the Company's business; educational and professional background; and personal accomplishment. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best promote the success of the Company's business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-election, the Governance and Nominating Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board, and the results of the most recent Board self-evaluation.

The Board does not have a policy relating to diversity in connection with the identification or selection of nominees and has not considered the issue.

The Board will consider director candidates recommended by any stockholder. In evaluating candidates recommended by our stockholders, the Board of Directors has no set process for evaluating nominees, and the criteria would include the ones set forth above that are applied to nominees nominated by the Board. Any stockholder recommendations for director nominees proposed for consideration by the Board should include the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Company stock and should be addressed in writing to the President, Applied Minerals, Inc., 110 Greene St., Suite 1101, New York, New York 10012.

There have been no changes in the procedures by which stockholders may recommend candidates for director.

The Governance and Nominating Committee has a charter.

*Rights of the Samlyn Entities to Nominate Directors*

In connection with their investment of \$10 million in 2011, Samlyn Onshore Fund, LP, a Delaware limited partnership, and Samlyn Offshore Master Fund, Ltd., a Cayman Islands exempted company (collectively, the "Samlyn Entities") were granted the joint right to designate one person (the "Initial Nominee") to be nominated for election to the Board and the Board of Directors shall use commercially reasonable efforts to cause the election or appointment, as the case may be, of such nominee as a director of the Company.

In addition, until the earlier to occur of (i) a Termination Event (defined below) and (ii) December 22, 2016 if Andre Zeitoun is not serving as one of the following: a named executive officer of the Company or chairman of the Board, the Samlyn Entities jointly, during such period in which Andre Zeitoun is not serving in such capacity, shall be entitled to designate a number of additional nominees who together with the Initial Nominee, shall comprise at least 20% of the total number of directors, and the number of directors representing such 20% shall be rounded up to the nearest whole number.



Table Of Contents

If any nominee (i) is jointly designated by the Samlyn Entities at a time (A) at which such nominee cannot be included in the proxy statement prepared by management of the Company in connection with the soliciting of proxies for a meeting of the stockholders of the Company called with respect to the election of directors or (B) after which a meeting of the stockholders has been held with respect to the election of directors (clauses (i)(A) and (i)(B) collectively, the “Interim Period”) or (ii) is nominated for election to the Board but not elected by the stockholders of the Company for any reason whatsoever, the Board shall increase the number of members serving on the Board by a number of additional members equal to the number of such Nominees designated during the Interim Period and/or not elected (as applicable), and the Samlyn Entities jointly shall be entitled to promptly designate nominee(s), who shall be appointed by the Board to fill such additional member positions promptly following such meeting of the stockholders called for the election of directors.

If the Samlyn Entities, together with their respective affiliates, cease to beneficially own at least 9,700,000 shares of Common Stock, the rights of the Samlyn Entities described above shall terminate automatically (the “Termination Event”). As promptly as practicable following the Termination Event, at the request of the Board, the Samlyn Nominees shall cause each Nominee to execute and deliver a letter of resignation to the Company, which resignation shall be effective immediately with respect to the Company and, if applicable, any subsidiary of the Company for which such Nominee serves as a director, manager or other similar position.

The Samlyn Entities have exercised their right to nominate a director, nominating Bradley Tirpak, who was elected a director in March, 2015.

*Agreement with Noteholders to appoint independent directors*

In August, 2013, the Company sold \$10.5 million of 10% PIK Election Convertible Notes due 2023 (“2023 Notes”). In connection with such sale, the Company agreed to cause one independent director to be nominated and appointed to its Board of Directors prior to December 31, 2013, and another independent director to be nominated and appointed to its Board of Directors prior to March 31, 2014. The appointment of Messrs. Concha and Betz satisfied the requirements to appoint independent directors. The holders of the 2023 Notes did not nominate and had no input into the Board’s decision to elect Messrs. Concha or Betz to the Board.

**Compensation Committee**

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The Board of Directors established a Compensation Committee and adopted a committee charter in November, 2013. The Committee is required to meet at least twice a year. The committee charter states that the committee will have the resources and authority necessary to discharge its duties and responsibilities and the committee has sole authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons.

The principal responsibilities of the Compensation Committee are as follows:

1. *Board Compensation.* Periodically review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments.

2. *Chief Executive Officer Compensation.*

- a. Conduct an annual CEO evaluation.
- b. Assist the Board in establishing CEO annual goals and objectives, if appropriate.
- c. Recommend CEO compensation to the other independent members of the Board for approval.  
(The CEO may not be present during deliberations or voting concerning the CEO's compensation.)

3. *Other Executive Officer Compensation.*

- a. Oversee an evaluation of the performance of the Company's executive officers and approve the annual compensation, including salary and incentive compensation, for the executive officers.  
Review the structure and competitiveness of the Company's executive officer compensation programs considering the following factors: (i) the attraction and retention of executive officers; (ii) the motivation of executive officers
- b. to achieve the Company's business objectives; and (iii) the alignment of the interests of executive officers with the long-term interests of the Company's shareholders.
- c. Review and approve compensation arrangements for new executive officers and termination arrangements for executive officers.

Table Of Contents

4. *General Compensation Oversight.* Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including:
- a. Provide guidance to management on significant issues affecting compensation philosophy or policy.
  - b. Provide input to management on whether compensation arrangements for Company executives incentivize unnecessary and excessive risk taking.
  - c. Review and approve policies regarding CEO and other executive officer compensation.

5. *Equity and Other Benefit Plan Oversight.*

- Serve as the committee established to administer the Company's equity-based and employee benefit plans, and
- a. perform the duties of the Committee under those plans. The Compensation Committee may delegate those responsibilities to senior management as it deems appropriate.
  - b. Appoint and remove plan administrators for the Company's retirement plans for the Company's employees and perform other duties that the Board may have with respect to the Company's retirement plans.

6. *Compensation Consultant Oversight.*

- Retain and terminate compensation consultants that advise the Committee, as it deems appropriate, including
- a. approval of the consultants' fees and other retention terms. Ensure that the compensation consultant retained by the Committee is independent of the Company.

The Compensation Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the committee. The committee may delegate to the Chief Executive Officer authority to make grants of equity-based compensation in the form of rights or options to eligible officers and employees who are not executive officers, such authority including the power to (i) designate officers and employees of the Company or of any of its subsidiaries to be recipients of such rights or options created by the Company, and (ii) determine the number of such rights or options to be received by such officers and employees; provided, however, that the resolution so authorizing the Chief Executive Officer shall specify the total number of rights or options the Chief Executive Officer may so award. If such authority is delegated, the Chief Executive Officer shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time. The Compensation Committee has not delegated any authority to the Chief Executive Officer.

For purposes of determining CEO compensation for 2013 and 2014, the Compensation Committee engaged compensation consultants, Compensation Resources Inc., in 2012 and 2013 to conduct a study of the Company's President, Chief Executive Officer, and Director in order to determine the competitive levels of compensation for comparable positions among similar publicly-traded companies.

A copy of the compensation committee charter is available at [www.appliedminerals.com](http://www.appliedminerals.com).

**Compensation of Policies and Practices as they relate to Risk Management**

The Company does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on the Company as they relate to risk management practices and risk-taking incentives

### **Compensation Committee Interlocks and Insider Participation**

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None of the members of the Compensation Committee in 2014 (Messrs. Concha, Betz, Levy) were officers or employees of the Company or engaged in any related party transactions as described in Item 404 of Regulation S-K. No executive officer of the Company was involved in any relationship described in Item 402(e)(4) of Regulation S-K. Mr. Zeitoun participated in deliberations of the Board of Directors concerning executive officer compensation other than his own.

### **Stockholder Communications to the Board of Directors**

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Stockholders may communicate with the Board of Directors by sending an email or a letter to Applied Minerals, Inc. Board of Directors, c/o President, 110 Greene Street, Suite 1101, New York, New York, 10012. The President will receive the correspondence and forward it to the individual director or directors to whom the communication is directed or to all directors if not directed to one or more specifically.

