

JUNE 2024 QUARTERLY REPORT

Brazilian Rare Earths Limited (ASX:BRE) ('BRE') is pleased to provide its quarterly report for the period ended 30 June 2024:

Ultra-high grade rare earth mineralisation discovered at Sulista Project²

- Confirmed discovery of ultra-high grade rare earth mineralisation at the Sulista project, located ~80km southwest of the Monte Alto project, validating that high grade REE-Nb-Sc-U mineralisation repeats across the Brazilian Rare Earths province
- Diamond drilling at Sulista returned exceptional REE-Nb-Sc-U grades of up to 22.4% TREO¹, 39,770 ppm NdPr¹, 1,579ppm DyTb¹, 4,821ppm niobium, 241ppm scandium and 2,422ppm uranium
- Exploration samples from numerous hard rock outcrops returned grades of up to 18.9% TREO, 37,345ppm NdPr, 2,634ppm DyTb, 5,458ppm Nb₂O₅ and 1,486ppm U₃O₈
- The re-assay program of historical auger drill holes confirmed large areas of shallow and high-grade monazite sand mineralisation with grades of up to 8.5% TREO
- The potential scale of the monazite sand mineralisation at just the Sulista Eastern Zone is comparable in scale to the Monte Alto deposit, and the combined scale of all monazite sand exploration targets at the Sulista project is over 10 times larger than the Monte Alto project area

Successful exploration results at the Pelé Project²

- Exploration at the province scale Pelé project confirmed the key exploration pathfinders of intense geophysical anomalies combined with monazite sand mineralisation over large domains
- Ground reconnaissance at Pelé Target 1 discovered large outcropping zones of weathered REE-Nb-Sc-U mineralisation, with outcrop widths of over ~20m, along a highly prospective ~1km trendline strike
- Weathered REE-Nb-Sc-U outcrop samples at Pelé Target 1 returned high-grade assays of up to 10.4% TREO with 12,798ppm NdPr, 402ppm DyTb, 3,759ppm Nb₂O₅ and 910ppm U₃O₈ (R590)
- A +5,000m maiden diamond drilling program at Pelé Target 1 commenced to target ultra-high grade REE-Nb-Sc-U mineralisation at depth
- Assay results from the historical Rio Tinto drillholes at Pelé identified shallow monazite sand 'pathfinder' mineralisation over an extensive ~13km corridor at Pelé Targets 2 and 4
- The district-scale Pelé project is highly prospective for ultra-high grade REE-Nb-Sc-U mineralisation, and has a total exploration target area that is over 30 times larger than the Monte Alto project

Key export approvals and partnership agreement with INB

- BRE obtained official registration and consent from the Brazilian National Nuclear Energy Commission to export mineral concentrates and products including uranium and rare earth minerals such as monazite and bastnaesite
- BRE has executed a non-binding Memorandum of Understanding (MoU) with Indústrias Nucleares do Brasil S.A. (INB)

¹TREO = Total Rare Earth Oxides; NdPr = Nd₂O₃ + Pr₆O₁₁; DyTb = Dy₂O₃ + Tb₄O₇

² Refer 'End Notes' for further information regarding original ASX Announcements regarding reported exploration results

- Collaborate on the development of uranium feedstocks as a co-product from BRE's rare earth projects on the Rocha da Rocha province
- Agreement for BRE to export rare earth/monazite concentrates, that may contain uranium, for downstream processing
- INB to provide advice and support to BRE in securing regulatory approvals and permits
- On completion of a definitive feasibility study, BRE and INB undertake to enter into legally binding contracts that reflect the commercial principles set out in the MoU

Experienced rare earths industry executive joins BRE Board

- Highly experienced rare earth industry executive, Mr Eric Noyrez, was appointed as a Non-Executive Director of BRE, effective 3 June 2024

Strengthened balance sheet with \$80M placement

- BRE completed a placement of 24.24 million shares at A\$3.30 per share to raise \$80M before costs
- Proceeds will be used to accelerate exploration and development at the Monte Alto, Sulista and Pelé rare earth projects, including exploration drilling, feasibility studies, permitting, and for general corporate purposes

¹ TREO = Total Rare Earth Oxides; NdPr = Nd₂O₃ + Pr₆O₁₁; DyTb = Dy₂O₃ + Tb₄O₇

² Refer 'End Notes' for further information regarding original ASX Announcements regarding reported exploration results

Sulista Project Exploration

Sulista is a district-scale exploration project with a tenement package over 10x the size of the Monte Alto project and a total exploration area of ~10km by ~5km.

