



**Ionic Rare Earths Limited**  
ABN 84 083 646 477

**Notice of General Meeting and  
Explanatory Memorandum**

**Date of Meeting**

26 June 2024

**Time of Meeting**

11.00am (Melbourne time)

**Place of Meeting**

Baker McKenzie  
Level 19, 181 William Street  
Melbourne VIC 3000

**A Proxy Form is enclosed**

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.



# Ionic Rare Earths Limited

ABN 84 083 646 477

## Notice of General Meeting

**NOTICE IS GIVEN** that a General Meeting of Shareholders of Ionic Rare Earths Limited ABN 84 083 646 477 (**Company**) will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, VIC 3000 on 26 June 2024 at 11.00am (Melbourne time) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

### Agenda

#### 1. Resolution 1 – Ratification of prior issue – Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 384,615,384 Shares under the Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue the subject of this Resolution 1 or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

#### 2. Resolution 2 – Ratification of prior issue – Tranche 1 Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 216,967,454 Options under the Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who participated in the issue the subject of this Resolution 2 or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 2 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### 3. Resolution 3 – Approval to issue – Tranche 2 Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 71,494,082 Options under the Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 3 (except a benefit solely by reason of being a Shareholder) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 3 by:

- (g) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (h) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### 4. Resolution 4 – Approval to issue - Joint Lead Manager Options - Canaccord

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to Canaccord Genuity (Australia) Limited on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Canaccord Genuity (Australia) Limited or any person who will obtain a material benefit as a result of the proposed issue the subject of this Resolution 4 (except a benefit solely by reason of being a Shareholder) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

### 5. Resolution 5 – Approval to issue - Joint Lead Manager Options – MST Financial

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to MST Financial Services Pty Limited on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of MST Financial Services Pty Limited or any person who will obtain a material benefit as a result of the proposed issue the subject of this Resolution 5 (except a benefit solely by reason of being a Shareholder) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

## 6. Resolution 6 – Approval to issue Shares to Mr Brett Lynch

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 38,461,539 Shares to Mr Brett Lynch or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Brett Lynch (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 6 (except a benefit solely by reason of being a Shareholder) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

## 7. Resolution 7 – Approval to issue Options to Mr Brett Lynch

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 28,846,154 Options to Mr Brett Lynch or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Brett Lynch (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of this Resolution 7 (except a benefit solely by reason of being a Shareholder) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

## 8. Resolution 8 – Ratification of prior issue – Earn-in Milestone Fee

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,017,409 Shares on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of REEA or its nominee or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 8 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

**By order of the Board**



Mark Licciardo  
Company Secretary

Dated: 28 May 2024

## How to vote

Voting on all proposed Resolutions at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, in person, by post, by email or by facsimile.

### Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

### Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

### Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
- Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made.
- Proxies must be received by **11.00am (Melbourne time) on 24 June 2024**, being not less than 48 hours prior to the commencement of the Meeting. Proxies received after this time will be invalid. Proxies may be lodged using any of the following methods:
  - **Online:** [www.investorvote.com.au](http://www.investorvote.com.au)
  - **By mail:**  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne, Victoria 3001  
Australia
  - **By facsimile:**  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)
  - **By mobile:**

Scan the QR Code on your proxy form and follow the prompts

- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

For all enquiries call 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia).

**Shareholders who are entitled to vote**

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at **7.00pm (Melbourne time) on 24 June 2024.**

# Ionic Rare Earths Limited

ABN 84 083 646 477

## Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

## Background to Resolutions 1 to 7

### Placement

As announced on 24 April 2024, the Company received firm commitments from sophisticated investors to raise approximately \$5.5 million (before costs) through the issue of 423,076,923 Shares at an issue price of \$0.013 per Share (**Placement**). Under the Placement, each investor is entitled to receive 3 free attaching unlisted options for every 4 Shares issued, each with an exercise price of \$0.02 (being a 54% premium to the issue price of the Shares under the Placement) and a 4-year term (**Options**). The funds raised under the Placement will be applied to advance the commercial partnership negotiations, magnet recycling demonstration plant enhancements and the completion of the feasibility study at Ionic Technologies, plus activity at the Makuutu demonstration plant tied to offtake negotiations and working capital.