Table Of Contents

**Part 3 Information concerning executive officers and their compensation**

**Named Executive Officers in 2014**

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The Named Executive Officers of the Company during 2014 were:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Andre Zeitoun	42	President, CEO, Director
Nat Krishnamurti	42	Chief Financial Officer
William Gleeson	72	General Counsel

Mr. Krishnamurti resigned in August, 2015.

*Andre Zeitoun* (biographical information about Mr. Zeitoun appears above under “*Information about Directors*”).

*Nat Krishnamurti.* Mr. Krishnamurti was appointed Chief Financial Officer in May, 2012. Prior thereto, Mr. Krishnamurti spent 11 years at inVentiv Health, a provider of clinical, communications and commercial services to the global pharmaceutical, life sciences and biotechnology industries, where he served in a number of senior-level finance positions. His last position there was Vice President - Accounting and Reporting, a position he held as the company transitioned its corporate headquarters to a different state after being acquired. Prior thereto he was Chief Accounting Officer. Mr. Krishnamurti is a CPA and worked as an auditor for PwC.

*William Gleeson.* Mr. Gleeson was appointed General Counsel in September, 2011. Prior thereto he was a partner in the law firm K&L Gates LLP for more than five years, specializing in securities, corporate, and M&A law.

Table Of Contents**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$)(1)	All Other Comp. (\$)	Total (\$)
Andre M. Zeitoun, CEO, Director (2)	2014	600,000	400,000	--	--	1,000,000
	2013	600,000	400,000	--	--	1,000,000
	2012	600,000	850,000	2,408,539	--	3,858,539
Nat Krishnamurti, CFO (3)	2014	225,000	--	31,055	5,000	261,055
	2013	225,000	--	49,686	5,000	279,686
	2012	105,000	--	400,200	2,917	508,117
William Gleeson, General Counsel	2014	300,000	--	270,486	--	545,486
	2013	250,000	--	--	--	250,000
	2012	200,000	--	100,065	--	300,065

(1) Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For assumptions underlying valuation, refer to Note 10 to the Notes to Consolidated Financial Statements found in Item 8, Part II of the Company's Award Report on Form 10-K. These amounts reflect the Company's accounting expense for these awards and do not correspond to the actual value that will be recognized by the named executive officers. The options awards granted were valued using the Black Scholes Option Valuation Model.

(2) Beginning in 2009, the Company contracted with Material Advisors to provide the management services of three individuals (Mr. Zeitoun, Mr. Carney, the current CFO and Vice President of Business Development, and Mr. Basroon, Vice President of Business Development) to the Company beginning in 2009. The Company ceased contracting with Material Advisors at the end of 2012 and thereafter contracted directly with the individuals for their services. Mr. Zeitoun's salary and option award for 2012 and \$450,000 of his 2012 bonus amount are his allocable share of the compensation paid to Material Advisors, LLC, of which he is a member. The bonus was for services from 2009-2011. An additional \$400,000 bonus was awarded directly to Mr. Zeitoun in November, 2012 for services in 2012. See Compensation Analysis & Discussion for further information.

(4) Mr. Krishnamurti was appointed Chief Financial Officer on May, 2012 and resigned in August, 2015. Other Compensation consists of a car allowance.

## Pensions

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The Company does not have any pension plan or any nonqualified defined contribution or any nonqualified deferred compensation plans.

## Potential Payments on Termination or Change in Control

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In the event Mr. Zeitoun is terminated without Cause or he terminates for Good Reason (as defined), he will receive, in addition to the accrued obligations, (i) six months of base salary, (ii) one-half of bonus amounts not yet earned, and (iii) an amount equal to six months of COBRA payments (approximately \$13,000). For 2015, Mr. Zeitoun's base salary is \$600,000 and he is eligible to receive a bonus of up to \$500,000 (\$400,000 in cash and \$100,000 in stock).

*Mr. Gleeson.* In the event Mr. Gleeson terminated by the Company without Cause or he terminates his employment for Good Reason, he shall receive not less than two months of his base salary and (ii) continuation of benefits (including his family) on the same terms as in effect immediately prior to the date of termination for a period of two months (about \$3,000). Mr. Gleeson's base salary is \$300,000.

*Mr. Krishnamurti.* Mr. Krishnamurti voluntarily terminated on August 2, 2015. The following provisions would have applied had he been voluntarily terminated. In the event is terminated by the Company without Cause or he terminated his employment for Good Reason, Mr. Krishnamurti would have received, in addition to the accrued obligations, immediate vesting in (i.e., exercisability for) such number of unvested shares (including any option shares, option shares of restricted stock) under any equity grants that would otherwise be vested as of the next anniversary date of his employment if his employment had continued through the next anniversary date.

Table Of Contents**Grants of Plan-Based Awards**

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<b>Name</b>	<b>Grant date</b>	<b>All other option awards: Number of securities underlying options (#)(2)</b>	<b>Exercise or base price of option awards (\$/Share)</b>	<b>Grant date fair value of option awards (\$)</b>
Nat Krishnamurti, CFO (1)	06-10-2014	75,000	0.84	31,055
William Gleeson (1)	06-10-2014	600,000	0.84	270,486

(1) No options were granted under an incentive plan.

(2) Options were granted to Mr. Krishnamurti and Mr. Gleeson in June, 2014 under the Company's Long-Term Incentive Plan, which was approved by shareholders in November, 2012.

**Outstanding Equity Awards as of December 31, 2014**

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The following table provides information on the holdings as of December 31, 2014 of stock options granted to the named executive officers. This table includes unexercised and unvested option awards. Each equity grant is shown separately for each Named Executive Officer

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END  
OPTION AWARDS**

<b>Name</b>	<b>Grant Date</b>	<b>Number of Securities Underlying Unexercised Options: Exercisable</b>	<b>Number of Securities Underlying Unexercised Options: Unexercisable</b>	<b>Equity Incentive Plan Awards</b>	<b>Option Exercise Price</b>	<b>Option Expiration Date</b>
				<b>Number of Securities Underlying Unexercised Unearned</b>		



**Options**

Andre Zeitoun	01-01-09(1)	3,949,966	--	--	\$ 0.70	01-01-19
	02-08-11(2)	1,742,792	--	--	\$ 0.83	01-01-22
	11-20-12(3)	1,742,792	--	--	\$ 1.66	01-01-23
Nat Krishnamurti	05-29-12(4)	275,001	24,999	--	\$ 1.55	05-01-22
	05-29-13(5)	65,000	--	--	\$ 1.35	05-29-23
	06-10-14(5)	75,000	--	--	\$ 0.84	06-10-24
William Gleeson	08-18-11(6)	900,000	--	--	\$ 1.90	08-18-21
	11-20-12(5)	72,406	--	--	\$ 1.66	11-20-22
	06-10-14(7)	116,669	483,331	--	\$ 0.84	06-10-24

(1) Vested in 36 monthly installments beginning in February, 2009.

(2) Vested in 12 monthly installments beginning in January, 2012

(3) Vested in 12 monthly installments beginning in January, 2013

(4) Vested in 36 monthly installments beginning in May, 2012

(5) Vested immediately

(6) Vested in 36 monthly installments beginning in September, 2011

(7) Vested in 36 monthly installments beginning in July, 2014

Beginning November 20, 2012, all awards were made under the Company's Long Term Incentive Plan approved by stockholders on November 20, 2012.

**Options Exercised and Stock Vested**

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None of the Named Executive Officers exercised any options, SARs or similar instruments in 2014 and none had any stock awards, vested or unvested.

Table Of Contents

**Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans**

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There are no nonqualified defined contribution and other nonqualified deferred compensation plans for Named Executive Officers.

