

## MARCH 2024 QUARTERLY REPORT

Brazilian Rare Earths Limited (ASX: BRE) ('BRE') is pleased to provide its quarterly report for the period ended 31 March 2024. Highlights during the quarter included:

### Monte Alto Project Phase I Diamond Drilling Program

- Initial assay results from the 3,104m Phase I diamond drilling program at Monte Alto significantly expanded the high-grade REE-Nb-Sc exploration corridor, which remains open along strike and at depth
- The focus of exploration is for ultra-high grade REE-Nb-Sc mineralisation below the high-grade monazite sand surface deposit, and extensively across the Monte Alto project area and wider province
- The positive exploration results supported a large expansion in the Phase II diamond drilling program to ~12,000m, which is now underway
- Significant drilling intercepts from the Phase I program included:

Hole ID	From (m)	To (m)	Interval (m)	TREO <sup>^^</sup> (%)	NdPr <sup>^^</sup> (ppm)	DyTb <sup>^^</sup> (ppm)	Sc (ppm)	Nb <sub>2</sub> O <sub>5</sub> (ppm)	U <sub>3</sub> O <sub>8</sub> (ppm)
MADD0003	0.7	10.6	9.9	<b>27.3</b>	43,315	2,193	233	9,453	3,500
MADD0007	76.0	83.0	7.0	<b>18.9</b>	30,636	1,517	167	5,961	2,223
<i>and</i>	104.2	124.0	19.8	<b>26.3</b>	43,274	2,257	203	8,372	3,377
MADD0010	84.0	107.0	23.0	<b>18.9</b>	29,843	1,673	196	5,849	2,795
<i>including</i>	91.0	100.0	9.0	<b>28.5</b>	46,098	2,562	217	9,214	3,870
MADD0013	4.6	18.0	13.4	<b>20.0</b>	37,255	1,349	100	3,578	1,737
MADD0015	12.75	14.2	1.45	<b>21.6</b>	36,216	2,043	321	10,704	3,638
<i>and</i>	26.9	51.6	24.7	<b>15.6</b>	24,397	1,255	208	4,348	2,509
<i>and</i>	59.6	76.3	16.8	<b>14.9</b>	23,307	1,072	183	4,199	2,452
SDD0008	51.5	57.5	6.0	<b>26.7</b>	43,624	2,180	201	7,760	3,044
<i>and</i>	92.1	100.2	8.1	<b>15.6</b>	27,995	1,407	170	5,146	2,472
SDD0006	101.0	107.0	6.0	<b>11.5</b>	17,738	1,021	167	3,473	2,012
<i>and</i>	121.5	149.5	28.0	<b>15.6</b>	24,259	1,363	201	4,750	2,463
MADD0011	20.0	33.0	13.0	<b>11.7</b>	19,062	1,026	190	3,504	1,986

### New Rare Earth Discovery – The Pelé Project

- A new rare earth discovery, the Pelé Project, was made using the same exploration pathfinders that led to the discovery of the ultra-high grade Monte Alto project
- The Pelé Project is highly prospective for ultra-high grade REE-Nb-Sc mineralisation with a district-scale exploration target area that is over +30 times larger than Monte Alto
- Initial ground reconnaissance at Pelé Target 1 discovered the largest continuous hard rock REE-Nb-Sc outcrop found since exploration commenced at the province - and it currently extends over a strike of ~30m (open) within a larger 1km NNE potential outcrop trendline

Note: TREO = Total Rare Earth Oxides; NdPr = Nd<sub>2</sub>O<sub>3</sub> + Pr<sub>6</sub>O<sub>11</sub>; DyTb = Dy<sub>2</sub>O<sub>3</sub> + Tb<sub>4</sub>O<sub>7</sub>

- The large-scale REE-Nb-Sc outcrop at Pelé Target 1 recorded gamma spectrometry readings comparable to the ultra-high grade REE-Nb-Sc mineralisation at Monte Alto, which returned exceptional grades of up to 5.9% (59,100 ppm) NdPr, 3,229 ppm DyTb, 1.5% niobium and 352 ppm scandium
- High-grade monazite sand intercepts of up to 11.5% TREO were returned from the first batch of re-assays from Rio Tinto drill holes across the larger Pelé exploration target area, with assays pending for 220 high-priority drill holes (2,700m)

### **Rio Tinto Acquisition + Re-assay Program**

- BRE accelerated the final two cash payments, totalling ~A\$11.35m, to complete the acquisition of Rio Tinto's exploration project
- This transformational acquisition delivered BRE dominant control over the world-class Rocha da Rocha rare earth province. The acquisition secured over 800 km<sup>2</sup> of exploration tenements, ~57,000m of drilling samples, detailed topography and geophysical surveys, and long lead time environmental base line surveys
- BRE expedited re-assays of the historical geological core for rare earth elements and the highest priority auger drill samples covering the most intense geophysical anomalies were dispatched for re-assay during the quarter
- The first assay results from the Rio Tinto drill holes were received in March and included results from 152 Rio Tinto drill holes at the Pelé Project with an average depth of 14m. The majority of these drillholes targeted the upper laterite layer and, as such, the REE enriched saprolite horizons below this depth remain largely untested
- The highest-grade rare earth assay result was 0.5m at 11.5% TREO, which was intersected at the end of hole MBX3141 at 13.5m, with mineralisation open at depth
- BRE will now deploy auger and sonic drilling to extend the exploration into the REE enriched saprolite horizons

### **Sulista Rare Earth Project Acquisition**

- BRE acquired the Sulista Rare Earth Project with ~108km<sup>2</sup> of exploration licences in a near continuous block that links the southern extension of the Rocha da Rocha rare earth province
- The Sulista Project's geological database indicates exceptional potential for ultra-high grade rare earth, niobium and scandium hard rock mineralisation, and extensive surface ionic clay rare earth mineralisation
- BRE's on-site reconnaissance discovered numerous large hard rock outcrops and boulders with gamma spectrometry readings similar to those recorded for ultra-high grade REE-Nb-Sc mineralisation near the Monte Alto project
- On-site review of the historical diamond drill core (~1,000m of drill core) identified wide intercepts of hard rock mineralisation that also recorded gamma spectrometry readings similar to high grade REE-Nb-Sc mineralisation
- Mineralised intercepts +1% TREO from the historical database of ~5,000m of auger drill holes were sent for laboratory re-assay with results expected in the June quarter
- BRE's diamond drilling teams completed diamond drilling to twin historical drill holes and target ultra-high grade mineralised extensions

### **Strategic Staking of Exploration Licences**

- BRE was granted an expansive ~2,672 km<sup>2</sup> of new highly prospective rare earth exploration licences
- Together with the acquisition of the Sulista Project, BRE's exploration licence area increased to 4,348km<sup>2</sup> securing near full control over the Rocha da Rocha rare earth province

## Monte Alto Project Exploration

### Diamond drilling program<sup>1</sup>

BRE reported initial assay results from the Phase I diamond drilling program at the Monte Alto Project.