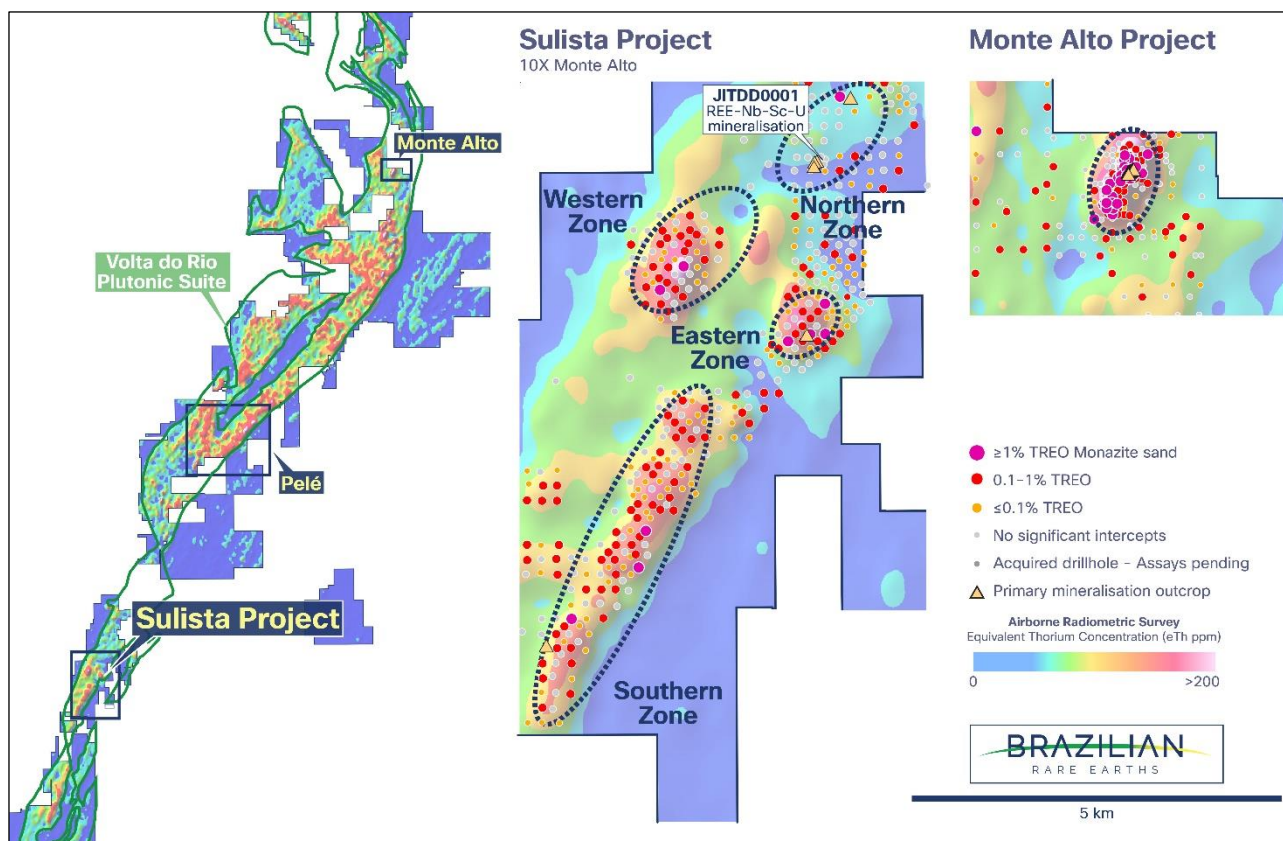


Figure 1: Sulista project location and relative size

The first phase of the Sulista exploration program recorded a wide range of exceptional exploration results, including ultra-high grade rare earth grades from diamond drilling, high-grade REE-Nb-Sc-U hard rock outcrops, intense geophysical anomalies and high-grade shallow monazite sand mineralisation.

Sulista Northern Zone

At the Sulista Northern Zone, a highly prospective exploration corridor of ~1km was defined using a range of exploration pathfinders, including geophysics, diamond drilling and the re-assay of shallow historical auger drill holes.

The historical diamond drill holes at the Sulista Northern Zone were 'twinned' with two new BRE diamond drill holes, JITDD0001 and JITDD0002 (see Figure 2). These new drill holes intersected REE-Nb-Sc-U mineralisation at ~40 and ~75 metres below the surface respectively. From surface, these drill intersections define a significant panel of potential mineralisation with a projected down dip extent of ~100m.

Drill hole JITDD0001 intersected high-grade REE-Nb-Sc-U mineralisation ~40m below surface:

- **12.3m at 12.5% TREO** from 102.5m with 22,175 ppm NdPr, 905ppm DyTb, 199ppm Sc₂O₃, 2,547ppm Nb₂O₅ and 1,309ppm U₃O₈ (JITDD0001)

Drill hole JITDD0002 intersected mineralisation ~75m below surface and assays for this hole are pending.

Around the diamond drill hole collars, there is a potential ~100m strike of high-grade REE-Nb-Sc-U mineralisation and a series of hard rock outcrops were discovered that returned assay grades up to 18.9% TREO (R874).

High-grade REE-Nb-Sc-U mineralisation is open to the north-northwest, along the potential ~1km mineralised strike, and currently extends to a large REE-Nb-Sc-U mineralised outcrop that returned a sample assay of 10.8% TREO (R875).

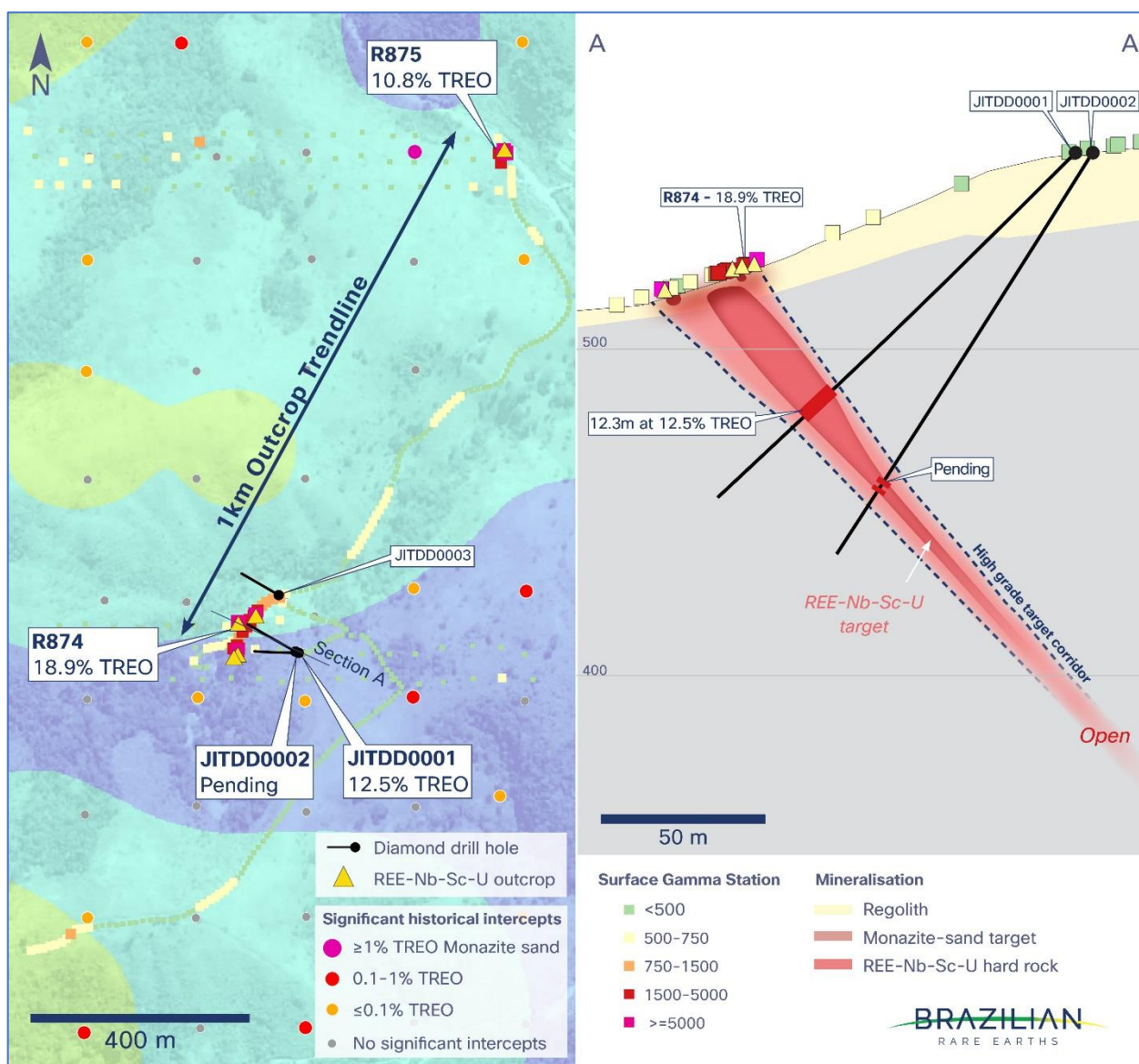


Figure 2: Sulista Northern Zone – Diamond drilling, outcrops and geophysical surveys

This confirmed discovery from initial diamond drilling expands the potential exploration target area for ultra-high grade REE-Nb-Sc-U mineralisation to the full 160km strike of the Rocha da Rocha Critical Minerals province in which BRE controls a dominant position of over ~4,000km² of exploration tenements covering the majority of the VRPS trendline (refer Figure 1).