**Related Party Transactions**

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**Review, approval or ratification of transactions with related persons**

Our Board of Directors has a written policy whereby it reviews any transaction involving the Company and a related party before the transaction occurs or upon any significant change in the transaction or relationship. There are no limitations on the types of transactions subject to review, except for ordinary business travel and entertainment. There are no set standards other than fairness. For these purposes, a related party transaction includes any transaction required to be disclosed pursuant to Item 404 of Regulation S-K of the Securities and Exchange Commission.

**Transactions with Related Persons**

In 2014, the funds managed by IBS Capital LLC, of which Mr. Taft, a director is president, purchased \$3,030,303 of 10% PIK Election Convertible Notes Due 2018 (“Series A Notes”) for \$2,000,000. The Series A Notes purchased by such funds are convertible into common stock at the rate of \$.66 per share. In 2014, funds managed by Samlyn Capital, LLC purchased \$10,000,000 of Series A Notes in exchange for \$6,000,000 and the cancellation of a warrant to purchase five million shares of common stock of \$2.00 per share. The Series A Notes purchased by the Samlyn funds are convertible into common stock at the rate of \$.60 per share.

Eric Basroon, Mr. Zeitoun’s brother-in-law, is employed by the Company as Vice President of Business Development. In 2014, he received an annual salary of \$200,000. In 2014, Mr. Basroon was granted 75,000 options that were immediately vested with a Black-Sholes value of \$31,055. The options had an exercise price equal to the market price as of the date of grant. In 2015, Mr. Basroon’s salary is \$200,000. He is eligible to receive a bonus of up to \$100,000, \$25,000 of which is payable in common stock. One-quarter of the bonus is related to personal performance and three-quarters (including the payment in stock) is revenue related. He also received options to purchase 50,000 shares of common stock at \$.68 per share (the market price on the day of grant) vesting over three years with a ten year term with a Black-Scholes value of \$21,450.

## Equity Compensation Plan Information

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On November 20, 2012, the stockholders of the Company approved the adoption of the Applied Minerals, Inc. 2012 Long-Term Incentive Plan ("LTIP") and the Short-Term Incentive Plan ("STIP") and the performance criteria used in setting performance goals for awards intended to be performance-based under Code Section 162(m). 8,900,000 shares are authorized for issuance under the LTIP. The STIP does not refer to a particular number of shares, but would use the shares authorized in the LTIP for issuance under the STIP. No options have been granted under the STIP. The CEO, the CFO, Named Executive Officers, and directors, among others, are eligible to participate in the LTIP and STIP. Prior to the adoption of the LTIP and STIP, stock options were granted under individual arrangements between the Company and the grantees.

### Equity Compensation Information As of December 31, 2014

	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	3,803,526	\$ 1.57 -	4,819,490
Equity compensation plans not approved by security holders	13,283,341 (1)	\$ 0.87	--- (2)
Total	17,086,867	\$ 1.03	

(1) Options to purchase common stock were issued under individual compensation plans prior to the adoption of the LTIP as follows. (a) 9,407,930 options were granted to Material Advisors LLC, the entity that provided management personnel to the Company from 2009 to 2013. Mr. Zeitoun was allocated 60% of the options and Messrs. Carney and Basroon, 20% each. 6,583,277 options have an exercise price of \$.70 per share, vested over three years from 2009-2011, and have a ten year term. 2,904,653 have an exercise price of \$.83 per share, vested over one year in 2012, and have a ten year term. (b) 460,481 options were granted to directors in four grants in 2010-2012 with exercise prices ranging from \$.70 to \$1.25. The options had vesting periods of one year and had

five year terms. (c) 650,000 options were granted in two grants to a now-former director in 2009 in his capacity as an employee and a consultant. The exercise price was \$.70 per share and the options vested immediately and have a ten year term. (d) 1,758,640 options were granted to employees and consultants in six grants in 2009-2012. The exercise prices ranged from \$.78 to \$2, vesting periods ranged from one to three years, and the terms were five or ten years. (e) 651,340 options were granted in two transactions in 2010 to broker-dealers involved in capital raising activities. The options vested immediately, had an exercise price of \$1, and had a five year term. All of the foregoing options had an exercise price at or above the market price of the common stock on the date of grant.

(2) The compensation plans not approved by stockholders were one-time grants and there were no additional securities that might be issued under the individual plans.

Table Of Contents

Current Executive Officers

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<b>Name</b>	<b>Age</b>	<b>Position</b>
Andre Zeitoun	42	President and CEO  Chief Financial Officer and Vice President
Christopher Carney	45	Business Development
William Gleeson	72	General Counsel

*Andre Zeitoun.* Biographical information about Mr. Zeitoun appears above under “Information about Directors.” Mr. Zeitoun's 2015 compensation package consists of a base salary of \$600,000 and a potential bonus of \$500,000, of which \$200,000 is related to personal performance goals and \$300,000 (including \$100,000 in common stock) is revenue related.

*Christopher Carney.* Mr. Carney was Interim Chief Financial Officer of the Company from February, 2009 until May, 2012, when he was appointed Vice President Business Development. In August, 2015, he was appointed Chief Financial Officer, while retaining his position as Vice President. Mr. Carney's 2015 compensation package consists of a base salary of \$200,000, 50,000 options exercisable at \$.68 per share (the market price on the day of grant) with a term of ten years and vesting over three years with a Black-Scholes value of \$21,450, and a potential bonus of \$100,000, of which \$25,000 is related to personal performance goals and \$75,000 (including \$25,000 in common stock) is revenue related.

*William Gleeson.* Mr. Gleeson was appointed General Counsel in 2011. Prior thereto he was a partner in the law firm of K&L Gates, specializing in securities, corporate, and M&A law. Mr. Gleeson's 2015 compensation package consists of a base salary of \$300,000 and a potential bonus of \$100,000, of which \$25,000 is related to personal performance goals and \$75,000 (including \$25,000 in common stock) is revenue related.

Table Of Contents

**Part 4 Compensation Discussion and Analysis**

**Objectives and Strategy**

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The Company's objectives are to develop a range of commercial applications for its halloysite clay and to market those applications to industries seeking enhanced product functionality and to market its iron oxides for pigment and other uses. We believe successful marketing will generate material profits for the Company, which, in turn, will create significant value for its stockholders. To realize this objective, the Company must attract and retain individuals, including our Named Executive Officers ("*Named Executive Officers*" or "*NEOs*"), who possess the skill sets and experience needed to effectively develop and implement the business strategies and corporate governance infrastructure necessary to achieve commercial success.

Accordingly, compensation for the Named Executive Officers is designed to:

Attract, motivate, and retain qualified Named Executive Officers;

Incentivize the Named Executive Officers to lead the Company to profitable operations and to increase stockholder value;

Assure that over time a significant part of NEO compensation is linked to the Company's long-term stock price performance, which aligns the Named Executive Officers' financial interests with those of the Company's stockholders

Motivate the Named Executive Officers to develop long-term careers at the Company and contribute to its future prospects; and

Permit the Named Executive Officers to remain focused on the development of the Company's business in the midst of actual or potential change-in-control transactions.

The Company does not have a policy concerning minimum ownership or hedging by officers of Company securities.

**Compensation of Mr. Zeitoun**

Mr. Zeitoun has been president and CEO of the Company since 2009.

## **2012 Compensation**

From 2009-2012, the Company was managed pursuant to management agreements with a limited liability company, Material Advisors LLC (“*Material Advisors*”), organized solely for the purpose of supplying senior management services to the Company. Material Advisors was required to provide to the Company three senior managers who were the sole members of Material Advisors. One of these individuals was Mr. Zeitoun. The three members of Material Advisors insisted that the Company engage them indirectly through the entity Material Advisors because the members believed that Material Advisors would provide them an added layer of protection when in 2009 they assumed the management responsibilities of a company that faced a challenging liquidity situation, an SEC investigation, and a stockholder class action lawsuit.