The reported assays were from 10 holes for a total of 1,634m from a 20 HQ and NQ diamond drill hole program of 3,104m at the Monte Alto project. The drill program included 5 vertical holes totalling 704m and 15 angled holes totalling 2,400m.

The assay results included wide intervals of high-grade rare earth elements, niobium and scandium (REE-Nb-Sc) mineralisation (+10% TREO) recorded in four holes and ultra-high grade REE-Nb-Sc mineralisation (+20% TREO) recorded in an additional five holes.

The REE-Nb-Sc mineralisation showed remarkably low variability, with wide high-grade intervals ranging from 11.5% to 27% TREO. Horizon widths also demonstrated consistent grades, with the favourable exception of drillhole MADD0010 that intersected an ultra-high grade zone of 9m at 28.5% TREO from 91m within 23m at 18.9% TREO from 84m. The low variability of diamond drill results are analogous with the highly consistent assays from the +30 ultra-high grade boulders that outcrop at Monte Alto.

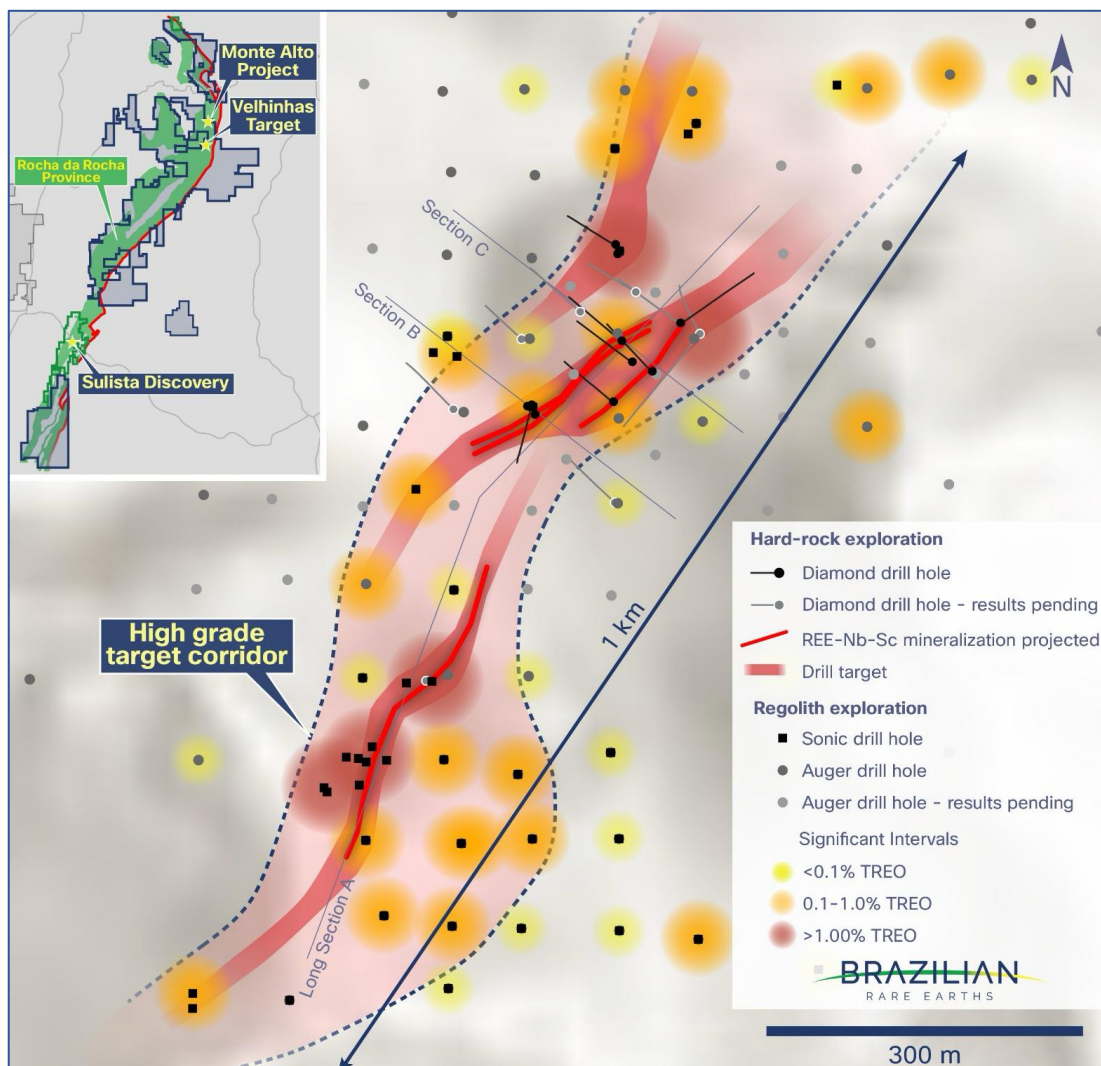


Figure 1: Monte Alto High-Grade Exploration Corridor – Plan View

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results

The success of the Monte Alto Phase I diamond drilling program validated the BRE exploration pathfinders used to target hard rock REE-Nb-Sc mineralisation at depth, and these include; intense geophysical anomaly, presence of high-grade monazite-sands in saprolite (>1% TREO), combined with ground based geophysical data surveys. These exploration pathfinders will be exploited across the Pelé, Velinhas and Sulista projects, and following the re-assay of the Rio Tinto drill core/samples, will be used to identify new 'Monte Alto' style exploration targets.

The high-grade REE-Nb-Sc mineralisation has exceptional grades of the key permanent magnet light rare earth elements of NdPr, the highly valuable heavy rare earth elements DyTb, as well as scandium, niobium and uranium. Assay results from the Phase I drilling program recorded one meter drill intercepts with rare earth grades of up to 34.4% TREO, up to 5.9% (59,100 ppm) NdPr, 3,229 ppm DyTb, 1.5% niobium and 352 ppm scandium and 5,038 ppm uranium.