Sulista Western Zone

The high-grade mineralisation across the Sulista Northern Zone may be linked to the far larger Sulista Western Zone. This larger exploration area has wide-spaced historical auger drilling, and many of these shallow auger holes intercepted +1% TREO mineralised zones that are associated with monazite sands. The successful discovery of the Monte Alto project demonstrated that grades of +1% TREO from auger drillholes are an excellent pathfinder for deeper high-grade REE-Nb-Sc-U hard rock mineralisation.

Sulista Eastern Zone

The Sulista Eastern Zone has extensive high-grade REE-Nb-Sc-U hard rock outcrops and boulders across the exploration target area. These hard rock outcrops are analogous with the Monte Alto project and exploration ground reconnaissance secured 30 grab samples of weathered mineralisation that returned rare earth assays of up to 16.5% TREO, including:

Site	Zone	TREO (%)	NdPr (ppm)	DyTb (ppm)	Nb ₂ O ₅ (ppm)	U ₃ O ₈ (ppm)
R845	Eastern	15.3	30,758	2,634	144	706
R855	Eastern	8.0	15,274	1,055	10	302
R856	Eastern	8.2	16,296	1,133	6	236
R858	Eastern	11.2	21,210	2,024	14	365
R859	Eastern	12.8	24,229	1,899	135	469
R860	Eastern	8.7	16,397	1,591	9	356
R870	Eastern	9.3	18,039	732	19	104
R872	Eastern	16.5	32,087	2,264	179	441

The high-grade monazite sands at the Sulista Eastern Zone is defined by historical auger holes containing significant intercepts of +1% TREO mineralisation and intense airborne and surface radiometric anomalies occurring along an ~800m long northeast-oriented corridor (Figure 3). Significant auger drill intercepts at the Sulista Eastern Zone include:

Hole ID	Zone	From (m)	To (m)	Interval (m)	TREO (%)	NdPr (ppm)	DyTb (ppm)
JEQ_CA_AUG00007	Eastern	0	10	10	2.7	5,011	441
including		6	10	4	6.0	11,222	990
including		8	10	2	8.5	15,400	1,342
JEQ_CA_AUG00008	Eastern	0	20	20	0.5	870	41
including		14	16	2	2.7	5,011	441
JEQ_CA_AUG00017	Eastern	0	10	10	0.4	653	38
including		5	6	1	2.3	3,954	218
JEQ_CA_AUG00151	Eastern	0	10	10	0.5	1,335	64
including		8	9	1	1.2	5,265	212
JEQ_CA_AUG00209	Eastern	0	10	10	0.6	916	31
including		5	6	1	4.3	6,558	207

The discovery of high-grade rare earth mineralisation from outcrops and historical auger drilling provides a well-defined REE-Nb-Sc-U target horizon for future high priority diamond drilling (Figure 4).