Material Advisors, in its sole discretion, allocated amounts of the compensation it received from the Company to its three members. Material Advisors was under no obligation to tell the Company how allocations were made to its three members and, until January, 2012, the Company did not know such allocations. With the exception of the bonus granted to Mr. Zeitoun in November, 2012 for 2012 performance (granted to him directly and not to Material Advisors), the members used Material Advisors as a means of bargaining as a group and they made allocations of cash and stock options by agreement among themselves. The Board’s inability to control allocations effectively took the issue of internal pay equity out of the hands of the Board.

In February, 2011, the Company desired to lock in an agreement for the future services of Material Advisors in order to assure continuity of management. At the same time, Material Advisors was anxious to resolve any uncertainty about its future role with the Company. Both sides agreed that it would be appropriate and more efficient to model, with appropriate changes, the 2012 compensation package on the 2009 Management Agreement, which covered the years 2009-2011.

Table Of Contents

Under the 2009 Management Agreement, the cash compensation to Material Advisors in 2011 was \$1 million per year. From that amount, Material Advisors was required to pay certain of the Company's 2011 expenses (marketing, office rent, travel, and entertainment, among others) ("*Company Expenses*") amounting to \$478,000. The Board did not know the amount of these expenditures until January, 2012. Material Advisors allocated the cash compensation it received from the Company (after payment of Company Expenses) to its members. In 2011, Mr. Zeitoun was allocated \$282,000. Under the 2009 Management Agreement, Material Advisors was granted options to purchase 10% of the total outstanding shares of Common Stock determined as of January 1, 2009, on a fully diluted basis (including the shares subject to the grant of options to Material Advisors). The options vested over a three-year period. The options were granted with an exercise price that was well out of the money.

In February 2011, the Board agreed to a management agreement with Material Advisors for the year 2012 ("*2012 Management Agreement*"). The 2012 Management Agreement provided for cash compensation of \$1 million. The \$1 million for 2012 was the same annual cash compensation as was paid in the 2009-2011 period. The 2012 Management Agreement required Material Advisors to pay Company Expenses (just as Material Advisors had done under the 2009 Management Agreement), but Material Advisors was subsequently relieved of the responsibility, as described below.

The 2012 Management Agreement also provided for the grant of an option to acquire 2,907,653 shares of the Company's Common Stock to Material Advisors. Mr. Zeitoun was allocated 1,742,792 options. The Black-Scholes value of the options allocated to Mr. Zeitoun was \$1,181,637 on the grant date. The per share exercise price was the current market price on the date of grant (\$0.83 per share). The number of shares subject to the grant to Material Advisors was equivalent to 3.5% of the number of fully diluted outstanding shares of Common stock on the date of grant (including the grant under the 2009 Management Agreement but not the grant under the 2012 Management Agreement). The February, 2011 option grant was priced at-the-money as compared to the significantly out-of-the-money option granted in 2009 Agreement. Given the Company's operational progress and its improved financial status that was produced by management's efforts, the Board and Material Advisors agreed there would be no reason to grant a deep out-of-the-money option to Material Advisors in order for Material Advisors to demonstrate its commitment to the Company (as it had in connection with the 2009 Management Agreement). In considering the number of options to be granted, the Board focused primarily on the number of options as a percentage of the fully diluted shares as opposed to the Black-Scholes value.

In February 2011, the Board did not know how Material Advisors allocated cash and stock options to its members or the amount of Company Expenses borne by Material Advisors.

Although significant progress had been made by Material Advisors in resolving some of the many problems facing the Company, benchmarking compensation against peers appeared inappropriate because of the difficulties in finding not only other companies managed under an agreement to supply senior executives to the Company but also other companies facing the same or a similar array of problems.



Although management had significantly resolved many of the legacy issues that had burdened the Company, it was still a pre-revenue operation focused on creating products that were to be sold into new markets. As such, establishing specific performance goals and associated timelines to evaluate management was deemed not to be feasible. Accordingly, the compensation package did not link compensation, including vesting of stock options, to the achievement of predetermined performance goals.

The Board believed that the compensation package was designed to reward short-term performance and to encourage employee retention through the salary portion of the compensation package and to reward long-term performance and sustained growth in stock price through the significant amount of shares of Common Stock available for purchase under the options granted to Material Advisors. Nevertheless, the cash portion was considered inadequate for the efforts and skill that the three members of Material Advisors would bring to the task.

In January, 2012, the Board learned for the first time the amounts of Company Expenses that Material Advisors had been responsible for in 2009-2011 and the allocations that had been made by Material Advisors to its members. It also learned that an amount of the 2012 compensation to Material Advisors would be allocated 60% to Mr. Zeitoun.

In December, 2011, the Company had raised \$10 million through the sale of Common Stock and warrants, without the use of an investment banker, in a complex transaction designed to limit dilution. Thereafter, the Board believed that for the first time there were sufficient funds to reward Material Advisors appropriately for its past efforts. In January, 2012, a bonus of \$750,000 in respect of outstanding performance in the 2009-2011 period was awarded to Material Advisors. The size of the cash bonus granted in January, 2012 was determined, in large part, on the amount of money Material Advisors saved the Company through (i) the assumption of the CFO position, thereby saving the Company the expense of having to hire and compensate a CFO not affiliated with Material Advisors and (ii) the fees the Company avoided paying as a result of the members of Material Advisors raising approximately \$21.6 million of capital for the Company without the aid of an agent or broker. The bonus was discretionary and was not based on the achievement of any pre-determined performance standards. Of the \$750,000 bonus, 60% was allocated to Mr. Zeitoun (\$450,000).

Table Of Contents

After negotiations with Mr. Zeitoun on behalf of Material Advisors, the Board agreed that it was appropriate to relieve Material Advisors of its obligation to continue to pay Company Expenses (which are noted above). Relieving Material Advisors of this obligation had the effect of increasing the amount of cash distributable in 2012 by Material Advisors to its three members from approximately \$550,000 (based on 2009-2011 experience) to \$1 million.

In making these compensation decisions, the Board took into account the substantial progress that the Company had made during the 2009-2011 period, the fact that the market price of the Common Stock had increased 500% during the period of the 2009 Management Agreement, and the Company's improved financial condition (having raised \$10 million in December 2011 through the sale of stock and warrants). The Board believed that it was important to make up for what had seemed to be inadequate past compensation in order to further motivate the members of Material Advisors to perform services for the Company in the future. For largely the same reasons as noted above in connection with compensation decisions in February, 2011, the Board did not believe that use of a compensation consultant or benchmarking or tying any part of cash compensation to the achievement of performance goals was appropriate.

On November 20, 2012, the Board and Material Advisors decided that the Company would deal with the three members of Material Advisors individually and, beginning in 2013, would not engage them through Material Advisors.

On November 20, 2012, the Board determined to grant Mr. Zeitoun a \$400,000 cash bonus for exceptional 2012 performance, payable in the first week of 2013. The Board believed that the additional cash bonus was an appropriate means of motivating and retaining Mr. Zeitoun. The bonus was discretionary and was not based on the achievement of any pre-determined performance standards. On Mr. Zeitoun's recommendation, no bonuses for 2012 were awarded to the other members of Material Advisors.

In February 2011, the Board believed that the structure of the compensation package was heavily weighted toward "pay-for-performance" in that the options incentivized the members of Material Advisors to manage the Company in a manner such that the market price of the Common Stock would increase. The Board did not believe that either (i) actions in January, 2012 (the bonus to Material Advisors 2012 and the relief from paying Company Expenses) or (ii) the bonus to Mr. Zeitoun awarded in November, 2012 undermined the essential incentive structure of the compensation package because such a significant percentage of his future compensation was represented by his option grants. The Board believed that actions discussed above did bring the cash component more in line with the contribution and efforts of management.