On 1 May 2024 the Company issued 384,615,384 Shares (**Placement Shares**) and 216,967,454 Options (**Tranche 1 Options**) utilising the Company's existing placement capacity pursuant to Listing Rule 7.1. The issue of the balance of the Options (**Tranche 2 Options**) is subject to shareholder approval.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares under the Placement (excluding the issue of Shares to a Director).

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche Options (excluding the issue of Options to a Director).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Options (excluding the issue of Options to a Director).

The issue of 38,461,539 Shares under the Placement to Mr Brett Lynch, a Director of the Company, is subject to the receipt of shareholder approval which is being sought under Resolution 6. The issue of 28,846,154 Options to Mr Brett Lynch, a Director of the Company, is subject to the receipt of shareholder approval which is being sought under Resolution 7.

### Joint Lead Manager Mandate

The Company engaged the services of Canaccord Genuity (Australia) Limited (**Canaccord**) and MST Financial Services Pty Limited (**MST Financial**) as the joint lead managers to the Placement (**Joint Lead Managers**).

In consideration for the lead manager services, the Company agreed to:

- (a) pay the Joint Lead Managers 6% of the Placement proceeds; and
- (b) issue 20 million unlisted Options (**Lead Manager Options**).

The Joint Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

Resolution 4 seeks Shareholder approval to issue 10 million Lead Manager Options to Canaccord and Resolution 5 seeks Shareholder approval to issue 10 million Lead Manager Options to MST Financial.



## **Resolutions 1 and 2 – Ratification of prior issue – Placement Shares and Tranche 1 Options**

### **Listing Rules 7.1 and 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 (provided that the issue or agreement did not breach Listing Rule 7.1).

By ratifying the issue of Shares and Tranche 1 Options under the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior shareholder approval.

Accordingly, the Company is seeking shareholder ratification pursuant to Listing Rule 7.4 for:

- the issue of Shares under the Placement the subject of Resolution 1; and
- the issue of Tranche 1 Options the subject of Resolution 2.

### **Technical information required by ASX Listing Rule 14.1A**

If Resolutions 1 and 2 are passed, shares and options will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If any of Resolutions 1 and 2 are not passed, the Shares and / or Tranche 1 Options, will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

### **Technical information required by ASX Listing Rule 7.5 – for Resolution 1**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the 384,615,384 Placement Shares were issued to existing sophisticated investors identified by the Joint Lead Managers. None of the investors are material investors for the purposes of ASX Guidance Note 21;
- (b) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Placement Shares were issued by the Company on 1 May 2024;
- (d) the issue price was \$0.013 per Share;
- (e) the funds raised from the issue of the Placement Shares will allow the Company to advance the commercial partnership negotiations, magnet recycling demonstration plant enhancements and the completion of the feasibility study at Ionic Technologies, plus activity at the Makuutu demonstration plant tied to offtake negotiations and working capital;
- (f) the Placement Shares were issued under confirmation letters containing customary terms including the issue price, timetable and confirmation that each investor is a professional and sophisticated investor and otherwise in connection with the Joint Lead Manager Mandate, a summary of which is set out above under the heading Joint Lead Manager Mandate; and
- (g) a voting exclusion statement is included in Resolution 1 of this Notice.

## **Technical information required by ASX Listing Rule 7.5 – Resolution 2**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Tranche 1 Options were issued to participants in the Placement on a 3 Options for every 4 Shares issued basis;
- (b) 216,967,454 Tranche 1 Options were issued for nil issue price on 1 May 2024;
- (c) each Tranche 1 Option will be exercisable at \$0.020 with an expiry date of 28 June 2028 and will on exercise entitle the holder to one Share (further details on the terms of the Option are set out in Annexure A);
- (d) the purpose of the issue of the Tranche 1 Options is to enable the Company to fulfil its obligations to investors who participated in the Placement;
- (e) the Tranche 1 Options are not being issued under an agreement;
- (f) the Tranche 1 Options are not being issued under, or to fund, a reverse takeover; and
- (g) a voting exclusion statement is included in Resolution 2 of this Notice.

