

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity:</b> AUSTRALIAN RARE EARTHS LIMITED
<b>ABN:</b> 73 632 645 302

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Donald Bruce Hyma
<b>Date of last notice</b>	5 October 2021

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Donald Bruce Hyma as Trustee for the Hyma Family Trust
<b>Date of change</b>	a) 1 December 2021 b) 1 December 2021 c) 3 December 2021
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	a) Unlisted Options b) Unlisted Options c) Fully Paid Ordinary Shares
<b>Number acquired</b>	a) 2,000,000 Unlisted Options with an exercise price of \$1.46 and expiring 1 December 2024. Options vest on 5 October 2022.  b) 2,000,000 Unlisted Options with an exercise price of \$1.95 and expiring 1 December 2025. Options vest on 5 October 2023.  c) 308,261 fully paid ordinary shares.
<b>Number disposed</b>	n/a

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	a) Nil b) Nil c) Nil consideration paid. <i>[shares issued with a total value of \$300,000 pursuant to Donald's Executive Services Agreement with the Company. Refer to the Notice of Annual General Meeting dated 25 October 2021 for further details regarding these shares (Resolution 6)].</i>
<b>No. of securities held after change</b>	a) 2,000,000 Unlisted Options with an exercise price of \$1.46 and expiring 1 December 2024. Options vest on 5 October 2022. b) 2,000,000 Unlisted Options with an exercise price of \$1.95 and expiring 1 December 2025. Options vest on 5 October 2023. c) 308,261 fully paid ordinary shares.
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a), b) and c) Unlisted Options and Shares issued pursuant to the Executive Services Agreement between Donald and the Company. Shareholder approval was received for the issue of these Options and Shares at the Company's Annual General Meeting held on 26 November 2021.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity: AUSTRALIAN RARE EARTHS LIMITED</b>
<b>ABN: 73 632 645 302</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Rickie James Pobjoy
<b>Date of last notice</b>	29 June 2021

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	TOO UP HOLDINGS PTY LTD <POBJOY FAMILY A/C>  (Director is a Director & Shareholder of Trustee and beneficiary of trust)
<b>Date of change</b>	1 December 2021
<b>No. of securities held prior to change</b>	14,070,000 Ordinary Shares (subject to escrow until 1 July 2023)  2,700,000 Unlisted Options with an exercise price of \$0.30 (30 cents) and expiring on 25 January 2025 (subject to escrow until 1 July 2023).  2,000,000 Unlisted Options with an exercise price of \$0.45 (45 cents) and expiring 29 June 2024. (subject to escrow until 1 July 2023).
<b>Class</b>	Unlisted Options

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Number acquired</b>	2,000,000 Unlisted Options with an exercise price of \$0.60 (60 cents) and expiring 29 July 2025.
<b>Number disposed</b>	n/a
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<p>14,070,000 Ordinary Shares (subject to escrow until 1 July 2023)</p> <p>2,700,000 Unlisted Options with an exercise price of \$0.30 (30 cents) and expiring on 25 January 2025 (subject to escrow until 1 July 2023).</p> <p>2,000,000 Unlisted Options with an exercise price of \$0.45 (45 cents) and expiring 29 June 2024. (subject to escrow until 1 July 2023).</p> <p>2,000,000 Unlisted Options with an exercise price of \$0.60 (60 cents) and expiring 29 July 2025.</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>Unlisted Options issued pursuant to the Executive Services Agreement between Rickie and the Company.</p> <p>Shareholder approval was received for the issue of the Options at the Company's Annual General Meeting held on 26 November 2021.</p>

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity: AUSTRALIAN RARE EARTHS LIMITED</b>
<b>ABN: 73 632 645 302</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Dudley John Kingsnorth
<b>Date of last notice</b>	29 June 2021

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	No change
<b>No. of securities held prior to change</b>	750,000 Ordinary Shares (subject to escrow until 1 July 2023).  600,000 Unlisted Options with an exercise price of \$0.30 (30 cents) and expiring on 25 January 2025 (subject to escrow until 1 July 2023).
<b>Class</b>	n/a
<b>Number acquired</b>	n/a
<b>Number disposed</b>	n/a
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	n/a

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	750,000 Ordinary Shares (subject to escrow until 1 July 2023).  600,000 Unlisted Options with an exercise price of \$0.30 (30 cents) and expiring on 25 January 2025 (subject to escrow until 1 July 2023).
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	n/a