**2013 Compensation**

On November 20, 2012, the Board agreed to compensate the three members of Material Advisors directly beginning with calendar year 2013 and determined the 2013 compensation for such persons. The 2013 cash compensation for Mr. Zeitoun would be \$600,000. Options to purchase 1,742,581 shares of Common Stock were granted to Mr. Zeitoun (with a Black-Scholes value of \$2,408,539). The options vested over the period of the employment agreement (2013), vesting on the first day of the month following a month of the employment agreement beginning February 1, 2013 with the last vesting on January 1, 2014. The options have an exercise price equal to market price of the Common Stock on the date of grant (\$0.83). The Board also agreed that Mr. Zeitoun would be eligible for a target bonus for 2013 of \$400,000 but that the amount could be more or less depending on Mr. Zeitoun's 2013 performance. The criteria for determining performance would be decided at the time the Board made a decision as to whether to award a bonus. These criteria could include quantitative and qualitative considerations such as sales, entering to arrangements with joint ventures and similar "reach through" arrangements, increases in market capitalization, development of corporate staff, and management of plant expansions.

To assist in determining 2013 compensation for Mr. Zeitoun, the Compensation Committee sought advice from a compensation consultant from Hay Associates.

The compensation consultant used market data in his analysis that was drawn from the following sources: (a) public peer group in the mining and metals sector (13 companies; Comstock Mining Inc., General Moly Inc., Gold Reserve Inc., Golden Minerals Co., Midway Gold Corp, Mines Management Inc, Paramount Gold and Silver, Prospect Global Resources, Rare Element Resources Ltd , Revett Minerals Inc. Ruby Creek Resources Inc., Searchlight Minerals Corp, and Vista Gold Corp) and specialty chemical sector (7 companies; Monarch Cement Co, Northern Tech Intl, ADA-ES Inc, Chase Corp, Material Sciences Corp, Senonyx Corp, and Zoltek Cos Inc); (b) the 2012 Hay Group Global Mining Compensation Review for pay-mix purposes; and (c) a sample of companies recently completing an initial public offering as set forth in the Hay Group IPO Reporter (Matador Resources Company, Bonanza Creek Energy, Inc., Carbonite, Inc, C&J Energy, SunCoke Energy, KiOR, Compressco Partners, L.P., Solazyme, Inc., Energy Partners LP, International Corp., Kinder Morgan, Inc., Gevo, Inc., Primo Water Corporation, Amyris, Inc., Molycorp, Inc., Oasis Petroleum LLC, Aluminum Holding Corporation, Douglas Dynamics, Inc., Global Geophysical Services, Inc., Metals USA Holdings Corp., Graham Packaging Company Inc., Cellu Tissue Holdings, Inc.) The consultant stated that the analysis focused on annual compensation mix and levels relative to market as well as CEO equity ownership relative to other companies recently completing an initial public offering. The basis for selecting peer group companies consisted of the following factors: assets, market capitalization, nature of the business, the talent market, complexity, and the market share.

## Table Of Contents

Compared to the peer group companies in the mining sector as well as the specialty chemicals sector and the IPO Reporter sample, the Board determined that Mr. Zeitoun's 2012 compensation was above the 75th percentile. It also determined that Mr. Zeitoun's 2012 pay mix (as among salary, bonus, and options) was generally well aligned with the pay mixes in the samples noted above.

The consultant stated that there is no perfect model for determining what the appropriate compensation for a CEO should be. He said that the Compensation Committee would have to review the data presented in his report and use its business judgment to create a package that would be motivational to the CEO and also retain him, as the Board believed that the CEO is key to the success of the business. The compensation consultant also said that while the Company's CEO position may have a certain "market value," it is imperative that the Committee should also consider the contribution and value that Mr. Zeitoun brings to the position and, in particular, the facts that (i) Mr. Zeitoun had raised substantial sums of money without the Company having to use investment bankers thereby saving substantial commissions, (ii) Mr. Zeitoun is leading the Company's technology development to further commercialize its products, and (iii) Mr. Zeitoun was serving multiple roles (CEO and COO).

Members of the Board noted differences between the Company and many of the mining companies in the peer group. In particular, many of the peer group companies were gold companies. They noted that entities involved in the gold-mining business are not engaged in businesses that have anywhere near the complexity of the Company's business. In particular, the Board noted that gold mining companies have a product with a ready market; thus, they do not have to develop a market, as the Company must do for halloysite. The Board also noted that the stockholder return under Mr. Zeitoun's leadership and, in particular, the Company's market capitalization, had increased from \$10 million to \$150 million under Mr. Zeitoun's leadership. Mr. Zeitoun indicated that he believed that for peer-group comparison purposes, the Company was more like a developmental pharmaceutical company. Other members of the Board also agreed that the Company was more like developmental pharmaceutical, biotech and software companies.

## **2014 Compensation**

*Compensation Consultant.* In November, 2013, the Compensation Committee retained Compensation Resources, Inc. ("CRI"), a compensation consultant located in Upper Saddle River, New Jersey, as a compensation consultant regarding the 2014 compensation of Andre Zeitoun, the President and CEO of the Company.

*Interactions of CRI with the Compensation Committee and the Board.* Representatives of CRI attended meetings of the Board and/or the Compensation Committee in December, 2013 and February and March, 2014, met (telephonically or in person) with members of the Compensation Committee on four occasions, met with Mr. Zeitoun twice, and met with the Company's General Counsel (in his capacity of as agent for the Compensation Committee in due diligence matters) four times.

*Summary of CRI's Report to the Compensation Committee.* CRI's "Executive Compensation Study: Report of Findings" was delivered to the Compensation Committee and the Board in March, 2014. Below is a summary of the report.

While the company has previously been identified as a mining company, its operations are much more diversified than what would be considered as typical mining activities. The Company engages in significant research and development activities that are aimed at producing uses for its products with broader applications and thus considers itself more of a specialty chemical company rather than a traditional mining company. Based on the nature of the halloysite clay and its "exclusivity," the Company believes itself more closely aligned with the pharmaceutical industry, which itself has significant research and development activities associated with the development and marketing of proprietary pharmaceuticals. Given that the nature of the Company's business, and the talent needed to expand the business and make it successful, extends into various industry sectors. CRI considered the nature of Applied Minerals' operations in the identification of a relevant peer group for purposes of executive compensation benchmarking.

The process of selecting a group of related peers was based on the nature of the Company's operations and future strategic direction. The selection was based on the following parameters:

**Industry** -- Comparable industry sectors, from a business perspective, as well as other industries that cultivate a similar level of talent and ability. CRI identified companies within the following industry sectors: specialty chemical manufacturing; biotech and pharmaceuticals; software; mining; and environmental/sustainable.

Table Of Contents

**Geographic location** -- Based on national averages, but in this case, however, CRI applied a geographic differential to the peer data to account for differences in the cost of living between the geographic locations of the peer companies and that of Applied Minerals, which is located in an area with a high cost of living (New York City);

**Market Cap** -- Guidelines set forth by ISS indicate that the generally accepted approach is to identify companies that are approximately 0.2x to 5.0x of the Market Cap of the target company being analyzed. CRI utilized Applied Minerals' Market Cap of approximately \$100 million; this would place the Market Cap range of peer companies between \$20 million and \$500 million. Market Cap, rather than revenue, was utilized as the financial metric for peer selection, as the Company is considered more of a startup with very limited revenue. CRI reviewed the list of peer group companies with the Compensation Committee, the CEO, and the General Counsel, and the list was further refined to reflect more closely a group of companies that would be considered competitors for similar talent.

The peer group consisted of the following companies: Accelrys Inc., American Pacific Corp., Amyris, Inc. Amicus Therapeutics Inc., Authentidate Holding Corp., Bidelivery Sciences, Cytokinetics Inc. International Inc., Energy Recovery, Inc., General Moly Inc., Hemispherx Biopharma Inc., Kior Inc., Metabolix Inc., Pmfg Inc., Pozen Inc., Simulations Plus Inc., Streamline Health Solutions Inc., U S Lime & Minerals, and United-Guardian Inc.