## **Resolutions 3, 4 and 5 – Approval to issue Tranche 2 Options and Lead Manager Options**

### **Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in the Explanatory Memorandum for Resolutions 1 and 2.

The issue of Tranche 2 Options and Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and the issue of the Tranche 2 Options and Lead Manager Options will exceed the 15% limit in Listing Rule 7.1 and can therefore not be made without breaching Listing Rule 7.1.

Accordingly the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 for:

- the issue of Tranche 2 Options the subject of Resolution 3;
- the issue of 10 million Lead Manager Options to Canaccord the subject of Resolution 4; and
- the issue of 10 million Lead Manager Options to MST Financial the subject of Resolution 5.

### **Technical information required by ASX Listing Rule 14.1A**

If Resolutions 3, 4 and 5 are passed, the Company can proceed to issue the Tranche 2 Options and Lead Manager Options without using up any of the Company's 15% limit on issuing Equity Securities.

If any of Resolutions 3, 4 and 5 are not passed, the Company will be unable to proceed with the issue of the Tranche 2 Options and / or the Lead Manager Options.

## **Technical information required by ASX Listing Rule 7.3 – Resolution 3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Tranche 2 Options will be issued to participants in the Placement on a 3 Options for every 4 Shares issued basis;
- (b) the maximum number of Tranche 2 Options is 71,494,082;
- (c) each Tranche 2 Option will be exercisable at \$0.020 with an expiry date of 28 June 2028 and will on exercise entitle the holder to one Share (further details on the terms of the Option are set out in Annexure A);
- (d) the Tranche 2 Options will be issued on or about 28 June 2024 and in any event no later than 3 months after the date of the Meeting;
- (e) the Tranche 2 Options will be issued on a free attaching basis. The Company will not receive any other consideration for the issue of the Tranche 2 Options (other than in respect of funds received on exercise of the Tranche 2 Options);
- (f) the purpose of the issue of the Tranche 2 Options is to enable the Company to fulfil its obligations to investors who participated in the Placement;

- (g) the Tranche 2 Options are not being issued under an agreement;
- (h) the Tranche 2 Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 3 of this Notice.

### **Technical information required by Listing Rule 7.3 – for Resolutions 4 and 5**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 4 and 5:

- (a) the:
  - (i) 10,000,000 Options under Resolution 4 will be issued to Canaccord Genuity (Australia) Limited; and;
  - (ii) 10,000,000 Options under Resolution 5 will be issued to MST Financial Services Pty Limited.
- (b) each Option will be exercisable at \$0.020 with an expiry date of 28 June 2028 and will on exercise entitle the holder to one Share. Further details on the terms of the Option are set out in Annexure A;
- (c) the Options will be issued under the Joint Lead Manager Mandate a summary of the terms and conditions under the mandate is set out above under the heading Joint Lead Manager Mandate;
- (d) the Options will be issued on or about 28 June 2024 and in any event no later than 3 months after the date of the Meeting;
- (e) the purpose of the issue of the Options is to satisfy the Company's obligations to the Joint Lead Managers under the joint lead manager mandate;
- (f) the Options will be issued at a nil issue price, in part consideration for services provided by each of the Joint Lead Managers in relation to the Placement. Accordingly, no funds will be raised from the issue however, the proceeds from the exercise of the Options are intended to be applied towards working capital; and
- (g) a voting exclusion statement is included in Resolutions 4 and 5 of this Notice.

### **Resolutions 6 and 7 – Approval to issue Shares and Options to Mr Brett Lynch**

#### **Chapter 2E and Listing Rule 10.11**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares and Options constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

As the issue of Shares and Options will be issued to Mr Brett Lynch on the same terms as the Placement, the Directors (excluding Mr Brett Lynch) have formed the view that the issue of Shares and Options to Mr Brett Lynch will be on arm's length terms, an exception under Chapter 2E of the Corporations Act, accordingly the Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act for the issue of Shares and Options to Mr Brett Lynch.

In addition, Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;

- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issuing of the Shares and Options to Mr Brett Lynch under the Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6 and 7 seek Shareholder approval for the issuing of the Shares and Options to Mr Brett Lynch under the Placement under and for the purposes of Listing Rule 10.11.