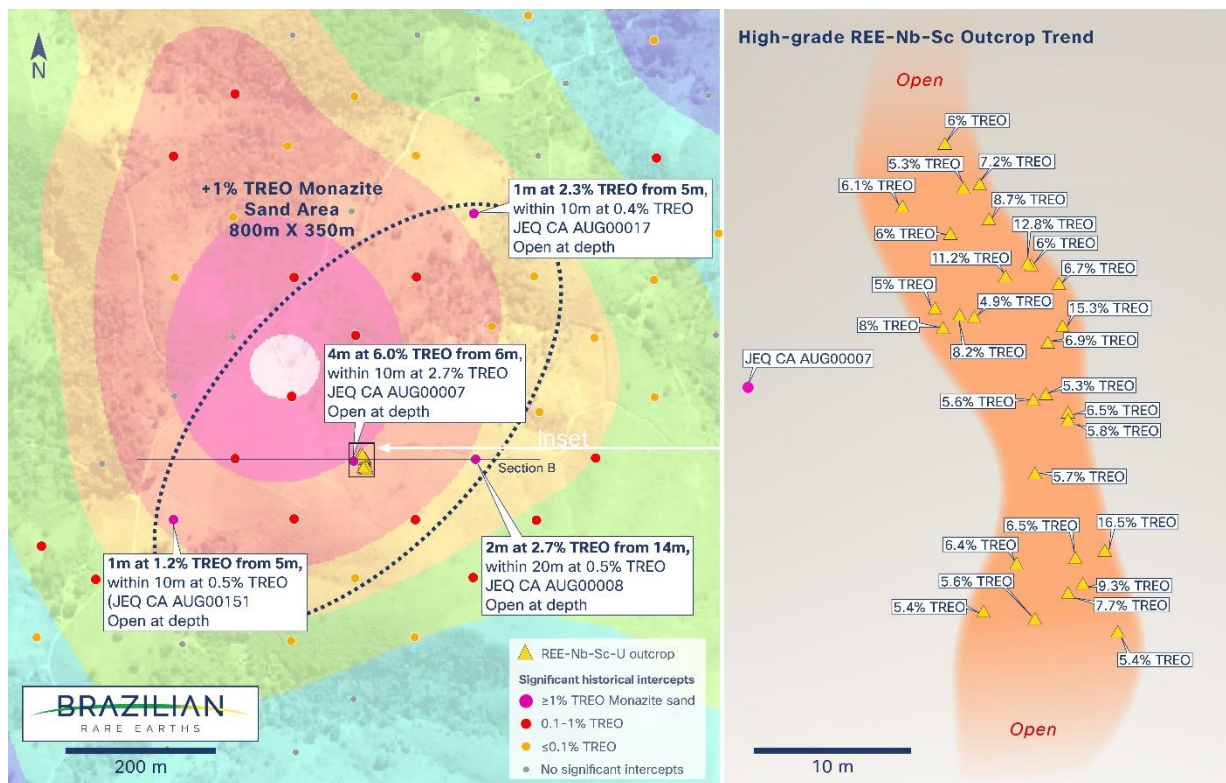


Figure 3: Sulista Eastern Zone

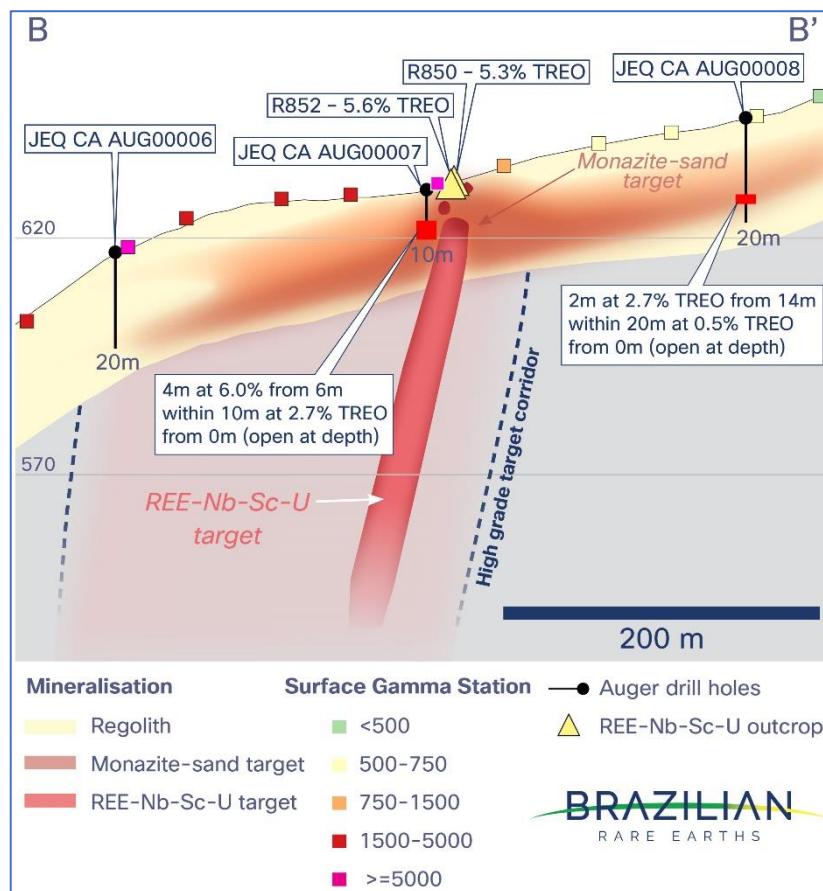


Figure 4: Cross-section of the Sulista Eastern Zone

Sulista Southern Zone

The Sulista Southern Zone is a large scale, extensively mineralised area with an exploration target area that is over ~5km long and up to 0.5km in width. As a comparison of the scale of the Sulista Southern Zone area, the Monte Alto project has a target area of ~1km by 0.4km.

BRE exploration field teams completed surface prospecting activities including mapping and outcrop sampling at the very southern end of the Southern Zone project area, where REE-Nb-Sc-U mineralisation was discovered in large-scale bedrock outcropping along a road cutting (Figure 5). Four mineralised grab samples collected from this large outcrop area returned significant assay grades of:

Site	Zone	TREO (%)	NdPr (ppm)	DyTb (ppm)	Nb ₂ O ₅ (ppm)	U ₃ O ₈ (ppm)
R876	Southern	8.6	14,258	951	5,458	1,479
R877	Southern	3.1	6,634	463	2,245	468
R878	Southern	2.9	5,234	367	3,281	859

The REE-Nb-Sc-U mineralisation is characterised by intercalated bands of rare earth minerals within a quartz-rich granite gneiss, and this type of mineralisation is distinct from the darker coloured ultra-high grade REE-Nb-Sc-U discovered in Sulista drillhole JITDD0001, the ultra-high grade Monte Alto diamond drill intercepts, and in other locations across BRE's rare earth province. That said, the similar profile of rare earth and critical minerals present suggests that this REE-Nb-Sc-U accumulation is a component of the same provincial scale mineral system. As seen below in Figure 5, the large horizon of mineralisation is visibly more weathered than the fresh rock samples of REE-Nb-Sc-U and potentially more gossan in nature.

The Sulista Southern Zone was extensively drilled by the previous owner with shallow auger drill holes at wide spacing along a ~5km mineralised trendline. As with the auger drilling at the Sulista Western Zone (and the Rio Tinto auger drilling across the vast Pelé project area), this widely spaced auger drill program was limited by the shallow drill hole depth which averages ~10 metres in depth. This drill hole depth is unlikely to penetrate the depleted rare earth mottled zone that experienced deeper weathering.

The mineralised drill intercepts at the Sulista Southern Zone are frequently open at depth and the next phase of priority exploration will focus on testing the highly prospective deeper regolith zone.



Figure 5: Outcrop R876 – Sulista Southern Zone

Pelé Project exploration program

The Pelé project is a district-scale exploration area that covers a cumulative ~16km chain of intense geophysical anomalies. The latest exploration program returned a range of excellent exploration results, including high-grade rare earth assays from extensive hard rock outcrop mineralisation at Target 1, large-scale geophysical anomalies, and high-grade monazite sand mineralisation from shallow auger drillholes.

