

ASX ANNOUNCEMENT

Heavy Rare Earths Limited (ASX: HRE)
5 December 2024

Despatch of Entitlement Issue Offer Materials

Heavy Rare Earths Limited (“HRE” or “the Company”) confirms that it has despatched the Offer Document and personalised Entitlement and Acceptance Form (or a letter advising where to access those materials) for the Non-Renounceable Entitlement Issue announced to ASX on 21 October 2024 (“**Entitlement Issue**”) to all eligible shareholders today.

A sample of each of the letters sent to eligible and ineligible shareholders and the personalised Entitlement and Acceptance Form are enclosed with this announcement.

The Company offers shareholders with a registered address in Australia, New Zealand or Singapore at 7.00pm (AEDT) on 4 December 2024 (“**Record Date**”) the opportunity to subscribe for one (1) new fully paid ordinary share (“**New Share**”) for every two (2) fully paid ordinary shares held in HRE at the Record Date to raise approximately \$1.26 million before costs of the Entitlement Issue. The Entitlement Issue is priced at \$0.03 per New Share. The Entitlement Issue is fully underwritten.

Eligible shareholders who wish to take up their entitlement have until the closing date of the Entitlement Issue, being 7.00pm (AEDT) on Monday, 16 December 2024, to accept their entitlement in full or in part.

Instructions on how eligible shareholders can accept their entitlement are set out in the Offer Document, the letter sent to eligible shareholders and on the personalised Entitlement and Acceptance Form.

-- Ends --

This announcement has been approved by the Board of HRE.

For more information, please contact:**Executive Director**

Richard Brescianini
info@hreltd.com.au

Media Enquiries

Ryan Batros
info@brcapital.com.au

About Heavy Rare Earths Limited

Heavy Rare Earths Limited (ASX: HRE) is an Australian rare earth exploration and development company. HRE’s key exploration project is Cowalinya, near Esperance in Western Australia. This is a clay-hosted rare earth project with an Inferred Resource of 159 Mt @ 870 ppm TREO and a desirable rare earth composition where 28% are the valuable magnet rare earths and 23% the strategic heavy rare earths.

Heavy Rare Earths Limited (ASX:HRE)
ACN 648 991 039
Level 21, 459 Collins Street, Melbourne, VIC 3000
www.hreltd.com.au



5 December 2024

Dear Shareholder

Heavy Rare Earths Limited – PRO-RATA NON-RENOUCEABLE RIGHTS ISSUE

Heavy Rare Earths Limited (ACN 648 991 039) (**Heavy Rare Earths** or the **Company**) is undertaking a non-renounceable rights issue on a one (1) for two (2) basis with an issue price of \$0.03 (3 cents) per New Share to raise approximately \$1.26 million (before costs) (**Offer**).

We are writing to you as an eligible shareholder, entitled to participate in the Offer.

The Offer Document and your Personalised Entitlement and Acceptance Form can be accessed at:
<https://www.investorserve.com.au/>.

The Offer Document can also be accessed via the Company's website <https://hreltd.com.au/>.

The Offer closes at **7:00pm (AEDT) on Monday, 16 December 2024**.

The number of Shares for which you are entitled to apply for under the Offer (**Entitlement**) is shown on your Personalised Entitlement and Acceptance Form.

As the Entitlement Offer is fully underwritten by the Joint Underwriters, you will not be able to subscribe for New Shares in excess of your Entitlement. Please refer to sections 1.8 and 5.5 of the Offer Document for further details.

Applications

To access the online system at <https://www.investorserve.com.au/>, you will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions provided including making payment by BPAY® for the securities you wish to subscribe for.

If you are unable to access <https://www.investorserve.com.au/>, please contact the Company's share registry on 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia).

Actions required by Eligible Shareholders

There are a number of actions you may take:

- accept your full Entitlement;
- accept part of your Entitlement; or
- if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Key dates for the Offer

Event	Date
Ex-date	Tuesday, 3 December 2024
Record Date for determining Entitlements	Wednesday, 4 December 2024
Offer opening date, letters sent out to Shareholders and Company announces this has been completed	Thursday, 5 December 2024
Last day to extend the Closing Date	Wednesday, 11 December 2024
Offer Closing Date	5:00pm (AEDT) on Monday, 16 December 2024
Announcement of Offer results	Friday, 20 December 2024
Issue date and lodgement of App 2A with ASX applying for quotation of the Shares	Prior to 12:00pm (AEDT) on Friday, 20 December 2024
Quotation of Entitlement Offer Shares on a normal settlement basis ²	Monday, 23 December 2024


Note:

These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the above dates. In particular, the Company reserves the right to extend the closing date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX.

You should read the entire Offer Document carefully and seek professional advice before deciding whether to invest in the Offer.