### **Technical information required by ASX Listing Rule 14.1A – Resolutions 6 and 7**

If Resolutions 6 and 7 are passed, the Shares and Options will be issued to Mr Brett Lynch and will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 6 and 7 are not passed, the Shares and Options will not be issued to Mr Brett Lynch and the Company may need to amend its proposed activities or seek alternative funding arrangements.

### **Technical information required by Listing Rule 10.13 – Resolution 6**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) 38,461,539 Shares will be issued to Mr Brett Lynch who falls within the category set out in Listing Rule 10.11.1, as Mr Brett Lynch is a related party of the Company by virtue of being a Director;
- (b) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the issue price will be \$0.013 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue is to allow Mr Brett Lynch to participate in the Placement on the same terms as other participants under the Placement. The funds raised from the issue of Shares under Resolution 6 will be applied to advance the commercial partnership negotiations, magnet recycling demonstration plant enhancements and the completion of the feasibility study at Ionic Technologies, plus activity at the Makuutu demonstration plant tied to offtake negotiations and working capital;
- (f) the Shares to be issued under Resolution 6 are not intended to remunerate or incentivise Mr Brett Lynch;
- (g) the Shares will be issued under a confirmation letter containing customary terms including the issue price, timetable and confirmation that Mr Lynch is a professional and sophisticated investor; and
- (h) a voting exclusion statement is included in Resolution 6 of this Notice.

## Technical information required by Listing Rule 10.13 – Resolution 7

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) 28,846,154 Options will be issued to Mr Brett Lynch who falls within the category set out in Listing Rule 10.11.1, as Mr Brett Lynch is a related party of the Company by virtue of being a Director;
- (b) each Option will be exercisable at \$0.020 with an expiry date of 28 June 2028 and will on exercise entitle the holder to one Share (further details on the terms of the Option are set out in Annexure A);
- (c) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the purpose of the issue of the Options is to allow Mr Brett Lynch to participate in the Placement on the same terms as other participants under the Placement;
- (e) the Options to be issued under Resolution 7 are not intended to remunerate or incentivise Mr Brett Lynch;
- (f) the Options were issued at a nil issue price. Accordingly, no funds will be raised from the issue however, the proceeds from the exercise of the Options are intended to be applied towards working capital; and
- (g) a voting exclusion statement is included in Resolution 7 of this Notice.

## Resolutions 8 – Ratification of Prior Issue – Earn-in Milestone Fee

### Background

As announced 5 July 2019, the final milestone fee payment is due on award of the conversion of existing licences to a mining licence to Rare Earth Elements Africa Pty Ltd (**REEA**). The formal signing of the large-scale Mining Licence (LML00334) over the central Makuutu tenement (previously Retention Licence 1693) was announced 18th January 2024. The final milestone fee of US\$375,000 has been settled via script issued using a 30-day volume weighted average price (**VWAP**) of \$0.0221 per Share recorded close of trading 9 February 2024 and an exchange rate of 0.6524 USD to AUD resulting in a total consideration of 26,017,409 shares in IXR issued to REEA. This now satisfies all hurdles of the Makuutu earn-in agreement.

### Listing Rule 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 (provided that the issue or agreement did not breach Listing Rule 7.1).

By ratifying the issue of Shares under the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

Accordingly, Resolution 8 seeks Shareholder approval to satisfy the Earn-in Milestone Fee.

### Technical information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, shares will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 8 is not passed, the Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

### Technical information required by ASX Listing Rule 7.5 – Resolution 8

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) 26,017,409 Shares were issued to Rare Earth Elements Africa (Pty) Ltd. REEA is not a material investor for the purposes of ASX Guidance Note 21.
- (b) The Shares are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue.
- (c) The Shares were issued by the Company on 16 February 2024.
- (d) The Shares were issued at a 30-day VWAP share price of 0.021 per Share, and an exchange rate of 0.6524 USD to AUD valuing US\$375,000.
- (e) The purpose of the issue of the Shares was to satisfy the final milestone payment that was due once the Company was awarded the conversion of existing licences to a mining licence.
- (f) The Shares were issued for nil cash consideration as part consideration for the Makuutu earn-in agreement, a summary of which is set out above. Accordingly, no funds will be raised from the issues.
- (g) A voting exclusion statement is included in Resolution 8 of this Notice.