The compensation study analyzed the position of CEO of the Company, comparing it against other top executives within the identified peer marketplace. Based on the discussion of peer selection above, CRI concluded that the larger context of Mr. Zeitoun's responsibilities, based on his knowledge and ability to translate his ideas into creative uses for the Company's products, validated the use of a broader industry view of competitive compensation. CRI found that (I) Mr. Zeitoun's commitment to the Company's success was evidenced through his ability to gain financing for the Company through his personal connections, which enabled him to secure \$10 million of capital in 2013 and (ii) Mr. Zeitoun also had become totally conversant in the chemical properties of the clay and its potential commercial applications, and realized the value of its iron oxide deposits and thus developed a new business for this product over the prior two years. CRI indicated that the Company was then at a transition point, where its operations had to move from "process" to "results"; therefore, the CEO's compensation package needed to be structure in a way that recognized the competitive marketplace, with sufficient financial motivation to reward the CEO to move forward with the Company's strategic direction.

CRI presented its findings with respect to the competitive marketplace for the components of Base Salary and Total Cash Compensation (Base Salary and Annual Bonus/Incentive), along with the value of Total Direct Compensation (Total Cash Compensation, the value of equity, and any other compensation). It said that compensation theory suggests that a Market Range of Compensation around the Market Consensus, rather than a fixed number, is appropriate. CRI said that typically, the Market Range of Base Salary is conservatively considered to be  $\pm 10\%$  of the Market Consensus, while the range for Total Cash Compensation varies by  $\pm 20\%$  of the Market Consensus, while the range for Total Direct Compensation is wider and usually varies by  $\pm 25\%$  of the Market Consensus. Therefore, CRI's comparative analysis of actual compensation to the marketplace was based on the identified Market Range for the indicated component.

For Mr. Zeitoun's actual compensation, CRI represented the following figures: Base Salary of \$600,000, equivalent to his 2013 fixed compensation; Total Cash Compensation which includes Base Salary of \$600,000 plus an annual target incentive opportunity of 100% of Base Salary, or \$600,000, for a total of \$1,200,000; and Total Direct Compensation, which typically includes Base Salary and Total Cash Compensation, plus the three year average of equity compensation, in order to conduct a preliminary comparative analysis with the market findings. However, the Compensation Committee indicated to CRI that (i) the most recent equity grant was specifically provided to Mr. Zeitoun as a one-time award, with the clear understanding that future at-risk compensation will be in the form of short-term incentives; (ii) the short-term incentive opportunity is intended to drive performance towards the Company's most immediate goals of revenue generation and is commensurate with the Compensation Committee's short-term incentive target and (iii) over the next two to three years, it is anticipated that additional equity will not be provided; therefore, CRI's analysis did not include or provide for any long-term compensation. In this connection, it was noted that the beneficial stock ownership for the majority of the CEO among the peer companies ranged between 1.10% and 6.80% (excluding the outliers which are 13.7% to 38.03%). Mr. Zeitoun's beneficial ownership is 8.6%.

CRI noted that at market average (50% percentile) without equity compensation, Mr. Zeitoun's represented Base Salary and Total Cash Compensation were above the Market Range and the Total Direct Compensation was within the Market Range, but that at the 75% percentile without equity compensation, Mr. Zeitoun's represented Base Salary and Total Cash Compensation were within the Market Range and the Total Direct Compensation was below the Market Range.

Table Of Contents

CRI noted that the methodology used to conduct the competitive market analysis was based on the typical duties and responsibilities associated with the top executive position within the competitive marketplace, and the comparative analysis did not take into consideration the incumbent or any factors relating to that incumbent. CRI noted, however, that it was at the Compensation Committee's discretion to consider Mr. Zeitoun in determining whether his value to the Company was considerable and therefore would justify a higher level of compensation as compared to the marketplace. CRI said that in some cases, a premium can be applied to the market findings to reflect on the incumbent's knowledge, expertise, and contributions (both past and anticipated in the future), and therefore would reflect on a higher percentile positioning due to these factors. CRI noted that in discussions with the Compensation Committee, the Committee believed that it had a significant level of confidence in Mr. Zeitoun's abilities to drive the Company. CRI noted that based on multiple in-depth discussions with the Compensation Committee and their strong belief that Mr. Zeitoun is a crucial and extremely valuable asset to the Company, CRI presented both the Market Average and 75th percentile calculations so that the Compensation Committee would have a broader perspective of the marketplace for pay in consideration of the peer group examined herein.

Compensation Committee Actions. The Compensation Committee met four times regarding Mr. Zeitoun's compensation and the Board met three times. At its meeting on June 9, 2014, the Compensation Committee determined to recommend to the Board that

Mr. Zeitoun's salary for 2014 would be \$600,000, which was the same salary as in 2013 and was justified by Mr. Zeitoun's exceptional knowledge and accomplishments.

Mr. Zeitoun's annual target incentive for 2014 would be \$400,000 rather than \$600,000 (as represented in CRI's report) and that this would bring the Total Direct Compensation at Market Average (no equity) within the Market Range and Total Cash Compensation at the 75<sup>th</sup> percentile would still be within the Market Range, but would be below the Market Consensus. The Compensation Committee further determined that the bonus would be payable in cash in two tranches: (i) \$200,000 payable if there were a commercial sale of iron oxide in 2014 and (ii) \$200,000 payable if one of the following three were accomplished in 2014: cumulative revenue (accrued or realized) and/or backlog of \$1 million; sale of all or a substantial portion of Idaho properties; raising at least \$2 million of capital by sale of equity and/or sale of PIK Notes;

Mr. Zeitoun would not be awarded any equity compensation for 2014 because he already beneficially owned (through direct ownership and options) 8.6% of the equity of the Company and that ownership provide him with sufficient long-term incentive.

On the same day, the Board adopted the recommendations of the Compensation Committee.

In December, 2014, the Nominating and Governance Committee determined that Mr. Zeitoun had satisfied the conditions of both tranches for payment of the bonus and recommended that the Board approve payment of the bonus.



Thereafter, the Board approved payment of a \$400,000 bonus.

### **Compensation of Mr. Gleeson**

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William Gleeson, the General Counsel, was hired as of September 15, 2011. Mr. Gleeson's three-year employment agreement provided for annual cash compensation of \$200,000 plus a 10-year option to purchase up to 900,000 shares of Common Stock at an exercise price of \$1.90 per share, which was above the \$1.74 market price on the date of grant, September 15, 2011. The Black-Scholes value of the options was \$1,370,340 on the date of grant. The options vested in 36 monthly installments beginning September 15, 2011. Mr. Gleeson's employment may be terminated at will. The Company did not use a compensation consultant in connection with the employment agreement.

The compensation package in the employment agreement reflected Mr. Gleeson's familiarity with the Company and its legal issues resulting from his representation of the Company beginning in January, 2008. The relative mix of cash and options in his employment contract reflected the Company's strained cash position and its near-term revenue prospects at the time of the hiring, with the number of options designed to compensate for the relatively low cash compensation. The vesting of the options was not tied to any performance standards because at the time, given the Company's limited amount of sales and its lack of profitability, it was deemed that meaningful performance standards could not be established. For the same reason, the Company did not establish performance standards for bonus awards. No cash bonus was awarded to Mr. Gleeson.

On November 20, 2012, the Board, on the recommendation of Mr., Zeitoun, awarded Mr. Gleeson 72,406 stock options having an exercise price equal to market price on the date of grant with a Black-Scholes value of \$100,065 and increased his compensation to \$250,000 per year for 2013 because of exemplary performance.

Table Of Contents

For 2014, as a result of exceptional performance, Mr. Gleeson's salary was increased to \$300,000 and he was awarded 600,000 options to purchase common stock at \$.83 per share, such options vesting monthly over a three-year period and having an exercise price equal to the market price on the date of grant..

The Company has not used compensation consultants in connection with Mr. Gleeson's compensation and has not benchmarked his compensation.

