



ARBN 637 105 410

PM8

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

22 January 2021

Dear CDI holder

VOLUNTARY DELISTING FROM THE AUSTRALIAN SECURITIES EXCHANGE (“ASX”)

As announced to the ASX on 20 January 2021, Pensana Rare Earths Plc (“the Company”) advises that it formally applied to the ASX requesting that the ASX remove the company from the Official List of the ASX (“Official List”) pursuant to ASX Listing Rule 17.11 and the ASX has accepted its application and resolved to remove the Company from the Official List, subject to the satisfaction of certain conditions set out in the Annexure to that Announcement.

The ASX has determined that the Company will be removed from the Official List at close of trading on 24 February 2021 and the last day of trading of CHESS Depository Interests (“CDIs”) on the ASX will be 19 February 2021.

No change will occur to the quotation and trading of the Company’s Shares on the main board of the London Stock Exchange (“LSE”). The Company’s Shares (“Shares”) will remain tradeable on LSE under the code PRE. To obtain up to date information on the market price of Shares traded on the LSE, please visit the LSE’s website at www.londonstockexchange.com.

Options available for CDI Holders

The following options are available to the Company’s CDI Holders:

Option 1 – Do Nothing

You may elect to do nothing, and after the delisting your CDIs will automatically be converted into Shares listed on the LSE.

Option 2 - Participate in the Voluntary Share Sale Facility

The Company has established a share sale facility under which you can elect to sell the Shares, underlying the CDIs, that you have a beneficial interest in on the LSE without you incurring any brokerage charges (“Voluntary Share Sale Facility”). The Voluntary Share Sale Facility will be open for participation from 22 January 2021 until the suspension date (19 February 2021), inclusive of both dates.

Participation in the Voluntary Share Sale Facility is entirely voluntary, and you are not obliged to dispose of the Shares that you have a beneficial interest in through the Voluntary Share Sale Facility.

You should be aware that if you elect to participate in the Voluntary Share Sale Facility, you can only elect to sell all of the Shares that you have a beneficial interest in (i.e., you cannot sell a portion of the Shares that you have a beneficial interest in through the Voluntary Share Sale Facility).

Electing to participate in the Voluntary Share Sale Facility

If you wish to participate in the Voluntary Share Sale Facility, you must complete the enclosed Sale Instruction Form and return it to Computershare by 19 February 2021.

If you hold one or more parcels of CDIs as trustee or nominee for, or otherwise on account of, another person, you may make separate elections in relation to each of those parcels of CDIs, and an election made in respect of one such parcel shall not be taken to extend to the other parcels. In order to make separate elections, the trustee or nominee must establish separate and distinct holdings on the CDI Register in respect of each parcel of CDIs and must make an election in respect of each parcel of CDIs, by the close date of the Voluntary Share Sale Facility.

Under the Voluntary Share Sale Facility, the Company will facilitate the transfer and delivery of the Shares, underlying the CDIs, you elect to be sold via Foster Stockbroking ("Broker") (or its designee) for the purpose of enabling the sale of those Shares on the LSE, in a single batch (with other participating CDI Holders).

The net funds attributable to the sale of Shares sold on your behalf will be paid to you in Australian dollars after the sale of the Shares. As stated above, the Shares sold through the Voluntary Share Sale Facility will be aggregated into a single batch and sold by the Broker on the LSE. Proceeds will be remitted to you based on the average price of the Shares sold in the batch. The proceeds you will receive will be net of transfer fees and applicable taxes and will reflect the market price and A\$:GBP exchange rate at the time of conversion. The Company will pay all broker fees on behalf of participants in the Voluntary Share Sale Facility.

Payment will be made by direct credit into your bank account or by cheque if no bank account is recorded by Computershare. You may update your bank account details by visiting www.computershare.com.au/easyupdate/PM8 and following the prompts.

You will be responsible for any tax including personal income tax or capital gains tax which results from the sale of Shares on your behalf through the Voluntary Share Sale Facility. The Company strongly encourages you to obtain your own independent financial, legal and tax advice based on your individual circumstances before deciding which option you should select.