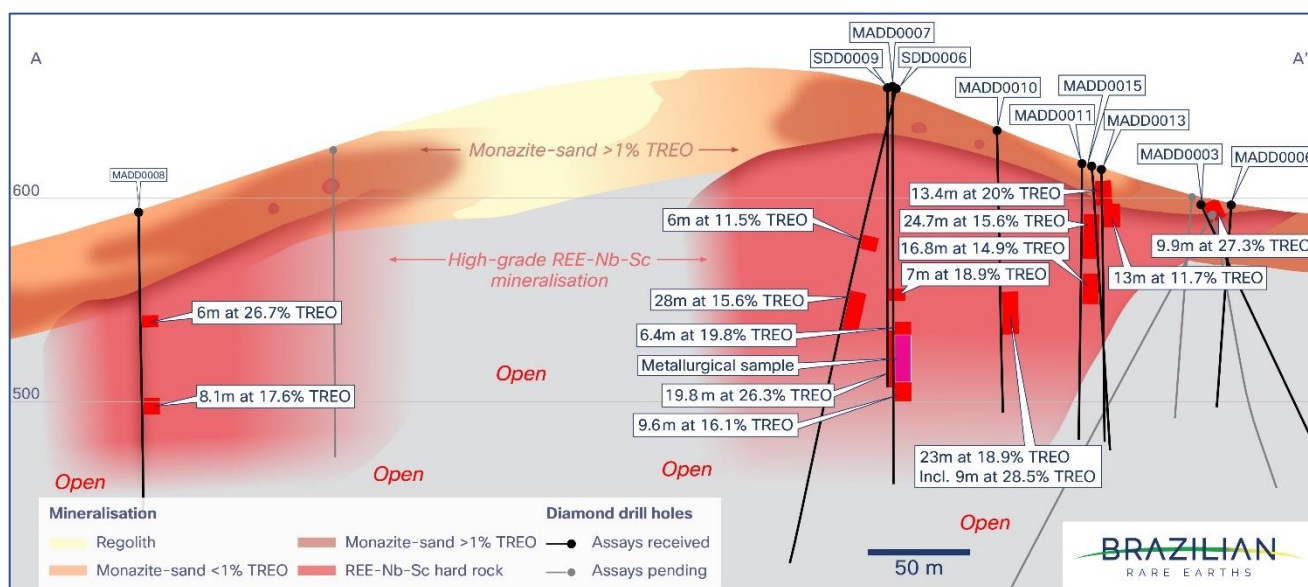


Figure 2: Long section view to the northwest with high-grade REE-Nb-Sc mineralisation intercepts from the Monte Alto diamond drilling program under the surface monazite-sand mineralisation

### Auger drilling program<sup>2</sup>

Auger drilling across the Monte Alto project was focused on extending the high-grade monazite sand resource estimate of 25.2 Mt at 1.0% TREO<sup>3</sup>. Significant new rare earth assays included:

- 21.9m at 1.9% TREO from surface, with 13.3% of NdPr and 0.7% of DyTb (STU0957)
  - Including 1.9m at 10.4% TREO from 20m, with 14.4% of NdPr and 0.8% of DyTb (STU0957 - open at depth)
- 19m at 4.8% TREO from surface, with 14.9% of NdPr and 0.8% of DyTb (STU0969 – open at depth)
  - Including 7.5m at 10.5% TREO from 0.5m, with 14.5% of NdPr and 0.8% of DyTb (STU0969)
- 15m at 2.6% TREO from 9m, with 18.1% of NdPr and 0.9% of DyTb (STU0551)

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results



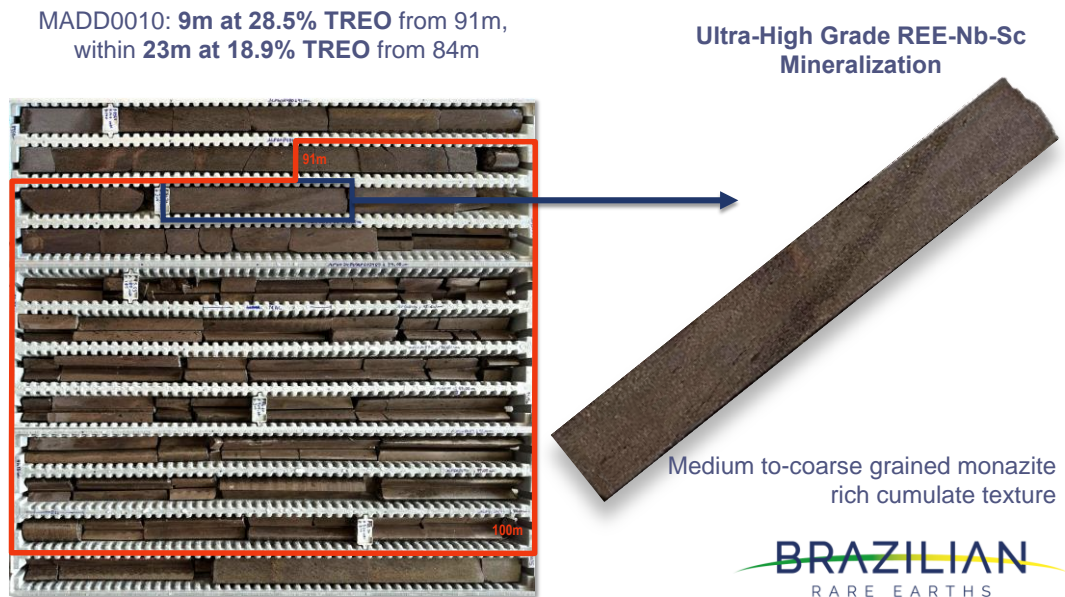


Figure 3: Representative consistency of REE-Nb-Sc mineralisation visible in MADD0010 drill core (highlighting 9m at 28.5% TREO from 91m, within 23m at 18.9% TREO from 84m)

### New Rare Earth Discovery – The Pelé Project<sup>1</sup>

A new rare earth discovery, the Pelé Project, was made ~60km southwest of Monte Alto. This greenfield discovery is highly prospective for ultra-high grade REE-Nb-Sc mineralisation, with multiple exploration pathfinders indicating a world-class extensive rare earth mineralised system.

The Pelé Project was discovered using the same exploration pathfinders that successfully discovered the ultra-high grade Monte Alto project.

- Geophysical anomaly: Airborne radiometric survey data across the Pelé Project area defines a cumulative 15km chain of intense geophysical anomalies for targeted ground based exploration
- Monazite sands: The first batch of re-assays from Rio Tinto auger drilling returned high grades of up to 11.5% TREO. As with Monte Alto, the exploration model is that these monazite sands represent highly weathered 'outcrops' of hard rock REE-Nb-Sc mineralisation
- Hard rock outcrops: Initial field reconnaissance at Pelé discovered extensive REE-Nb-Sc outcrops and boulders with comparable gamma readings to the ultra-high grade mineralisation at Monte Alto

The BRE exploration team conducted initial ground reconnaissance exploration over the southern zone of the Pelé Project area (Pelé Target 1). A gamma spectrometry survey discovered the largest continuous hard rock REE-Nb-Sc outcrop found since exploration commenced at the province, which extended over a strike of ~30m (remains open) within a larger 1km NNE potential outcrop trendline. The recorded count of gamma particles per second (CPS) values are comparable to those measured for the ultra-high grade REE-Nb-Sc mineralisation at Monte Alto and represent an intensity of ~20 to 50 times the background CPS values for the region.

