



Announcement Summary

Entity name

5E ADVANCED MATERIALS INC.

Announcement Type

New announcement

Date of this announcement

29/3/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
5EAAO	COMMON STOCK	9,492,875

Proposed +issue date

28/3/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

5E ADVANCED MATERIALS INC.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

655137170

1.3 ASX issuer code

5EA

1.4 The announcement is

New announcement

1.5 Date of this announcement

29/3/2024

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

5EAAO : COMMON STOCK

Number of +securities proposed to be issued

9,492,875

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

USD - US Dollar

What is the issue price per +security?

USD 1.34000

AUD equivalent to issue price amount per +security

2.060000

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD 0.65000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

28/3/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

9492875

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Canaccord Genuity LLC and D.A. Davidson & Co. (together, the "Agents")

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Agents will be entitled to compensation at a commission rate of up to 3.0% of the gross sales price per share sold under the Equity Distribution Agreement.

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To raise additional working capital

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The proposed issue to which this Appendix 3B relates is 5EA's proposed issue of shares of common stock in 5EA on Nasdaq under an "at-the-market" offering in the United States ("ATM Program"). Under the ATM Program, 5EA will advise its Agents to place a certain number of shares of common stock, subject to certain parameters. The Agents will then offer those shares into the United States market and seek to sell those shares based on 5EA's instructions.

The proposed issue date for shares of common stock under the ATM Program is not currently known. The proposed issue date stated in this Appendix 3B is provided because it is a requirement to do so and is not indicative of the actual issue date of shares of common stock under the ATM Program, which may occur on multiple dates between the date of the Equity Distribution Agreement entered into between 5EA and the Agents, and the date on which the Equity Distribution Agreement is terminated in accordance with its terms.

Under the ATM Program, 5EA may issue up to a maximum of 9,492,875 without shareholder approval, being the applicable placement capacity under ASX Listing Rule 7.1 as at the date of the Equity Distribution Agreement. The Equity Distribution Agreement provides for the offer and sale of up to US\$15,000,000 of shares of common stock, from time to time. Any shares of common stock issued under the ATM Program in excess of 5EA's placement capacity will be subject to, and conditional on, shareholder approval. There is no minimum number of shares of common stock to be offered under the ATM Program.

The issue price per security referred to in this Appendix 3B is an estimate only, based on the closing price of 5EA's shares of common stock on Nasdaq on 28 March 2024 (US time), being the last closing price prior to the lodgment of this Appendix 3B. The actual price for the shares of common stock to be issued under the ATM Program is not currently known, and will change throughout the ATM Program depending on the market conditions and the relevant time that each respective offer of shares of common stock is made under the ATM Program.

The shares of common stock actually issued by 5EA under the ATM Program, and the price payable per share of common stock issued, will be disclosed to the ASX at the relevant times in the form of an Appendix 3G.

Further details regarding the ATM Program are set out in the Form 8-K and Prospectus Supplement lodged on the date of this Appendix 3B.