There are risks associated with the proceeds that you may receive through the sale of the Shares under the Voluntary Share Sale Facility. Your total proceeds will depend on the level of buyer demand, buyer pricing constraints, trading volatility in the Shares on the LSE and the A\$:GBP exchange rate at the time of conversion. The impact of these factors for those that elect to participate in the Voluntary Share Sale Facility may be more or less adverse than if they had elected another option or did nothing and were subject to the automatic conversion into Shares.

Option 3 – Elect to convert your CDIs into Shares (on or before the Suspension date)

You can convert your CDIs into Shares at any time up until the Suspension Date by contacting Computershare and submit a CDI cancellation request.

You should not trade the underlying Shares on the LSE until the conversion process is complete.

Option 4 - Sell your CDI's on the ASX by the Close of Trading on the Suspension Date

If you wish to sell your CDI's on the ASX then you must do so by the close of trading on the Suspension Date (19 February 2021). If you do not sell your CDIs on the ASX by 19 February 2021, then on-market you will only be able to sell them in the form of Shares on the LSE. You can also sell or transfer your CDIs via off market transfer.

The conversion of CDIs into Shares on the UK Share Register by the Company's share registry should complete within approximately 15 business days from delisting. A Share certificate will be despatched to the shareholder's registered address after the completion of conversion.

You should not trade your Shares on the LSE until the conversion of CDIs into Shares has been completed.

In order to trade Shares on LSE in the UK, the shareholder should verify if their current broking arrangements are suitable, and if not engage a suitable Australian broker who has an agreement with a UK broker that is able to trade on LSE and can accept the Shares into the UK CREST system to hold or for settlement purposes.

To assist Australian Shareholders who may wish to trade Shares on LSE following Pensana's removal from the Official List, the Company has appointed an Australian Stockbroker, Fosters Stockbroking, to facilitate trading on LSE and the holding and settlement of Shares within CREST. Australian Shareholders requiring assistance should contact Carmie Olowoyo of Foster Stockbroking on +61 8 6245 3142 or carmie.olowoyo@fostock.com.au

Alternatively, Australian Shareholders may wish to appoint a stockbroker based in the UK. A list of UK stockbrokers can be found via the LSE website www.londonstockexchange.com.

Queries in relation to the Voluntary Sale Facility and the conversion of CDIs to Shares may be directed to Computershare on:

1300 850 505 within Australia; or
+61 3 9415 4000 from overseas.

Yours faithfully

Tim George
Director / CEO



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Return your Form to the Company's registry:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

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

Voluntary Sale Facility - Sale Instruction Form

 **Securityholders who wish to participate in the Voluntary Sale Facility must return this Sale Instruction Form by 5.00pm (AEDT) on Friday, 19 February 2021.**

This is an important document that requires your immediate attention. It can only be used in relation to the securityholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Capitalised words in this form have the meaning given to those words in the letter to CHESS Depository Interests (CDIs) holders accompanying this form (unless otherwise defined).

Step 1: Securityholding Details

Use this form only if you wish to sell **ALL** of the Pensana Rare Earths Plc (Pensana) Shares, underlying the CDIs, that you have a beneficial interest in. If you have recently bought or sold CDIs your securityholding may differ from that shown. If you have already sold all your CDIs, do not complete or return this form.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored CDI holding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

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

Joint Securityholding: Where the securityholding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the securityholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

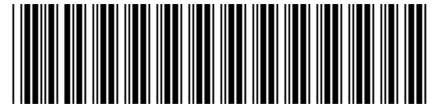
Overseas Companies: Where the securityholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the securityholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the securityholding is in more than one name the surviving securityholder may sign the form and return it together with a certified copy of the death certificate of the other joint securityholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



Voluntary Sale Facility - Sale Instruction Form

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STEP 1 Securityholding Details

For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
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SAMPLETOWN NSW 2001

CDIs held as at 20 January 2021:

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STEP 2 Signature of Securityholder(s)

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we agree to all the terms and conditions of the Voluntary Sale Facility outlined in Pensana's letter to CDI holders dated 22 January 2021 accompanying this form.

Individual or Securityholder 1

[Signature box]

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

[Signature box]

Director

Securityholder 3

[Signature box]

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact Name _____ Contact Daytime Telephone _____ Date / /

Email Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.