BRE advises that gamma spectrometer results are preliminary. The use of 'point location' gamma readings only provide an indication of the presence of gamma releasing minerals such as monazite. The mineralisation that is the subject of gamma readings will be submitted for laboratory assay to determine full suite TREO grades.

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results

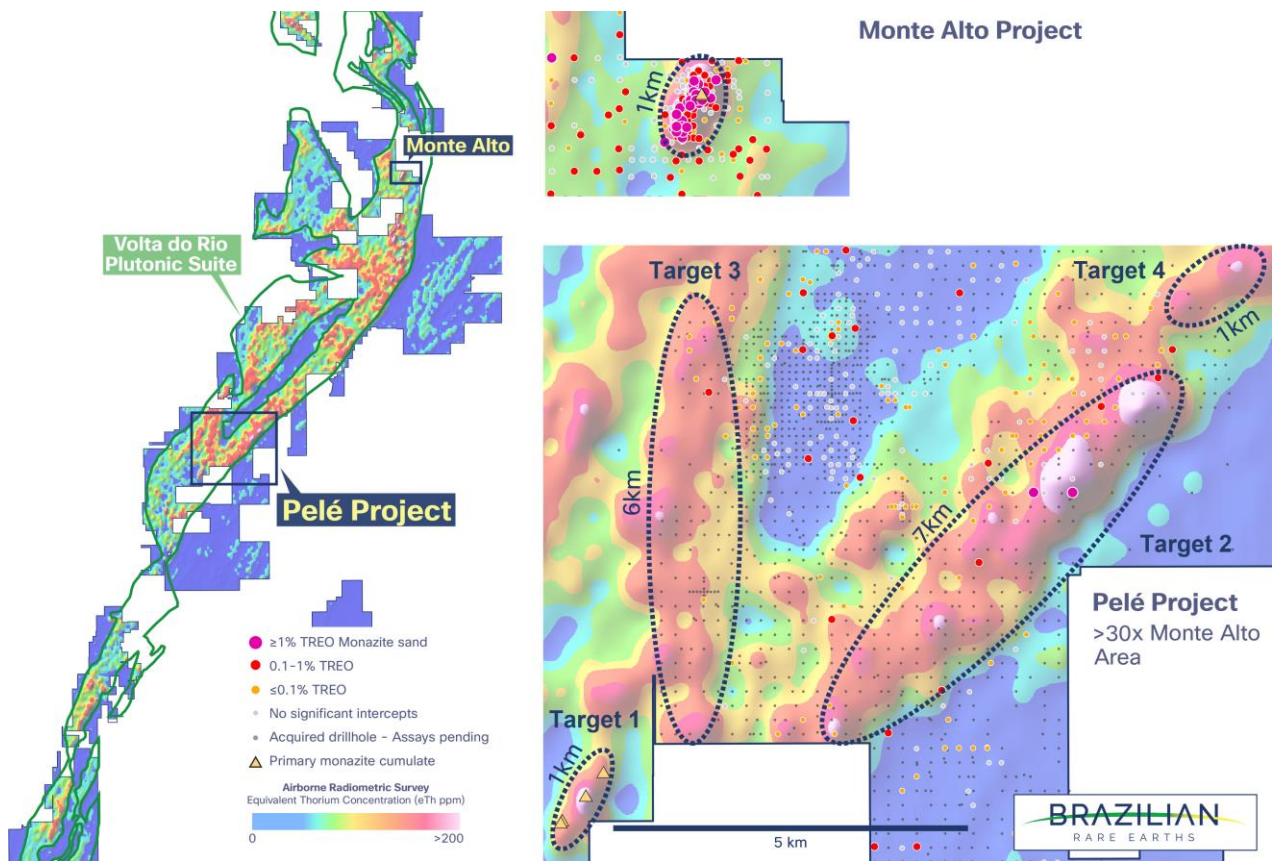


Figure 4: Scale of the Pelé Project area - relative to the Monte Alto project

#### Rio Tinto Acquisition and Re-assay Program <sup>4</sup>

In light of the favourable drilling results from the Monte Alto Phase I diamond drilling program, and the prospects for high-grade REE-Nb-Sc mineralisation to repeat across the province, BRE took the strategic decision to accelerate the final two cash payments totalling ~A\$11.35m to complete the acquisition of Rio Tinto's exploration project (comprising of the 'Armargosa' tenements).

The highest priority Rio Tinto auger drill samples that cover the key geophysical anomalies were dispatched for re-assay. Exploration assay results for over 11,000m of these high-priority drill holes are expected in the coming months.

The first batch of the rare earth re-assays that cover the Pelé target area confirmed rare earth mineralisation with grades of +1% TREO, and monazite sands have been visually confirmed in drill hole samples.

Significant assays from the surface saprolite drill holes included:<sup>4</sup>

- 19m at 4.2% TREO from 0.5m, with 20.8% of NdPr and 1.2% of DyTb (AMBX3124)
- 14m at 0.5% TREO from surface, with 19.4% of NdPr and 0.9% of DyTb (AMBX3141)
  - Including 3.5m at 10.7% TREO from 3.5m, with 19.2% of NdPr and 0.9% of DyTb, and
  - 1m at 10.4% TREO from 13m, with 20.8% of NdPr and 1.1% of DyTb (AMBX3141 - open at depth)
- 2m at 1.1% TREO from 9m, with 19.5% of NdPr and 0.6% of DyTb (AMBX1492)

As illustrated in Figure 5 below, the Pelé exploration target area is extensively covered by shallow Rio Tinto auger drilling and there are currently 220 pending re-assay results (~2,700m) which are expected to be received in the coming months.