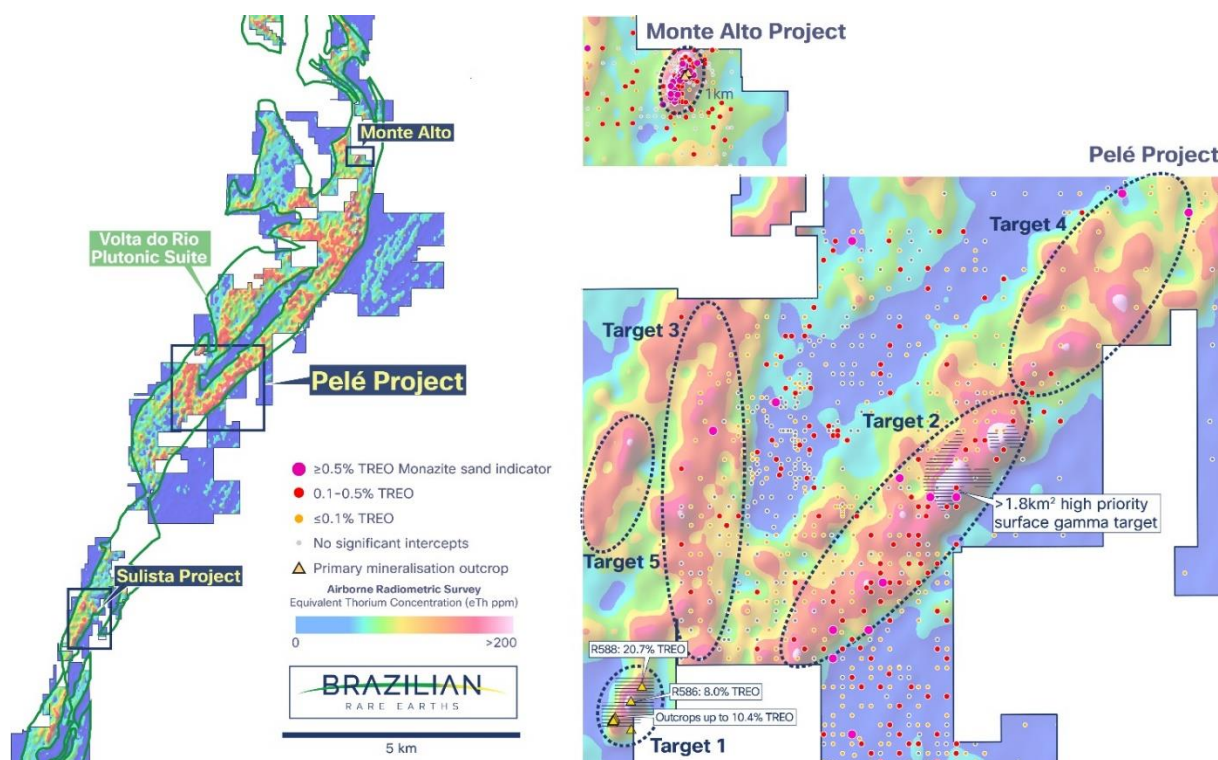


Figure 6: Pelé project location and relative size

Pelé Target 1

Pelé Target 1 is located in the southern zone of the Pelé project area and is defined by an intense geophysical anomaly (Figure 3) with a target exploration area of ~1km by ~0.5km, or similar dimensions to the Monte Alto project.

A systematic gamma spectrometry survey over Pelé Target 1 delineated the largest expanse of weathered REE-Nb-Sc-U outcrops found since exploration commenced at the Rocha da Rocha rare earth province. A strong combination of positive exploration pathfinders accelerated plans for a diamond drilling program for REE-Nb-Sc-U mineralisation at depth, and exploration drilling is now underway.

Since the initial discovery at Pelé Target 1, the BRE exploration team advanced systematic ground reconnaissance with outcrop mapping and sampling, and a large ~18 line-km gamma survey. The ground exploration program has identified three extensive outcrop zones of weathered hard rock REE-Nb-Sc-U mineralisation which is controlled within a granitic gneiss host rock. The linear sequence of hard rock REE-Nb-Sc-U mineralised outcrops covers a highly prospective ~1km trendline.

At the northern end of this trendline, a grab sample of an intensively weathered outcrop returned an assay grade of 20.7% TREO from an elevation of 580 metres above sea level (masl). At the middle the outcropping trendline, a grab sample returned an assay grade of 8% TREO from a large ~20m wide outcrop of coarse grained highly weathered REE-Nb-Sc-U mineralisation.

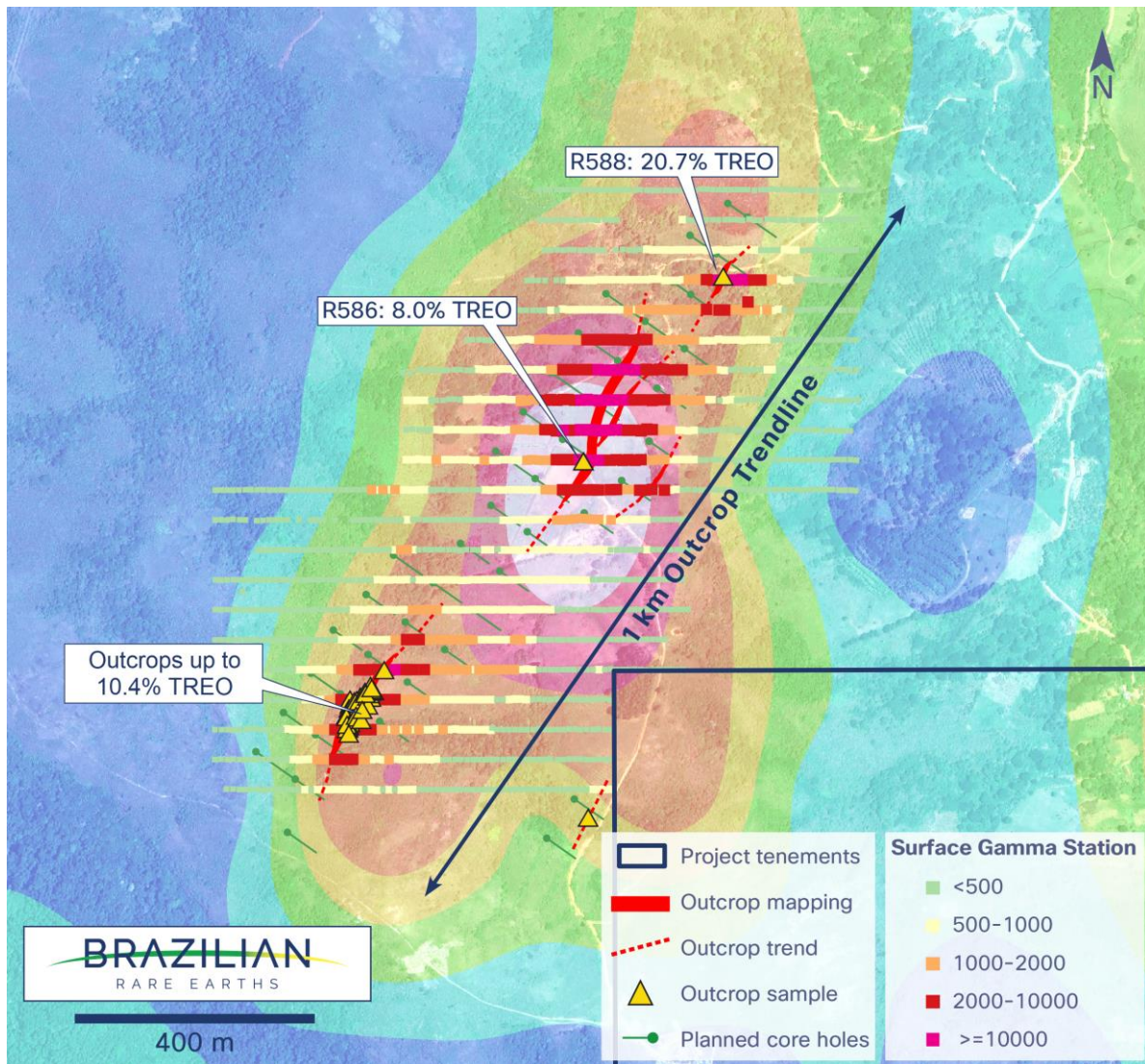


Figure 7: Pelé Target 1 - Rare earth outcrop locations over a prospective ~1km trendline

At the southern end of Pelé Target 1, a total of 61 grab samples from highly weathered outcrops recorded assay grades up to 10.4% TREO at a higher elevation of 810 masl. This linear sequence of outcropping discoveries suggests that the REE-Nb-Sc-U mineralisation may extend over a vertical range of ~230m within the granite gneiss host rock.