**Compensation of Mr. Krishnamurti**

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In May, 2012, the Company, on the recommendation of Mr. Zeitoun, hired Mr. Krishnamurti under a three year employment agreement calling for an annual salary \$180,000 and an option grant to purchase 300,000 shares of the Company's Common Stock with a exercise price equal to the market price on the day of grant. The options had a Black-Scholes value of \$400,200 determined as of the date of grant. The terms, including the compensation amounts and the number of options, as well as the mix between those elements, were negotiated by the parties and the Board believed that the compensation package reflected Mr. Krishnamurti's expertise and experience and gave him appropriate long-term incentive through the stock options.

In May 2013, the Board, on the recommendation of Mr. Zeitoun due to Mr. Krishnamurti's excellent performance, increased Mr. Krishnamurti's cash compensation to \$225,000 and granted a 10-year option vesting immediately to purchase 65,000 shares of Common Stock with an exercise price equal to the market price on the day of grant. The options had a Black-Scholes value of \$49,686 of the date of grant.

Mr. Krishnamurti's 2014 cash compensation remained the same as in 2013, but he was awarded options to purchase 75,000 shares of common stock at \$.84 per share, and the options vested immediately and had an exercise price equal to the market price on the day of grant. The options had a Black-Scholes value of \$31,055 of the date of grant.

The Company did not use compensation consultants in connection with Mr. Krishnamurti's compensation and did not benchmark his compensation.

Mr. Krishnamurti resigned in August, 2015.

## **Tax and Accounting Treatment of Compensation**

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### **Deductibility Cap on Executive Compensation**

The Compensation Committee is aware that Section 162(m) of the Internal Revenue Code treats certain elements of executive compensation in excess of \$1 million a year as an expense not deductible by the Company for federal income tax purposes. Mr. Zeitoun's cash compensation for the Company's 2012 tax purposes was \$1,050,000 and was not performance-based, so that \$50,000 was not deductible. Depending on various factors, including the market price of the Company's Common Stock on the date of exercise of options that are not performance-based, the compensation of certain executive officers in future years may be in excess of \$1 million for purposes of Section 162(m). The Compensation Committee reserves the right to pay compensation that may be non-deductible for tax purposes to the Company if it determines that it would be in the best interests of the Company

### **Tax and Accounting Treatment of Options**

We are required to recognize in our financial statements compensation cost arising from the issuance of stock options. GAAP requires that such that compensation cost is determined using fair value principles (we use the Black-Scholes method of valuation) and is recognized in our financial statements over the requisite service period of an instrument (for 2012 and prior years, generally we used the vesting period for employee and consultant options and warrants). However, the tax deduction is only recorded on our tax return when the option is exercised. The tax benefit received at exercise and recognized in our tax return is generally equal to the intrinsic value of the option on the date of exercise.

Table Of Contents

**Compensation Committee Report**

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The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and based on such review and discussions, the Discussion and Analysis in this Proxy Statement.

*Mario Concha*

*John Levy*

*Robert Betz*

**Part 5 Information concerning Independent Registered Public Accountant**

**Independent Registered Accountant for 2015**

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EisnerAmper LLP was the Company's independent accountant for the fiscal year ending December 31, 2014 and has been selected by our Board of Directors as the Company's independent accountant for the fiscal year ending December 31, 2015. The Board asks stockholders to ratify that selection. Although current law, rules, and regulations require the Board of Directors to engage, retain, and supervise the Company's independent auditor, the Board considers the selection of the independent auditor to be an important matter of stockholder concern and is submitting the selection of EisnerAmper LLP for ratification by stockholders as a matter of good corporate practice.

The affirmative vote of holders of a majority of the shares of Common Stock cast in person or by proxy at the meeting is required to approve the ratification of the selection of EisnerAmper LLP as the Company's independent auditor for the current fiscal year. If a majority of votes cast does not ratify the selection of EisnerAmper LLP, the Board of Directors will consider the result a recommendation to consider the selection of a different firm.

Representatives of the EisnerAmper LLP are expected to be present at the Annual Meeting, will have the opportunity

to make a statement if they desire to do so, and such representatives are expected to be available to respond to appropriate questions.

### **Fees to Accountants**

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EisnerAmper LLP was selected by our Board of Directors as the Company's independent accountant for the years ending December 31, 2014 and 2015.

The following table presents fees for audit services rendered by EisnerAmper, the independent auditor for the audits of the Company's annual consolidated financial statements for the years ended December 31, 2014 and 2013, respectively.

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
Audit Fees	\$ 117,500	\$ 117,500
Audit-Related Fees	4,000	8,000
Tax Fees (1)	7,500	7,500
All Other Fees	--	--
<b>Total</b>	<b>\$ 129,000</b>	<b>\$ 133,000</b>

(1) Tax fees represent the aggregate fees paid for professional services, principally regarding fees for tax compliance and tax advice.

### **Policy on Board of Directors' Pre-Approval of Audit and Non-Audit Services of Independent Auditors**

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The Audit Committee has adopted a policy for the pre-approval of all audit and non-audit services provided by the Company's independent registered public accounting firm. The policy is designed to ensure that the provision of these services does not impair the registered public accounting firm's independence. Under the policy, any services provided by the independent registered public accounting firm, including audit, audit-related, tax and other services must be specifically pre-approved by the Board of Directors. The Board of Directors does not delegate responsibilities to pre-approve services performed by the independent registered public accounting firm to management. For the fiscal year ended December 31, 2014, all services provided by the Company's independent registered public accounting firm were pre-approved by the Board of Directors.



Table Of Contents**Part 6 Additional Important Information****Beneficial Stock Ownership: Directors, Named Executive Officers, and 5% Holders.**

The following table sets forth, as of October 15, 2015, information regarding the beneficial ownership of our Common Stock with respect to each of the Named Executive Officers, each of our directors, each person known by us to own beneficially more than 5% of the Common Stock, and all of our directors and Named Executive Officers as a group. Each individual or entity named has sole investment and voting power with respect to shares of Common Stock indicated as beneficially owned by them, subject to community property laws, where applicable, except where otherwise noted. The percentage of Common Stock beneficially owned is based on 97,094,676 shares of Common Stock outstanding as of October 15, 2015 plus a person's shares subject to options or warrants granted that are exercisable, or will be exercisable, within 60 days of October 15, 2015.

<b>Name and Address (1)</b>	<b>Number of Shares of Common Stock Beneficially Owned (2)</b>	<b>Percentage of Common Stock Beneficially Owned</b>
John Levy (2)(3)(5)	627,197	*
Robert Betz (2)(3)(6)	217,384	*
Mario Concha (2)(3)(7)	222,052	*
David Taft (2)(3)(8)	26,236,816	27.1
Ali Zamani (2)(3)(9)	278,848	*
Bradley Tirpak (2) (3) (10)	133,485	*
Andre Zeitoun (2)(3)(4)(11)	8,762,899	9.0
Christopher Carney (2)(4)(12)	3,357,691	3.5
William Gleeson (2) (4) (13)	1,289,079	1.3
All Named Executive Officers and Directors as a Group	41,125,451	42.5
Robert Pohly (2)(14)	21,983,695	22.7
James Berylson (2)(15)	7,152,399	7.4

\* Less than 1%

(1) Unless otherwise indicated, the address of the persons named in this column is c/o Applied Minerals, Inc., 110 Greene Street, Suite 1101, New York, NY 10012.

(2) Included in this calculation are shares deemed beneficially owned by virtue of the person's right to acquire them within 60 days of the date of October 15, 2015 as determined pursuant to Rule 13d-3 of the Securities Exchange Act of 1934.

(3) Director.

(4) Executive officer.