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results

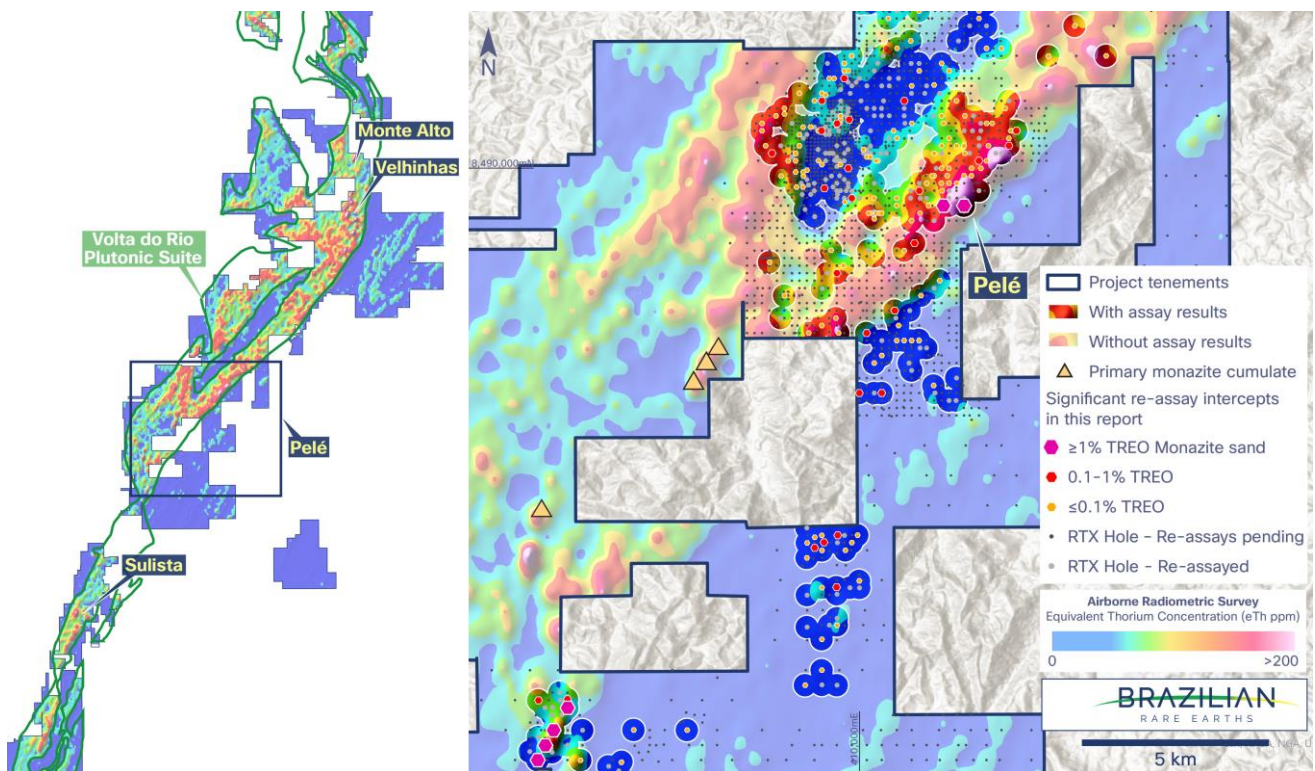


Figure 5: Initial re-assay and exploration results at the Pelé exploration project

## Acquisition of the Sulista Rare Earth Project<sup>2</sup>

The Sulista Project was acquired during the quarter and covers eleven granted exploration licences over 108km<sup>2</sup> and located ~80km southwest of the Monte Alto project. The Sulista Project also includes a geological dataset of ~5,000m of auger drilling across 499 holes and ~1,000m of deeper diamond drilling.

On-site reconnaissance discovered numerous large hard rock outcrops and boulders with gamma spectrometry readings within the same range as those recorded for ultra-high grade REE-Nb-Sc mineralisation near the Monte Alto project.

The on-site review of the historical diamond drill core (~1,000m of drill core) identified wide intercepts of hard rock mineralisation that also recorded gamma spectrometry readings similar to the REE-Nb-Sc mineralisation near Monte Alto.

Historical diamond drill core will be expedited for re-assay and BRE's diamond drilling teams completed twinning of the existing drill holes for ultra-high grade mineralised extensions. BRE will validate the geological database in compliance with JORC standards.

Mineralized intercepts +1% TREO from within the historical database of ~5,000m of auger drill holes were sent for laboratory re-assay with results expected in the June quarter.

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results





*Figure 6: BRE geophysics team conducting gamma spectrometry on hard rock outcrops (Site 2) at the Sulista Project*

### **Strategic Staking of Exploration Licences**

With the potential for ultra-high grade REE-Nb-Sc mineralisation to repeat across the province, BRE decided to strategically stake ~2,756 km<sup>2</sup> of prospective exploration licences across the western and northern extensions to BRE's exploration licence areas.

During the March quarter Brazil's National Mining Agency (ANM) granted exploration licences over an area totaling ~2,672 km<sup>2</sup> (refer Schedule 1).

Combined with the acquisition of the Sulista Project, the granted applications increased BRE's exploration licence area to 4,348km<sup>2</sup> securing near full control over the Rocha da Rocha rare earth province.

