



20 January 2021

Voluntary Delisting From ASX

Pensana Rare Earths Plc (LSE: PRE, ASX:PM8) (“Pensana” or “the Company” or “PM8”) today announces that it has applied to the Australian Securities Exchange (**ASX**) to remove PM8 from the official list of ASX pursuant to ASX Listing Rule 17.11 (**Delisting**).

PM8 will maintain its primary listing under the stock code PRE on the main board of the London Stock Exchange (**LSE**).

PM8 expects that the Delisting will occur at the close of trade on 24 February 2021. PM8’s CHESSE Depository Interests (CDIs) will be suspended and cease to trade on ASX at the close of trade on 19 February 2021 (being three business days before the Delisting).

Reasons for delisting from the ASX

- (a) **Shift to LSE:** Since listing on LSE, a significant number of the Company's CDIs have converted to shares tradeable on LSE and the Company expects this trend, along with increased trading liquidity on LSE, to continue. The Company expects this movement will result in a lower level of liquidity on ASX and reduced trading opportunities for CDI Holders who wish to exit their holdings.
- (b) **Additional costs:** The continued listing of the Company on ASX requires the Company to incur considerable corporate and administrative costs, including listing fees. The Company is seeking to minimise its expenditure and would cease incurring such costs if it is removed from the official list of ASX.
- (c) **Location of directors and management:** With the exception of Mark Hohnen, all of the Company's management and board members are now based outside Australia, reflecting the Company's focus on European markets.
- (d) **European focus:** Recent announcements by the EU have made it clear that it is no longer acceptable to import unsustainably sourced raw materials to build the green economy. A particular focus is the establishment of rare earth processing in Europe to meet the growing demand for the critical magnet metals. In response to this new policy setting the Company is looking to work with the UK government and others to establish a sustainable magnet metal supply chain through the sustainable development of the Longonjo mine in Angola to supply a rare earth oxide processing facility located in the Saltend Chemicals Park in the Humber Local Enterprise partnership UK.

Delisting Process

The Company has been advised by the ASX on an in-principle basis that it will accept a formal application from the Company to be removed from the Official List subject to satisfaction of various conditions, including that the full terms of the ASX's in-principle decision is released on the ASX when a formal application for delisting is made. The full terms of the ASX's in-principle decision (including the conditions to be satisfied for delisting) is set out in Appendix 1.

PM8 is not required to obtain security holder approval for the Delisting.

Options for CDI Holders

On or around 22 January 2021, the Company will send each CDI Holder a letter which will provide specific instructions and details regarding the following options relating to their CDIs under the delisting process:

- Option 1) If CDI Holders do nothing, after the Delisting Date the Shares underlying their CDIs will be converted into shares on the UK Share Register in the name of the former CDI Holder in certificated form for trading on the LSE;
- Option 2) Elect to participate in a Voluntary Share Sale Facility established by Pensana to enable CDI Holders to sell the Shares underlying their CDIs on the LSE by the broker appointed by Pensana, in a single batch (with other participating CDI Holders). With the share sale taking place following the date of Pensana's removal from the Official List which is expected on or around 24 February 2021;
- Option 3) CDI holders can elect to convert their CDIs into Shares at any time up until the Suspension Date by contacting Computershare and submit a CDI cancellation request.

CDI Holders should not trade the underlying Shares on the LSE until the conversion process is complete.
- Option 4) Sell their CDIs on the ASX prior to the close of trading on the Suspension Date.