(5)

Mr. Levy's holdings include: (i) options to purchase 45,000 shares of common stock at \$1.00 per share expiring in June, 2016 (ii) options to purchase 100,000 shares of common stock at \$1.00 per share expiring in November 2016 (iii) options to purchase 100,000 shares of common stock at \$1.24 per share expiring in January, 2018 (iv) options to purchase 100,000 shares of common stock at \$1.66 per share expiring November, 2022 (v) options to purchase 50,000 shares of common stock at \$0.83 per share expiring in March, 2024 and (vi) options to purchase 37,500 shares of common stock at \$0.66 per share expiring in February, 2025.

Mr. Betz's holdings include options to purchase (i) 50,000 shares of Common Stock at \$0.83 per share expiring in (6) March, 2024 and (ii) options to purchase 37,500 shares of common stock at \$0.66 per share expiring in February, 2025.



Table Of Contents

(7) Mr. Concha's holdings include (i) options to purchase 50,000 shares of Common Stock at \$0.83 per share expiring in March, 2024 and (ii) options to purchase 37,500 shares of common stock at \$0.66 per share expiring in February, 2025.

(8) Based upon the Schedule 13D filed with the Securities and Exchange Commission on November 6, 2014, Mr. Taft, whose address is One International Place 31st Floor Boston, MA 02110, is a member and president of IBS Capital LLC. IBS Capital LLC is the general partner of The IBS Turnaround Fund (QP) (A Limited Partnership) ("QP Fund) and The IBS Turnaround Fund (A Limited Partnership) ("LP Fund) and investment adviser to The IBS Opportunity Fund (BVI), Ltd ("Opportunity Fund"). QP Fund owns 14,378,004 shares of the Company's Common Stock, has the right to acquire 1,933,370 shares on conversion of the 10% PIK Election Convertible Notes due 2018 ("Series A Notes") that it holds and has the right to acquire 96,668 shares on conversion of Series A Notes to be issued as interest on the Series A Notes it holds within 60 days of October 15, 2015. LP Fund owns 6,862,482 shares of the Company's Common Stock, has the right to acquire 919,891 shares on conversion of the Series A Notes it holds and has the right to acquire 45,995 shares on conversion of Series A Notes to be issued as interest on the Series A Notes it holds within 60 days of October 15, 2015. Opportunity Fund owns 1,364,911 shares of the Company's Common Stock, has the right to acquire 605,234 shares on conversion of the Series A Notes it holds and has the right to acquire 30,261 shares on conversion of Series A Notes to be issued as interest on the Series A notes it holds within 60 days of October 15, 2015.

(9) Mr. Zamani's holdings include (i) options to purchase 50,000 shares of Common Stock at \$0.83 per share, expiring in March, 2024 and (ii) options to purchase 37,500 shares of Common Stock at \$0.66 per share, expiring in February, 2025.

(10) Mr. Tirpak's holdings include options to purchase 19,178 shares of Common Stock at \$0.73 per share, expiring in April 2025.

(11) Mr. Zeitoun's holdings include: (i) options (held through Material Advisors) to purchase 3,949,966 shares of Common Stock at \$0.70 per share expiring in January 2019 (ii) options (held through Material Advisors) to purchase 1,742,792 shares of Common Stock at \$0.83 per share expiring in January 2021 and (ii) options to purchase 1,742,792 shares of Common Stock at \$1.66 per share expiring in November, 2022.

(12) Mr. Carney's holdings include (i) options (held through Material Advisors) to purchase 1,316,655 shares of Common Stock at \$0.70 per share, expiring in December, 2018; (ii) options (held through Material Advisors) to purchase 580,930 shares of Common Stock at \$0.83 per share, expiring in January, 2022; (iii) options to purchase 580,930 shares of Common Stock at \$1.66 per share, expiring in November, 2022; and (iv) options to purchase 75,000 shares of Common Stock at \$0.84 per share, expiring in June, 2024.

(13) Mr. Gleeson's holdings include (i) options to purchase 900,000 shares of Common Stock at \$1.90 per share expiring in September 2021 (ii) options to purchase 72,406 shares of Common Stock at \$1.66 per share expiring in November 2022 and (iii) options to purchase 316,673 shares of Common Stock at \$0.84 per share expiring in June 2024.

(14) Based upon the Schedule 13D filed with the Securities and Exchange Commission on November 5, 2014, Mr. Pohly, whose address is 500 Park Avenue, 2nd Floor, New York, N.Y. 10022, is the managing member of Samlyn Partners and Samlyn Capital LLC. Samlyn Capital LLC acts investment manager of Samlyn Onshore Fund, LP ("Samlyn Onshore") and Samlyn Offshore Master Fund, Ltd. ("Samlyn Offshore"). Samlyn Partners is the general partner of Samlyn Onshore. Samlyn Onshore owns 3,850,000 shares of the Company's Common Stock, has the right to acquire 3,971,739 shares on conversion of the Series A Notes it holds and has the right to acquire 198,587 shares on conversion of Series A Notes to be issued as interest on the Series A Notes it holds within 60 days of October 15, 2015. Samlyn Offshore owns 6,150,000 shares of the Company's Common Stock, has the right to acquire 7,441,304 shares on conversion of the Series A Notes it holds and has the right to acquire 372,065 shares on conversion of Series A Notes to be issued as interest on the Series A Notes it holds within 60 days of October 15, 2015.

(15)

Based on a 13D files on May 1, 2015, Mr. Berylson, whose address is 200 Clarendon Street, 50th Floor, Boston, Massachusetts 02116, is the sole managing member of Berylson Capital Partners GP (“GP”) and Berylson Capital Partners, LLC (“BCP”). GP is the general partner, and BCP is the investment manager, of Berylson Master Fund, LP, a Cayman Islands limited partnership (the “Fund”). The Fund owns 3,577,381 shares of the Company’s Common Stock and has the right to acquire 3,575,018 shares on conversion of the 10% PIK Election Convertible Notes (due 2023) it holds.

## **Section 16(a) beneficial Ownership Reporting Compliance**

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Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors, and any person who beneficially owns more than 10% of our Common Stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Such persons are required by regulation to furnish us with copies of all Section 16(a) forms which they file. To the best of our knowledge, except for one filing for Mario Concha (relating to two transactions) and one filing by IBS Capital, LLC (relating to one transaction), all filings were made timely in 2014.

## **Stockholder Proposals and Nominations for 2016 Annual Meeting**

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No determination has been made as to when the 2016 Annual Meeting will be held. We will file a Current Report on Form 8-K when that determination is made.

### ***Proposals made under Rule 14a-8***

Rule 14a-8 under the Securities Exchange Act indicates the date or time frames, for purposes of Rule 14a-8, that a proposal must be submitted to the Company in order to be included in the Company’s proxy statement and on the Company’s proxy card for the 2016 Annual Meeting. Under such rule, the proposals must be submitted to the Company at our principal executive offices at Suite 1101, 110 Greene Street, New York, NY 10012 by the following dates: if the 2016 meeting is held within 30 days of the date of the anniversary of the 2015 Annual Meeting, a stockholder’s Rule 14a-8 proposal must be received no later than the close of business on July 3, 2016; if it is held more than 30 days from the date of the anniversary of the 2015 Annual Meeting of Stockholders, it must be received a reasonable time before the Company begins to print and send its proxy materials for the 2016 Annual Meeting.

Table Of Contents

*Proposals and Nominations made under the Company's By-Laws*

The Company's By-Laws provide means for stockholders to submit proposals that are not submitted under SEC Rule 14a-8 or to make director nominations. Under the Company's By-Laws, stockholders who wish to submit proposals that are not submitted pursuant to SEC Rule 14a-8 or to make nominations for the 2016 Annual Meeting must provide notice that is delivered to or mailed and received at the principal executive offices of the Company:

- (1) by the close of business 60 days in advance of the anniversary of the 2015 Annual Meeting (which would be October 9, 2016) if such meeting is to be held during the period November 8, 2016 to December 2, 2016;
- (2) 90 days in advance (which would be September 9, 2016), if such meeting is to be held on or after December 3, 2016 and on or before December 9, 2016; and