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results



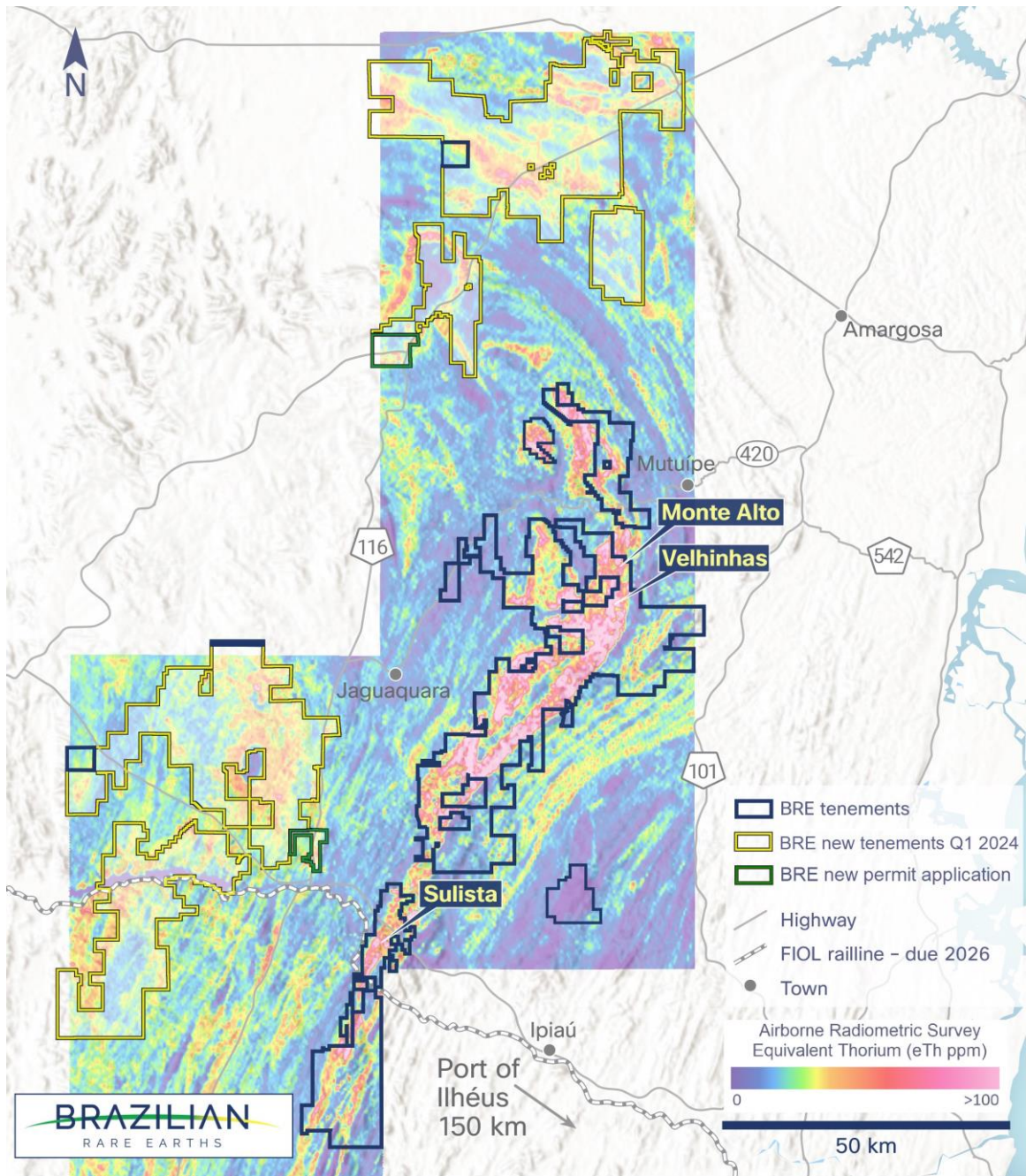


Figure 7: Rocha da Rocha Province geophysical map showing granted BRE exploration licences and new permit applications (as at 31 March 2024)

## ASX – Additional Information

### *Exploration Properties – Rocha da Rocha Project Area*

BRE's Rocha da Rocha Project Area comprises 261 granted exploration licences registered with ANM. Refer Schedule 1 for a full listing of exploration licences as at 31 March 2024.

### *Exploration Expenditures*

During the quarter, BRE made the following payments in relation to exploration activities:

Activity	A\$'000
Drilling expenses including contract labour	3,202
Assaying costs	1,496
Field supplies, equipment rental, vehicles, travel and other	1,599
<b>Total as reported in Appendix 5B</b>	<b>6,297</b>

During the quarter, cash expenditure on acquisition of exploration tenements included A\$11.05 million paid to complete the acquisition of the Rio Tinto tenements and A\$1.55 million paid as partial cash consideration for the acquisition of the Sulista Project.

BRE made no payments in relation to mining development or production activities during the quarter.

### *Related Party Payments*

BRE made payments of A\$1,168,025 to related parties and their associates. These payments include executive directors' remuneration (including FY23 short term incentive payments totalling A\$934,000), non-executive directors' fees and superannuation contributions.

### **Information Required by Listing Rule 5.3.4**

Schedule 2 provides a comparison of expenditure incurred in the period from 21 December 2023 (being the date the Company's securities commenced trading on the ASX) to 31 March 2024 in relation to the proposed Use of Funds disclosed in the Prospectus dated 13 November 2023.

### **End Notes**

The information contained in this announcement relating to BRE's historical exploration results is extracted from, or was set out in, the following ASX announcements (Original ASX Announcements) which are available to view at BRE's website at [www.brazilianrareearths.com](http://www.brazilianrareearths.com):

1. ASX Announcement dated 22 January 2024 "BRE Expands Control over Rocha da Rocha Rare Earth Province".
2. ASX Announcement dated 1 February 2024 "Ultra-High Grade Rare Earth Assays at Monte Alto Project".
3. The Prospectus dated 13 November 2023 (refer ASX announcement dated 19 December 2023)
4. ASX Announcement dated 25 March 2024 "BRE Announces New Rare Earth Discovery – the Pele Project".

BRE confirms that (a) it is not aware of any new information or data that materially affects the information included in the Original ASX Announcements and (b) in the case of the estimates of Mineral Resources, all material assumptions and technical parameters underpinning the estimates in the Original ASX Announcements continue to apply and have not materially changed.

<sup>1,2,3,4</sup> Refer 'End Notes' for further Information regarding reported exploration results

This announcement has been authorised for release by the CEO and Managing Director.

For further information and enquiries please contact:

Bernardo da Veiga

MD and CEO

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## Forward-Looking Statements and Information

This Announcement may contain “forward-looking statements” and “forward-looking information”, including statements and forecasts which include (without limitation) expectations regarding industry growth and other trend projections, forward-looking statements about the Rocha da Rocha Project, future strategies, results and outlook of BRE and the opportunities available to BRE. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “is expecting”, “budget”, “outlook”, “scheduled”, “target”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might”, or “will” be taken, occur or be achieved. Such information is based on assumptions and judgments of BRE regarding future events and results. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, targets, performance or achievements of BRE to be materially different from any future results, targets, performance or achievements expressed or implied by the forward-looking information.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risk factors associated with an investment in the Company are detailed in Section 3 of the Prospectus dated 13 November 2023. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

Forward-looking information and statements are (further to the above) based on the reasonable assumptions, estimates, analysis and opinions of BRE made in light of its perception of trends, current conditions and expected developments, as well as other factors that BRE believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Although BRE believes that the assumptions and expectations reflected in such forward-looking statements and information (including as described in this Announcement) are reasonable, readers are cautioned that this is not exhaustive of all factors which may impact on the forward-looking information.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking information or statements detailed in this Announcement will actually occur and prospective investors are cautioned not to place undue reliance on these forward-looking information or statements.

## Competent Persons Statement

The information in this announcement that relates to Exploration Results and Mineral Resources is extracted from BRE's Prospectus dated 13 November 2023 and ASX Announcements dated 22 January 2024, 1 February 2024 and 25 March 2024 (“Original ASX Announcements”) which are available to view at BRE's website at [www.brazilianrareearths.com](http://www.brazilianrareearths.com). BRE confirms that a) it is not aware of any new information or data that materially affects the information included in the Original ASX Announcements; b) in the case of the estimates of Mineral Resources, all material assumptions and technical parameters underpinning the estimates in the Original ASX Announcements continue to apply and have not materially changed; and c) the form and context in which the relevant Competent Persons' findings are presented in this report have not been materially changed from the Original ASX Announcements.