Indicative Dates for the Delisting Process

Date	Event
20 January 2021	<ul style="list-style-type: none">• PM8 announces the Delisting on ASX
22 January 2021	<ul style="list-style-type: none">• Sends each CDI Holder a letter providing an overview of the delisting process and instructions on the options available.
22 January 2021 to 24 February 2021	<ul style="list-style-type: none">• One-month notice period of Delisting.• During this time, CDI Holders may:<ul style="list-style-type: none">- sell their CDIs on ASX;- elect to participate in the Voluntary Share Sale Facility and sell the Shares underlying their CDIs through PM8's nominated broker on LSE, with the sale only taking place post Delisting;- convert their CDIs into Shares up until the Suspension Date.- Do nothing and the CDI's will convert to Shares, in certificated form, on the UK Share Register.
19 February 2021	<ul style="list-style-type: none">• Last day of trading for CDIs on ASX.• Last day to request to convert CDIs to Shares.• Last day to elect to participate in the Voluntary Share Sale Facility to sell in a single batch (with other participating CDI Holders) the Shares underlying their CDIs through PM8's nominated broker on LSE.• CDIs are suspended from official quotation after close of market trading.
24 February 2021	<ul style="list-style-type: none">• PM8 is delisted from the official list of ASX. Any remaining CHES holdings will be converted to the issuer sponsored register
On or around 25 February 2021	<ul style="list-style-type: none">• CHES Depository Nominees Pty Ltd revokes the trust under which it held Shares.
17 March 2021	<ul style="list-style-type: none">• Process to sell on LSE the underlying Shares in the Voluntary Share Sale Facility commences.• For any CDIs not already converted into Shares , or elected to be sold under the Voluntary Share Sale Facility, the process to convert those CDIs into Shares registered on the UK Share Register commences.• The conversion of CDIs into Shares is likely to be completed on or around 17 March 2021.• The Share certificates are then despatched to the shareholder's registered address

All dates and times in this announcement refer to Australian Eastern Daylight Time (AEDT). These times and dates are indicative only and subject to change. PM8 will announce any amendment to those times and dates.

The Company also intends to put in place an arrangement with Foster Stockbroking for a period of up to 1 month post delisting, to facilitate sales by Australian shareholders on LSE.

Consequences of Delisting

The main consequence of PM8's Delisting for CDI Holders is that CDIs will no longer be quoted on the ASX and will no longer be traded on the ASX. Unless former CDI Holders sell their CDIs before Delisting occurs, then after Delisting they will instead hold Shares that can be traded on LSE.

If a CDI Holder of the Company considers the removal from the Official List is unfairly prejudicial to the interests of its members generally or some part of its members (including at least himself) or that any actual or proposed act or omission of the company (including an act or omission on its behalf) is or would be so prejudicial, it may be able to apply to the court for an order under Part 30 of the UK Companies Act 2006 (Protection of members against unfair prejudice). Under section 996 of the UK Companies Act 2006, where the court is satisfied that a petition is well founded, the court can make any order that it considers appropriate in relation to the Company. However, the Company notes that the usual remedy for such a claim is a buy-out order, and that the Company is proposing to establish a Voluntary Share Sale Facility to assist CDI Holders sell their CDIs should they so wish.

If CDI Holders have any questions about the Delisting process, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 9:00 am and 5:00 pm (AEDT).

APPENDIX 1

DECISION

1. Subject to Resolution 2, and based solely on the information provided, on receipt of an application for removal from the official list of ASX Limited ('ASX') under listing rule 17.11 by Pensana Rare Earths Plc (the 'Company'), ASX would likely to remove the Company from the official list of ASX, on the date to be decided by ASX, subject to compliance with the following conditions.

1.1 The Company sends written or electronic communications to all security holders whose securities are held on the Company's Australian register, in form and substance satisfactory to ASX, setting out:

1.1.1 the nominated time and date at which the entity will be removed from the ASX official list and that:

(a) if they wish to sell their securities on ASX, they will need to do so before then; and

(b) if they don't, thereafter they will only be able to sell the underlying securities on-market on the London Stock Exchange ('LSE'),

1.1.2 generally what they need to do if they wish to sell their securities on LSE; and

1.1.3 specifically, if their securities are traded on ASX in the form of CHESS Depository Interests ('CDIs'):

(a) the steps holders must take to convert their CDIs to the underlying securities before they are able to sell them on the LSE; and

(b) the steps that will be taken by the CHESS Depository Nominee if holders do not convert their CDIs to the underlying securities by a nominated date.

1.2 The removal shall not take place any earlier than one month after the date the information in Resolution 1.1 has been sent to security holders.

1.3 The Company releases the full terms of this decision to the market upon making a formal application to ASX to remove the Company from the official list of ASX.

2. Resolution 1 applies only until 24 March 2021 and is subject to any amendment to the listing rules or changes in the interpretation or administration of the listing rules and policies of ASX.

3. ASX has considered Listing Rule 17.11 only and makes no statement as to the Company's compliance with other listing rules