## Glossary

**\$** means Australian dollars.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the current Board of Directors.

**Chair** means the individual elected to chair any meeting of the Company from time to time.

**Company** means Ionic Rare Earths Limited ABN 84 083 646 477.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the General Meeting convened by the Notice.

**Notice** means this Notice of General Meeting.

**Option** means an unlisted option to acquire a Share on the terms and conditions in Annexure A.

**Placement** has the meaning given to that term under the heading Placement in the Explanatory Memorandum.

**Placement Shares** means the Shares issued under the Placement excluding any Shares issued to Directors.

**REEA** means Rare Earth Elements Africa (Pty) Ltd.

**Resolution** means a resolution contained in the Notice.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**VWAP** means volume weighted average trading price.

## Annexure A - Option Terms

1. No monies will be payable for the issue of the Options.
2. Subject to condition 16, the Options shall expire at 5.00pm (Melbourne time) on the applicable date (**Expiry Date**).
3. Subject to conditions 13 and 14, each Option shall carry the right in favour of the option holder to be issued or transferred one fully paid ordinary share in the capital of the Company (**Share**).
4. The exercise price for each Option shall be \$0.020 (**Exercise Price**).
5. The Exercise Price of the Options shall be payable in full on exercise of the Options.
6. The Options may be exercised at a particular time by the option holder giving written notice stating the intention of the option holder to exercise all or a specified number of Options to the Company prior to the Expiry Date together with payment in full of the Exercise Price for the exercise of each Option.
7. An exercise of only some Options shall not affect the rights of the option holder to subsequently exercise the balance of the Options.
8. The Company shall issue the resultant Shares and deliver the holding statement within five business days of the exercise of the Options.
9. Subject to the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**), the Options shall be transferable with the prior written approval of the Company (at its absolute discretion) but will not be listed on the Australian Securities Exchange (**ASX**).
10. Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares in all respects.
11. The Company shall apply for official quotation on the ASX of the Shares allotted pursuant to the exercise of any of the Options.
12. In the case of a bonus issue the number of Shares over which the Options are exercisable shall be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the ASX Listing Rules.
13. In the event of any reorganisation (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reorganised (as appropriate) in accordance with the ASX Listing Rules as applying to a reorganisation of issued capital at the time of the reorganisation.
14. The Options will not give any right to participate in dividends or in new issues of capital offered to Shareholders during the currency of the Options until Shares are allotted pursuant to the exercise of the relevant Options in accordance with these terms and conditions.
15. The Options do not entitle the option holder to vote at any meeting of shareholders of the Company.
16. If:
  - (a) a takeover bid under Chapter 6 of the Corporations Act is made for the Shares and the relevant bidder acquires a relevant interest in at least 90% of the Shares on issue and the takeover bid has been declared unconditional then any Options not exercised within 7 days thereafter will automatically lapse; or
  - (b) a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company under Part 5.1 of the Corporations Act, the effect of which will be that a person will acquire all of the Shares, and the scheme of arrangement has been approved by both the shareholders of the Company at the meeting by the necessary majorities and the court, then any Options not exercised during the period which is 2 days of the court approval will automatically lapse.
17. To the extent (if any) that any of these terms are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these terms are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
18. These Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.



# ionic rare earths

Ionic Rare Earths Limited  
ABN 84 083 646 477

IXR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 24 June 2024.**

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Proxy Form:

**XX**

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ionic Rare Earths Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Ionic Rare Earths Limited to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne, VIC 3000 on Wednesday, 26 June 2024 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of prior issue - Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue - Tranche 1 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue - Tranche 2 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue - Joint Lead Manager Options - Canaccord	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of prior issue - Joint Lead Manager Options - MST Financial	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to issue Shares to Mr Brett Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to issue Options to Mr Brett Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Ratification of prior issue - Earn-in Milestone Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

I X R

9 9 9 9 9 9 A



Computershare