The intense weathering of the surface outcrops at Pelé Target 1, with a cluster of assay grades from 4% TREO to 8% TREO, appears to be formed via a gossan-style weathering process of the ultra-mafic fresh REE-Nb-Sc-U mineralisation that may be at depth.

A total of 61 grab samples from large weathered REE-Nb-Sc-U outcrops returned assay grades up to 10.4% TREO (R590), 12,798ppm NdPr (R590), 430ppm DyTb (R620), 5,010ppm Nb₂O₅ (R615) and 506ppm Sc₂O₃ (R623) and 1,035ppm U₃O₈ (R630).

The linear and vertical extent of these outcropping discoveries indicates a highly prospective REE-Nb-Sc-U mineralisation target at Pelé Target 1, that may include a larger depth extension at the southern end of the trendline. The width of the surface hard rock outcrops at the southern zone are up to ~20m.

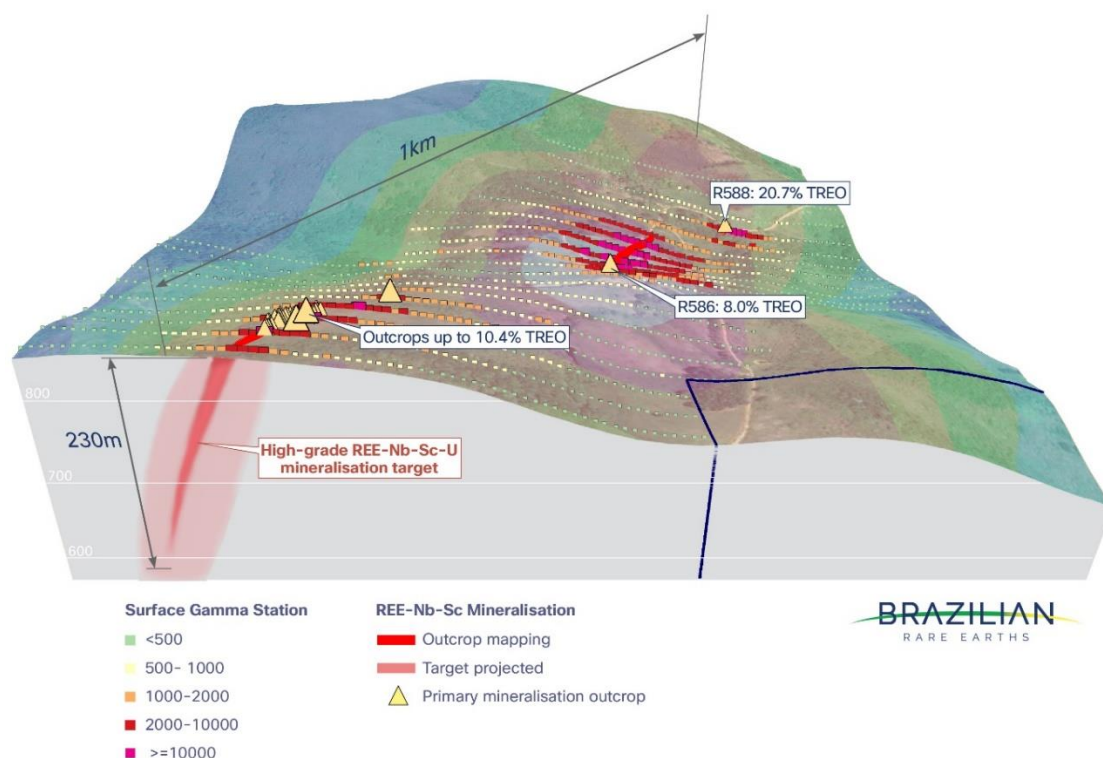


Figure 8: Illustrative 3D view of Pelé Target 1

Significant assays from the grab samples of the highly weathered REE-Nb-Sc-U outcrops at the southern zone at Pelé Target 1 include:

Site	Zone	TREO (%)	NdPr (ppm)	DyTb (ppm)	Nb ₂ O ₅ (ppm)	Sc ₂ O ₃ (ppm)	U ₃ O ₈ (ppm)
R590	Target 1	10.4	12,798	402	3,759	-	910
R620	Target 1	5.9	11,317	430	1,667	277	412
R628	Target 1	6.0	6,632	270	2,723	480	575
R630	Target 1	7.8	8,923	352	2,799	202	1,035
R631	Target 1	6.4	9,512	403	3,785	457	965
R632	Target 1	7.4	8,850	413	2,655	190	823
R638	Target 1	6.5	6,558	259	1,634	58	756
R639	Target 1	6.1	7,182	360	2,217	152	597

At the southern end of Pelé Target 1, geological mapping identified highly weathered REE-Nb-Sc outcrop mineralisation with dimensions of ~200m long and ~15m wide along a north-east trending zone that also recorded overlapping high gamma readings from the ground survey.