If you have any questions in respect of the Entitlement Offer, please contact the Company's share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm AEDT Monday to Friday (excluding public holidays) during the offer period for the Entitlement Offer.

Yours sincerely



Justin Mouchacca
Chief Financial Officer/Company Secretary

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

ENTITLEMENT OFFER ENTITLEMENT AND ACCEPTANCE FORM

Entitlement No.	
Subregister	
SRN/HIN	
Number of Shares held at 7:00pm (Sydney time) on Wednesday, 4 December 2024	

Closing Date: Monday, 16 December 2024 at 7:00pm (Sydney Time)

This is an important document and requires your immediate attention. This Entitlement and Acceptance Form can only be used in relation to the security holding represented by the SRN or HIN printed above. If you are in doubt about how to deal with this Entitlement and Acceptance Form, please consult your financial or other professional adviser.

You should read the Offer Document dated Friday, 29 November 2024 (Offer Document) that accompanies this Entitlement and Acceptance Form for details of the Entitlement Offer and other important information. Capitalised words used and not otherwise defined in this Entitlement and Acceptance Form have the meaning given to them in the Offer Document.

You do not need to return this Entitlement and Acceptance Form when you pay by BPAY®.

A Offer acceptance

Making payment via BPAY® (or EFT for New Zealand and Singapore resident shareholders) by the Closing Date will constitute acceptance of your Entitlement on the terms and conditions set out in the Offer Document (**Application**).

If you wish to accept your **FULL ENTITLEMENT** please complete and return this Entitlement and Acceptance Form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW** (If paying by BPAY® you do NOT need to return this Entitlement and Acceptance Form).

Entitlement to New Shares	Price per New Share	Amount payable on full acceptance of Entitlement
	A\$0.03 per New Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete the box below showing the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares being accepted	Price per New Share	Amount enclosed
	A\$0.03 per New Share =	

B Payment

Payments can be made by BPAY®. New Zealand and Singapore shareholders who do not have an Australian bank account will receive separate instructions on how to pay for their Entitlements. Cash, cheques and money orders will not be accepted. Payments cannot be made at any bank. **You do not need to return this Acceptance Form** paying by BPAY®.



Biller Code:
CRN:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make payment from your account.

More info: www.bpay.com.au

® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you do NOT need to return this Entitlement and Acceptance Form.

C Contact details

You do not have to provide us with your contact details, however it will assist us if we need to contact you.

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
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Important Information: This document is of value and requires your immediate attention. If in doubt consult your stockbroker, solicitor, accountant or other professional advisor without delay.

ACCEPTANCE OF THE ENTITLEMENT OFFER

By making payment by BPAY®, by 7.00pm (Sydney time) on Monday, 16 December 2024:

- you represent and warrant that you have read and understood and agree to the terms set out on this Entitlement and Acceptance Form and in the Offer Document;
- you represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States in connection with the subscription for Entitlements or the purchase of New Shares in the Entitlement Offer, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Shares under the Entitlement Offer and under any applicable laws;
- you acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements and the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the constitution of Heavy Rare Earths Limited; and
- your application to acquire New Shares is irrevocable and may not be varied or withdrawn except as allowed by law.

HOW TO ACCEPT NEW SHARES - Australian Residents

BPAY® payment: The total amount payable to accept your Entitlement in full is shown in Section A on the front of this form. Contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information visit: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 7.00 pm (Sydney time) on Monday, 16 December 2024.

If the BPAY® payment is for any reason not received in full, Heavy Rare Earths Limited may treat you as applying for as many New Shares as will be paid for by the cleared funds. You are not required to submit this Acceptance Form when you make your payment using BPAY®.

PAYMENT – OVERSEAS RESIDENTS

If you are a New Zealand or Singapore resident shareholder, you are unable to pay by BPAY® unless you have an Australian bank account. However, you are able to pay by international electronic funds transfer (EFT). **Please refer to the additional payment instructions provided to you if you would like to pay by EFT.** Please contact the Registry, Boardroom Pty Limited, on +61 2 9290 9600 if you have any queries, or if you have not received the separate EFT instruction letter.

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this Entitlement and Acceptance Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).

For further information regarding this Entitlement and Acceptance Form or the Entitlement Offer please contact Heavy Rare Earth Limited's Share Registry on 1300 737 760 within Australia, or +61 2 9290 9600 outside Australia from 9.00am to 5.00pm (Sydney time) Monday to Friday. For other questions you should contact your stockbroker, solicitor, accountant or other professional adviser.