## Schedule 1

### Exploration Permits at 31 March 2024

As at 31 March 2024, BRE's Rocha da Rocha Project comprised 261 granted exploration permits registered with Brazil's National Mining Agency and covering an area of ~434,835 hectares.

All exploration permits are located in Bahia, Brazil and are held by the BRE's Brazilian subsidiaries directly or are to be acquired through legally binding agreements with third parties.

During the March quarter, BRE acquired or entered into agreements to acquire, 159 exploration permits covering an area of approximately 272,955 hectares. BRE did not dispose of any exploration permits during the quarter.

Exploration Permit Number	Area (ha)	Interest	Acquired during quarter (Yes, if acquired)	Notes
<b>Alpha Minerals Brazil Participações Ltda.</b>				
871.042/2021	359.4	100%		2
870.899/2017 and 870.906/2017	2,608.6	100%		2
870.900/2017 and 870.912/2017	2,186.9	100%		2
871.243/2021	1,815.6	100%		2
871.395/2017	1,824.6	100%		2
870.726/2016 to 870.728/2016	3,011.9	100%		2
870.483/2017, 870.484/2017, 870.717/2017	3,370.8	100%		2
<b>Borborema Mineração Ltda.</b>				
870.683/2021 to 870.685/2021 and 870.687/2021 to 870.691/2021, 870.693/2021, 870.694/2021	17,636.1	100%		1
872.265/2021, 872.266/2021	357.8	100%		1
871.931/2022	531.9	100%		1
871.929/2022	512.9	100%		1
871.928/2022	3.6	100%		1
870.772/2021	1,323.9	100%		1
872.590/2023 and 872.596/2023 and 872.597/2023	5,572.4	100%	Yes	5
872.567/2023 to 872.583/2021 and 872.585/2023 to 872.587/2023 and 872.598/2023 to 872.599/2023 and 872.600/2023 to 872.604/2023 and 872.609/2023 to 872.614/2023 and 872.616/2023 to 872.619/2023 and 872.654/2023 and 820.655/2023 and 872.657/2023 and 872.687/2023 and 872.689/2023 and 872.691/2023 to 872.692/2023 and 872.695/2023 and 872.702/2023 and 872.720/2023 to 872.730/2023	86,951.1	100%	Yes	5
872.681/2023	1,896.1	100%	Yes	5
872.636/2023	534.5	100%	Yes	5
871.914/2023 and 8741.948/2023 and 872.558/2023 and 872.592/2023 to 872.595/2023	9,513.3	100%	Yes	5
872.549/2023 to 872.557/2023 and 872.559/2023 to 872.568/2023	30,953.9	100%	Yes	5
872.570/2023 and 872.573/2023 to 872.575/2023 and 872.621/2023 to 872.632/2023 and 872.635/2023 and 872.637/2023 to 872.642/2023 and 872.688/2023 and 872.692/2023 and 872.694/2023 and 872.696/2023 to 872.701/2023 and 872.703/2023 to 872.707/2023 and 872.711/2023 to 872.712/2023	69,073.5	100%	Yes	5

Exploration Permit Number	Area (ha)	Interest	Acquired during quarter (Yes, if acquired)	Notes
872.660/2023 and 872.663/2023 to 872.664/2023 and 872.667/2023 to 872.676/2023 and 872.678/2023 to 872.680/2023 and 872.682/2023 to 872.686/2023 and 872.708/2023 and 872.710/2023 and 872.713/2023 to 872.719/2023	57,013.4	100%	Yes	5
872.584/2023	1,901.7	100%	Yes	5
872.571/2023	1,899.0	100%	Yes	5
872.572/2023	1,902.3	100%	Yes	5
<b>Jequié Mineração Ltda.</b>				
870.695/2021 to 870.700/2021	8,857.7	100%		1
870.773/2021	157.2	100%		1
870.774/2021, 870.779/2021, 870.780/2021	2,475.4	100%		1
<b>Jitauna Pesquisa E Mineração Ltda</b>				
870.002/2013 to 870.004/2013 and 872.651/2013	5,721.4	100%	Yes	4
<b>Pro Flora Agroflorestal</b>				
871.746/2017	1,885.4	100%	Yes	6
<b>R. E. 17 Mineração</b>				
870.930/2011	1,994.9	100%	Yes	4
870.008/2015	707.2	100%	Yes	4
870.725/2016 and 870.730/2016	1309.1	100%	Yes	4
871.103/2016	750.3	100%	Yes	4
872.549/2015	216.7	100%	Yes	4
870.409/2017	105.6	100%	Yes	4
<b>Rio de Contas Desenvolvidores Mineraiis Ltda.</b>				
870.724/2010	221.7	100%		3
870.540/2007 to 870.541/2007 and 870.544/2007 to 870.545/2007	7,705.1	100%		3
871.239/2010	1,844.8	100%		3
870.532/2007 and 870.585/2008 and 870.713/2007 and 870.714/2007 and 870.877/2007 and 870.879/2007 and 870.880/2007 and 870.882/2007 and 870.888/2007 and 870.890/2007 and 870.898/2007 and 870.900/2007	19,977.6	100%		3
872.970/2010 and 874.320/2007	2,784.2	100%		3
872.947/2007	1,849.6	100%		3
870.314/2007 and 873.398/2008	2,495.3	100%		3
873.880/2007	1,315.0	100%		3
870.534/2007 and 870.536/2007 and 870.826/2004 and 870.827/2004 and 871.438/2004 and 871.439/2004 and 872.568/2005	12,849.0	100%		3
872.703/2008	999.9	100%		3
872.563/2005	1,996.8	100%		3
870.024/2007 to 870.027/2007 and 870.029/2007 and 872.480/2009 and 873.776/2006 to 873.777/2006	13,957.4	100%		3
870.539/2007	1,970.4	100%		3
870.174/2007	1,687.0	100%		3
873.212/2006 and 873.244/2006	1,359.1	100%		3



Exploration Permit Number	Area (ha)	Interest	Acquired during quarter (Yes, if acquired)	Notes
873.213/2006	1,810.8	100%		3
<b>Ubaíra Mineração Ltda.</b>				
870.664/2021 to 870.669/2021 and 870.680/2021 to 870.682/2021	15,284.1	100%		1
<b>Vanice A. Assis Costa</b>				
871.219/2018	770	100%	Yes	6