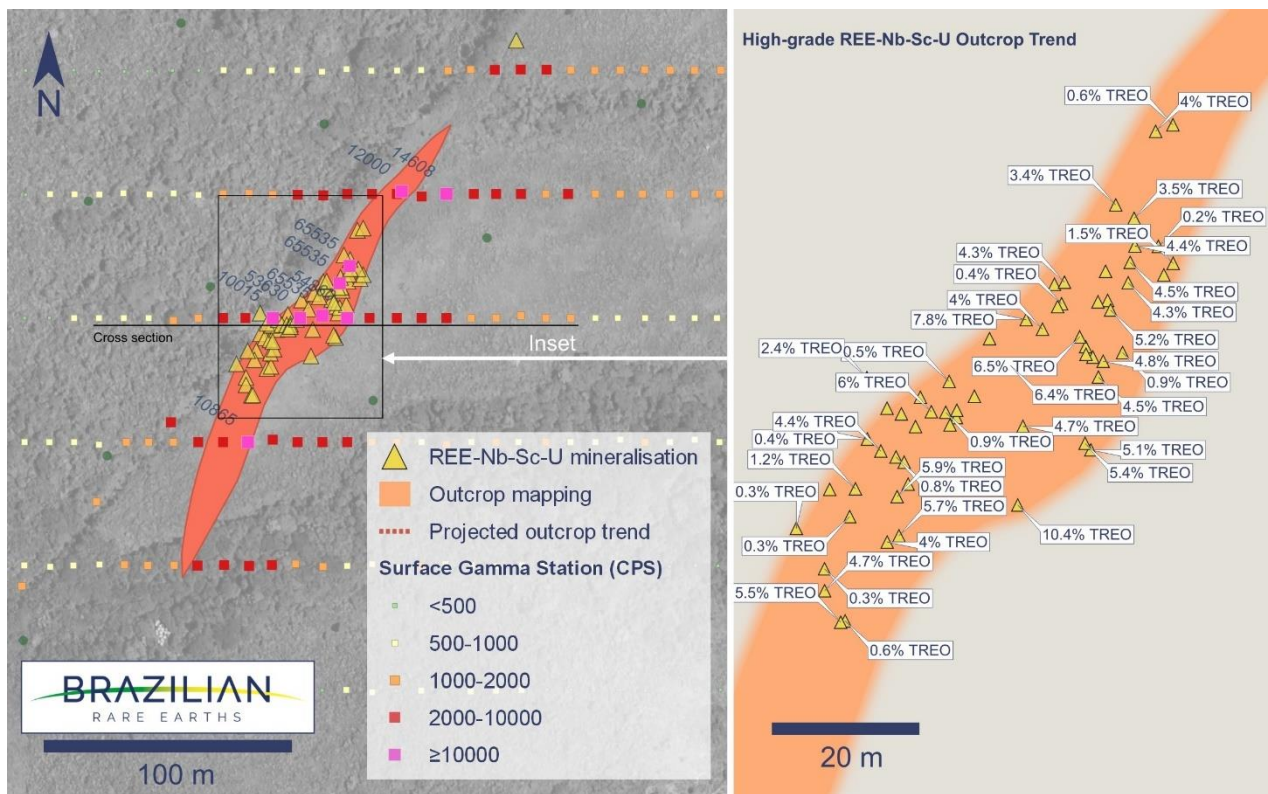


Figure 9: Pelé Target 1: Southern outcrop zone with grab sample assay results

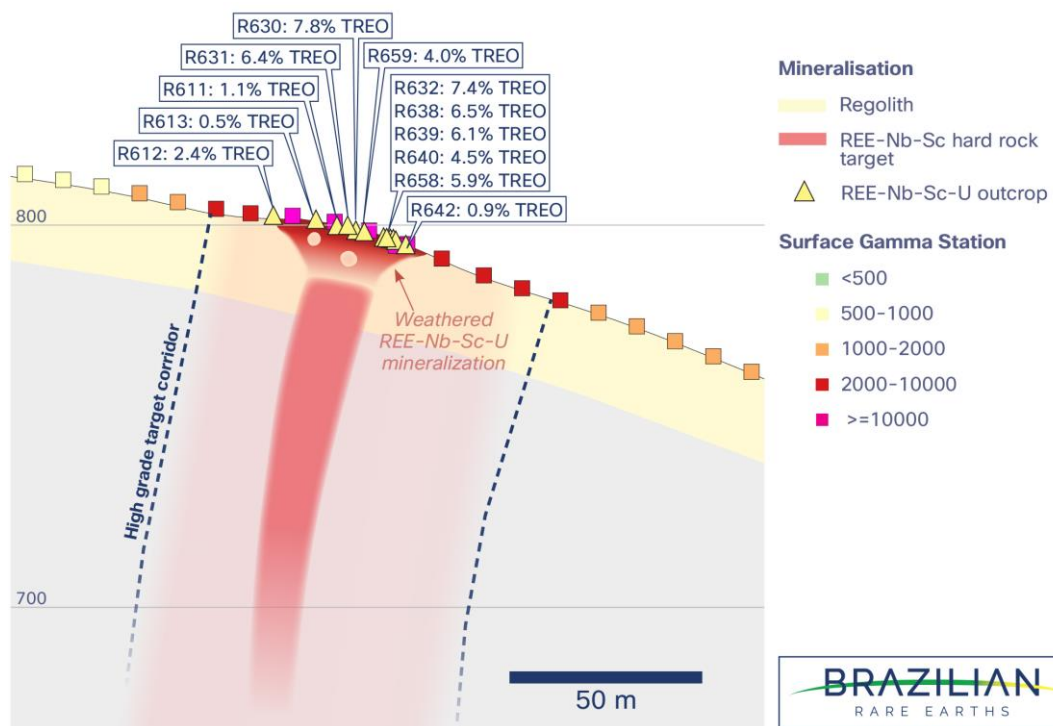


Figure 10: Schematic cross-section with Pelé Target 1 REE-Nb-Sc-U target exploration zone

At the middle of Pelé Target 1, a high-grade sample of saprolite REE-Nb-Sc-U mineralisation was collected from a large ~20m wide hard rock outcrop in a road cut which returned assay grades of:

- **8.0% TREO**, 2,537ppm NdPr, 128ppm DyTb, 1,329ppm Nb₂O₅, 1,255ppm U₃O₈ (R586)

The saprolite mineralisation had visible, primary and coarse-grained textures that is interpreted to potentially represent the underlying bedrock.

This REE-Nb-Sc-U outcrop is associated with a ~350m NNE oriented trendline of intense anomalies identified and measured by the ground geophysical survey, with gamma particle counts of up to 39,000 CPS. To the north of this outcrop, the trend bifurcates into three parallel target zones that were mapped across the outcrop trendline.

Approximately 320m to the north, a grab sample of saprolite REE-Nb-Sc-U mineralisation returned the highest TREO grade from Pelé Target 1:

- **20.7% TREO**, 3,008ppm NdPr, 146ppm DyTb, 1,063ppm Nb₂O₅, 975ppm U₃O₈ (R588)

This outcropping mineralisation was intensely weathered and notable for a lower ratio of heavy rare earths (HREO) to TREO at 0.6%, relative to 1.2% recorded at R586, and an average of ~5% at the southern zone of Pelé Target 1. The depletion of HREO at this weathered surface outcrop suggests that deeper mineralisation may have potentially higher TREO grades.