Not for release to US wire services or distribution in the United States

5 December 2024

Dear Eligible Shareholder,

Entitlement Offer - Additional payment option for New Zealand and Singapore shareholders

As set out in its announcement on Monday, 29 November 2024, Heavy Rare Earths Limited ACN 648 991 039 (**Heavy Rare Earths** or the **Company**) is undertaking a non-renounceable entitlement offer, whereby Eligible Shareholders will be offered the opportunity to acquire 1 new fully paid ordinary share in Heavy Rare Earths (**New Share**) for every 2 fully paid ordinary shares in Heavy Rare Earths held as at the Record Date (being 7:00pm (AEDT) on Wednesday, 4 December 2024) at an issue price of \$0.03 per New Share, with no minimum subscription (**Offer**). Capitalised terms used but not defined in this letter have the same meaning ascribed to those terms in the Offer Document dated 29 November 2024 issued by the Company in respect of the Offer (**Offer Document**).

To facilitate payment of Application Monies from Eligible Shareholders located in New Zealand or Singapore (**Overseas Eligible Shareholders**), in addition to the option of making payment via BPAY®, Heavy Rare Earths is pleased to offer its Overseas Eligible Shareholders the opportunity to remit their Application Monies by international electronic funds transfer (**EFT**) to the following Australian bank account:

Bank:	St George Bank
Address:	IBN 82, 1 King Street, Concord West NSW 2138
BSB:	
Account Number:	
Account Name:	Boardroom Pty Limited ITF Heavy Rare Earths Limited
Swift Code:	SGBLAU2S

Please note that the Application Monies remitted by you will be subject to international transfer and foreign currency conversion fees levied by your financial institution such that the amount received by Heavy Rare Earths in Australian dollars will be less than the amount remitted by you in New Zealand or Singaporean dollars.

If you wish to take up all or part of your Entitlement (on the terms set out in the Offer Document), you will need to ensure that the amount paid by you takes into account any international transfer and foreign currency conversion fees levied by your financial institution.

In this case, you will need to confirm this amount with your financial institution prior to paying your Application Monies to Heavy Rare Earths and pay an additional amount to cover these fees as Heavy Rare Earths will only issue New Shares based on the actual amount of Application Monies that it receives.

If your Application Monies do not pay for your full Entitlement, you are deemed to have only taken up your Entitlement in respect of such whole number of New Shares that is covered in full by your Application Monies.

For processing and reconciliation, when making your payment, please add to the remittance advice your CRN which appears under the Biller Code on the front of your personalised Entitlement and Acceptance Form and forward a copy of the remittance advice and entitlement form to Heavy Rare Earth's Share Registry, Boardroom Pty Limited, by e-mail to corporateactions@boardroomlimited.com.au, as soon as the payment is made. Failure to do so may result in funds not being matched to your application and Heavy Rare Earth's being unable to issue you New Shares under the Offer.

Eligible Shareholders are reminded that the Offer is expected to close at 7:00pm (Sydney, Australia time) Monday, 16 December 2024 (Closing Date) and any payment received after the Closing Date may be rejected.

If you are interested in applying for New Shares under the Offer, you are advised to arrange for payment of Application Monies as early as possible and to allow sufficient time for the Application Monies to be transferred and received by Heavy Rare Earth's by the Closing Date.

If you have any additional questions regarding the Offer, please contact the Share Registry on +61 2 9290 9600 from 9:00am to 5:00pm (Sydney, Australia time) Monday to Friday (excluding public holidays) or by e-mail to corporateactions@boardroomlimited.com.au.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Justin', with a stylized flourish at the end.

Justin Mouchacca
Chief Financial Officer/Company Secretary
Heavy Rare Earths Limited



5 December 2024

Dear Shareholder

Heavy Rare Earths Limited – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

Heavy Rare Earths Limited (ACN 648 991 039) (**Heavy Rare Earths** or the **Company**) is undertaking a non-renounceable rights issue on a one (1) for two (2) basis with an issue price of \$0.03 (3 cents) per New Share to raise approximately \$1.26 million (before costs) (**Offer**).

The Offer will be made by the Company pursuant to an offer document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Offer Document**) to be sent to shareholders on or about Thursday, 5 December 2024.

The Company has decided that it is unreasonable to extend the Offer to shareholders with a registered address outside Australia, New Zealand or Singapore (**Ineligible Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to offer the shares under the Offer to those shareholders.

Unfortunately, since you are an Ineligible Shareholder, no offer is being made to you and the Offer Document prepared by the Company in relation to the Offer is being made available to you for information purposes only.

The Offer Document can be accessed via the Company's website <https://hreltd.com.au/>.

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You do not have to take any further action in relation to the Offer.

If you have any questions in relation to any of the above matters, please contact Justin Mouchacca, Company Secretary on +61 3 8630 3321 at any time between 8.30am to 5.00pm (AEDT), Monday to Friday.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Justin', with a stylized flourish at the end.

Justin Mouchacca
Chief Financial Officer/Company Secretary