**Notes:**

- Each of Borborema Mineração Ltda., Ubaíra Mineração Ltda. and Jequié Mineração Ltda. is a wholly owned subsidiary of BRE.
- Borborema Mineração Ltda. ("Borborema") has entered into a legally binding agreement to acquire sixteen mineral exploration permits from Alpha Minerals Brazil Participações Ltda. ("Alpha"). Borborema has paid to Alpha the consideration for these exploration permits and a request for the assignment of the exploration permits to Borborema has been lodged with the ANM.
- Borborema Mineração Ltda. has entered into a binding agreement with Rio de Contas Desenvolvimentos Mineraiis Ltda. ("Rio Tinto") to acquire the Amargosa Tenements. Refer to the Prospectus dated 13 November 2023 for details of the agreement to acquire the Amargosa Tenements and for information regarding the status of the Amargosa Tenements. Borborema has paid all consideration due to Rio Tinto under the agreement and a request for the transfer of the exploration licences to Borborema has been submitted to the ANM.
- During the quarter, Borborema acquired and exercised the option to acquire the eleven exploration licences comprising the Sulista Rare Earths Project. Borborema has paid to the vendors of the Sulista Rare Earths Project the consideration for these exploration permits and a request for the assignment of the exploration permits to Borborema has been lodged with the ANM.
- During the quarter Borborema applied for, and was granted, the exploration licence by the ANM.
- Borborema entered into an agreement to acquire the exploration permit during the March quarter. Borborema has paid to the vendors of the exploration permits the consideration for these exploration permits and a request for the assignment of the exploration permits to Borborema has been lodged with the ANM.

## Schedule 2

### Actual expenditure in the period to 31 March 2024 versus the Use of Funds in the Prospectus dated 13 November 2023

Use of Funds	Expenditure under Prospectus (2-year period) A\$'000	Actual expenditure to 31 March 2024 A\$'000
Acquisition of the Rio Tinto Amargosa Tenements <sup>1</sup>	11,645	11,052
Exploration activities (including operations personnel)	26,500	8,385
Mining studies	1,000	12
Equipment purchases	1,500	78
Permitting and legal	500	30
Environmental	400	-
Costs of the Offer	4,283	2,430
Working capital <sup>2,3</sup>	7,372	4,349
<b>TOTAL</b>	<b>53,200</b>	<b>26,336</b>

1. Cash expenditure on the acquisition of exploration tenements included A\$11.05 million paid to accelerate and complete the acquisition of the Rio Tinto project.
2. Working capital includes the general costs associated with the management and operation of the business including but not limited to administration expenses, audit and accounting fees, legal fees, travel costs, business development costs, listing and share registry fees, remuneration of directors, management and other personnel, insurance, investor relations expenses, rent and other associated costs. Working capital also includes surplus funds and funds that may be applied to future acquisitions.
3. Actual working capital expenditure to 31 March 2024 includes A\$1.55 million of cash in relation to the acquisition of the Sulista Project, and \$954k FY23 STI.

## Appendix 5B

### Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

**BRAZILIAN RARE EARTHS LIMITED**

ABN

**88 649 154 870**

Quarter ended ("current quarter")

**31 MARCH 2024**

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
<b>1. Cash flows from operating activities</b>		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(6,297)	(6,297)
(b) development	-	-
(c) production	-	-
(d) staff costs	(1,258)	(1,258)
(e) administration and corporate costs	(581)	(581)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	307	307
1.5 Interest and other costs of finance paid	(4)	(4)
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-
1.8 Other (provide details if material)	-	-
<b>1.9 Net cash from / (used in) operating activities</b>	<b>(7,833)</b>	<b>(7,833)</b>
<b>2. Cash flows from investing activities</b>		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) tenements ( <i>Acquisition of the Rio Tinto &amp; Sulista Projects</i> )	(12,600)	(12,600)
(c) property, plant and equipment	(77)	(77)
(d) exploration & evaluation	-	-
(e) investments	-	-
(f) other non-current assets	-	-
2.2 Proceeds from the disposal of:		
(a) entities	-	-
(b) tenements	-	-
(c) property, plant and equipment	-	-



<b>Consolidated statement of cash flows</b>	<b>Current quarter \$A'000</b>	<b>Year to date (3 months) \$A'000</b>
(d) investments	-	-
(e) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (provide details if material)	-	-
<b>2.6 Net cash from / (used in) investing activities</b>	<b>(12,677)</b>	<b>(12,677)</b>

<b>3. Cash flows from financing activities</b>		
3.1 Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2 Proceeds from issue of convertible debt securities	-	-
3.3 Proceeds from exercise of options	-	-
3.4 Transaction costs related to issues of equity securities or convertible debt securities	(1,449)	(1,449)
3.5 Proceeds from borrowings	-	-
3.6 Repayment of borrowings	-	-
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
<b>3.10 Net cash from / (used in) financing activities</b>	<b>(1,449)</b>	<b>(1,449)</b>

<b>4. Net increase / (decrease) in cash and cash equivalents for the period</b>		
4.1 Cash and cash equivalents at beginning of period	48,844	48,844
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(7,833)	(7,833)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(12,677)	(12,677)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	(1,449)	(1,449)
4.5 Effect of movement in exchange rates on cash held	(21)	(21)
<b>4.6 Cash and cash equivalents at end of period</b>	<b>26,864</b>	<b>26,864</b>

<b>5.</b>	<b>Reconciliation of cash and cash equivalents</b> at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	<b>Current quarter</b> <b>\$A'000</b>	<b>Previous quarter</b> <b>\$A'000</b>
5.1	Bank balances	26,864	48,844
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
<b>5.5</b>	<b>Cash and cash equivalents at end of quarter (should equal item 4.6 above)</b>	<b>26,864</b>	<b>48,844</b>

<b>6.</b>	<b>Payments to related parties of the entity and their associates</b>	<b>Current quarter</b> <b>\$A'000</b>
6.1	Aggregate amount of payments to related parties and their associates included in item 1	1,168
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

*Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.*

<b>7.</b>	<b>Financing facilities</b> <i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i> <i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	<b>Total facility amount</b> <b>at quarter end</b> <b>\$A'000</b>	<b>Amount drawn at</b> <b>quarter end</b> <b>\$A'000</b>
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	<b>Total financing facilities</b>	-	-
7.5	<b>Unused financing facilities available at quarter end</b>		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
	Not applicable		

<b>8. Estimated cash available for future operating activities</b>	<b>\$A'000</b>
8.1 Net cash from / (used in) operating activities (item 1.9)	(7,833)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(7,833)
8.4 Cash and cash equivalents at quarter end (item 4.6)	26,864
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	26,864
8.7 <b>Estimated quarters of funding available (item 8.6 divided by item 8.3)</b>	<b>3.4</b>
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: <b>Not applicable</b>	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: <b>Not applicable</b>	
8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?	
Answer: <b>Not applicable</b>	
<i>Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.</i>	

### Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: **29 April 2024**

Authorised by: **Managing Director and CEO**