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<p>BT PORTFOLIO SERVICES LIMITED &lt;DJ &amp; JA KINGSNORTHS S/F A/C&gt; (Director and his wife are each beneficiaries).</p> <p>INDUSTRIAL MINERALS COMPANY OF AUSTRALIA PTY LTD &lt;IMCOA A/C&gt; (Director and his wife are each a Director &amp; Shareholder)</p> <p>DUDLEY JOHN KINGSNORTH + JANE ANNE KINGSNORTH &lt;DUDLEY JOHN KINGSNORTH AND JANE ANNE KINGSNORTH SMSF&gt; (Director and his wife are beneficiaries)</p> <p>JANE KINGSNORTH (Wife of Director)</p> <p>OLIVER KINGSNORTH (Son of Director)</p>
<b>Date of change</b>	1 December 2021

+ See chapter 19 for defined terms.



**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	<u>BT PORTFOLIO SERVICES LIMITED &lt;DJ &amp; JA KINGSNORTHS S/F A/C&gt;</u> 209,667 Ordinary Shares <u>INDUSTRIAL MINERALS COMPANY OF AUSTRALIA PTY LTD &lt;IMCOA A/C&gt;</u> 283,000 Ordinary Shares 666,667 Ordinary Shares (subject to escrow until 1 July 2023). <u>DUDLEY JOHN KINGSNORTH + JANE ANNE KINGSNORTH &lt;DUDLEY JOHN KINGSNORTH AND JANE ANNE KINGSNORTH SMSF&gt;</u> 1,000,000 Unlisted Options with an exercise price of \$0.45 (45 cents) and expiring 29 June 2024. (Subject to escrow until 1 July 2023) <u>JANE KINGSNORTH</u> 162,667 Ordinary Shares <u>OLIVER KINGSNORTH</u> 20,667 Ordinary Shares
<b>Class</b>	Unlisted Options
<b>Number acquired</b>	500,000 Unlisted Options with an exercise price of \$1.44 and expiring 1 December 2024.
<b>Number disposed</b>	n/a
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held after change</b>	<p><u>BT PORTFOLIO SERVICES LIMITED &lt;DJ &amp; JA KINGSNORTHS S/F A/C&gt;</u> 209,667 Ordinary Shares</p> <p><u>INDUSTRIAL MINERALS COMPANY OF AUSTRALIA PTY LTD &lt;IMCOA A/C&gt;</u> 283,000 Ordinary Shares</p> <p>666,667 Ordinary Shares (subject to escrow until 1 July 2023).</p> <p>500,000 Unlisted Options with an exercise price of \$1.44 and expiring 1 December 2024.</p> <p><u>DUDLEY JOHN KINGSNORTH + JANE ANNE KINGSNORTH &lt;DUDLEY JOHN KINGSNORTH AND JANE ANNE KINGSNORTH SMSF&gt;</u> 1,000,000 Unlisted Options with an exercise price of \$0.45 (45 cents) and expiring 29 June 2024. (Subject to escrow until 1 July 2023)</p> <p><u>JANE KINGSNORTH</u> 162,667 Ordinary Shares</p> <p><u>OLIVER KINGSNORTH</u> 20,667 Ordinary Shares</p>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>Unlisted Options issued following receipt of Shareholder approval at the Company's Annual General Meeting held on 26 November 2021.</p>

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity:</b> AUSTRALIAN RARE EARTHS LIMITED
<b>ABN:</b> 73 632 645 302

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Pauline Fay Carr
<b>Date of last notice</b>	1 November 2021

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Equinas Apache Pty Ltd (Ms Carr is sole Director) Equinalia Pty Ltd ATF Equinalia Trust (Ms Carr is sole Director)
<b>Date of change</b>	1 December 2021
<b>No. of securities held prior to change</b>	<u>Equinas Apache Pty Ltd</u> 10,000 fully paid ordinary shares
<b>Class</b>	Unlisted Options
<b>Number acquired</b>	600,000 Unlisted Options with an exercise price of \$1.44 and expiring 1 December 2024.
<b>Number disposed</b>	n/a
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
<b>No. of securities held after change</b>	<u>Equinas Apache Pty Ltd</u> 10,000 fully paid ordinary shares <u>Equinalia Pty Ltd ATF Equinalia Trust</u> 600,000 Unlisted Options with an exercise price of \$1.44 and expiring 1 December 2024.
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Unlisted Options issued following receipt of Shareholder approval at the Company's Annual General Meeting held on 26 November 2021.

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.