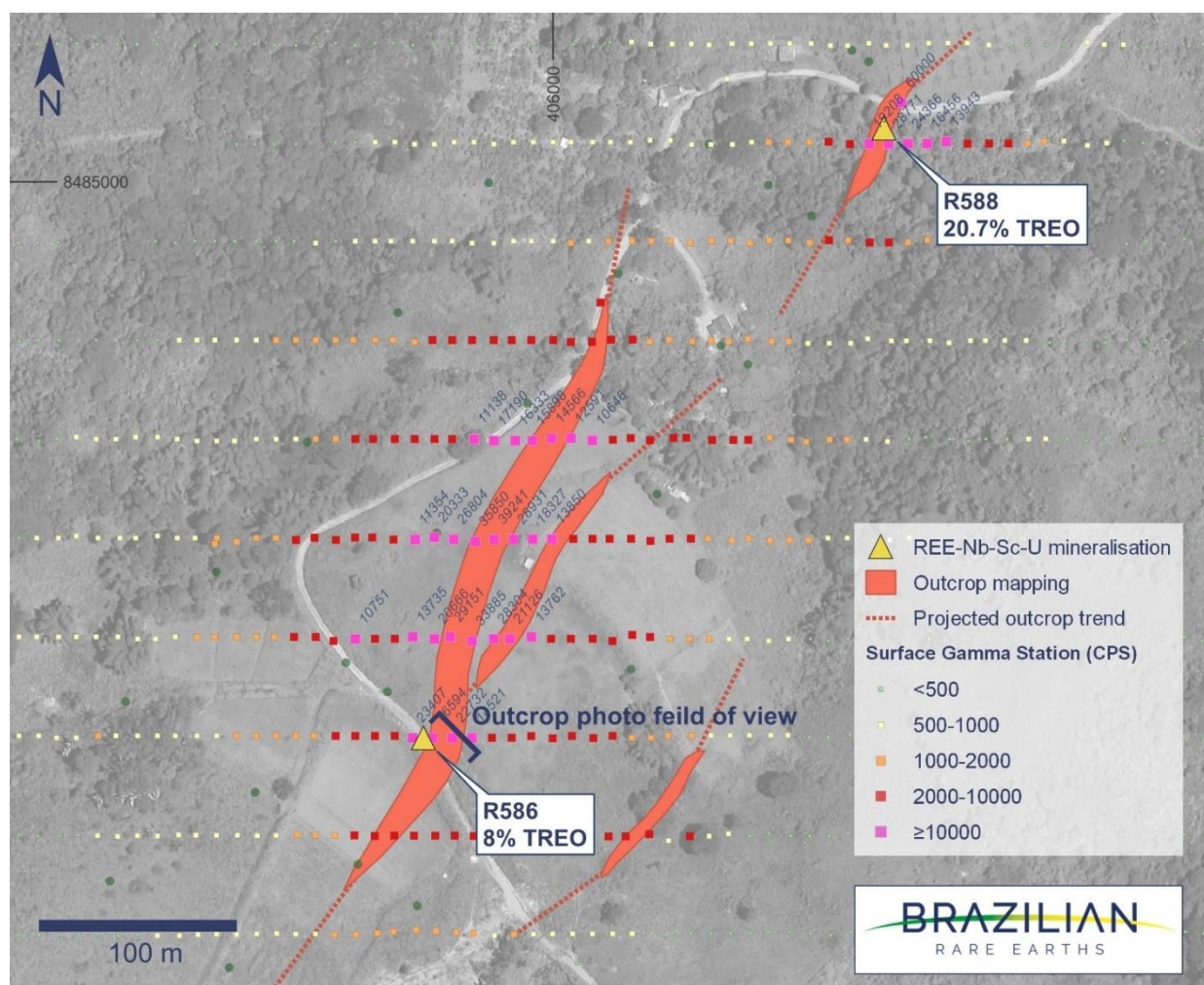


Figure 11: Pelé Target 1 - Central and Northern Zones



Figure 12: Pelé Target 1 Central Zone – Panoramic view to south along saprolite outcrop at site R586

Pelé Targets 2, 3, 4 and 5

The larger exploration target zones of Pelé Targets 2, 3, 4 and 5 are located across the eastern and western limbs of the regional Tres Braços syncline. These exploration target areas have extensive chains of intense geophysical anomalies recurring in broad linear trendlines.

The latest results from the Rio Tinto auger drill hole re-assay program continued to identify high-grade monazite sand mineralisation across the Pelé project area. The latest assay results were from a total of 420 auger drillholes (~5,156m) and returned grades up to 2.3% TREO, 4,780ppm NdPr and 113ppm DyTb.

The historical auger holes were shallow, widely spaced, and targeted bauxite mineralisation within the upper laterite layer. The average auger drill hole has a depth of ~12 meters, and as noted at the Sulista Project, this drill hole depth is unlikely to penetrate the depleted rare earth mottled zone that has experienced deep weathering. A large number of the rare earth intercepts finished in mineralisation and the next phase of priority exploration will focus on the highly prospective deeper regolith zone.

To put the potential impact of drill hole depth into context, nearly ~80% of the high-grade monazite sand resource at the Monte Alto project is deeper than ~10m, highlighting that the historical shallow auger drill holes at the Pelé project (and Sulista project) have yet to fully explore the important saprolite horizon.

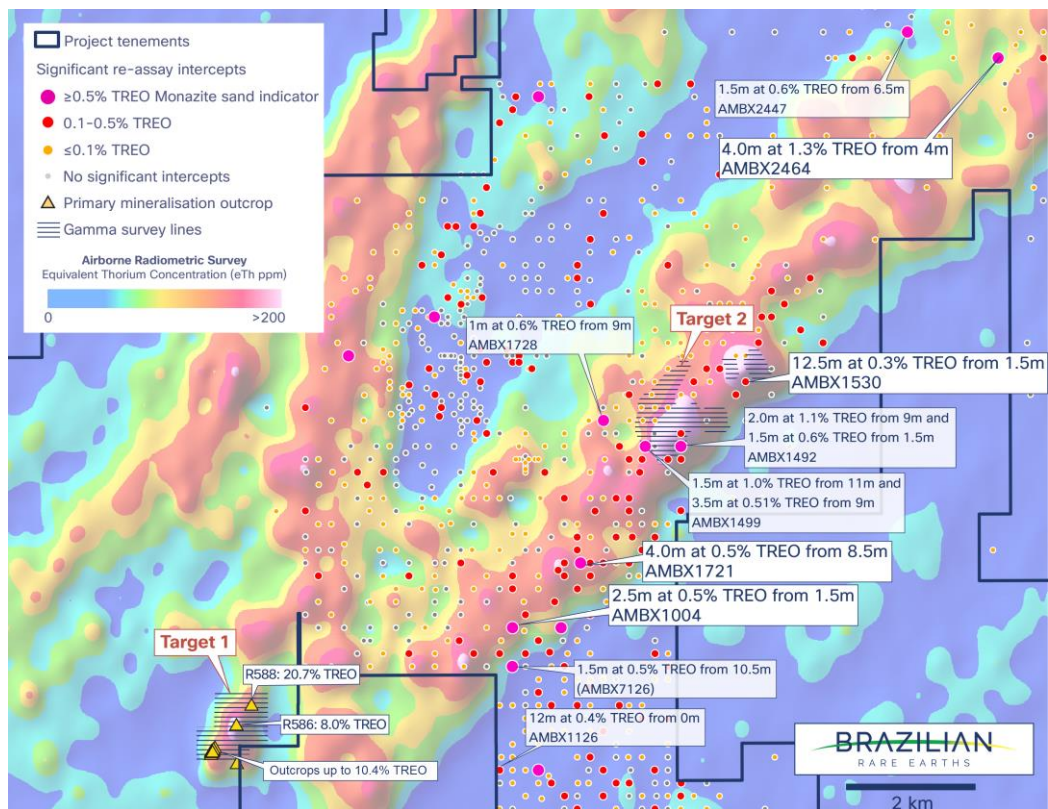


Figure 13: Map of re-assay results at the Pelé project (new auger drill re-assay results in large font)⁴

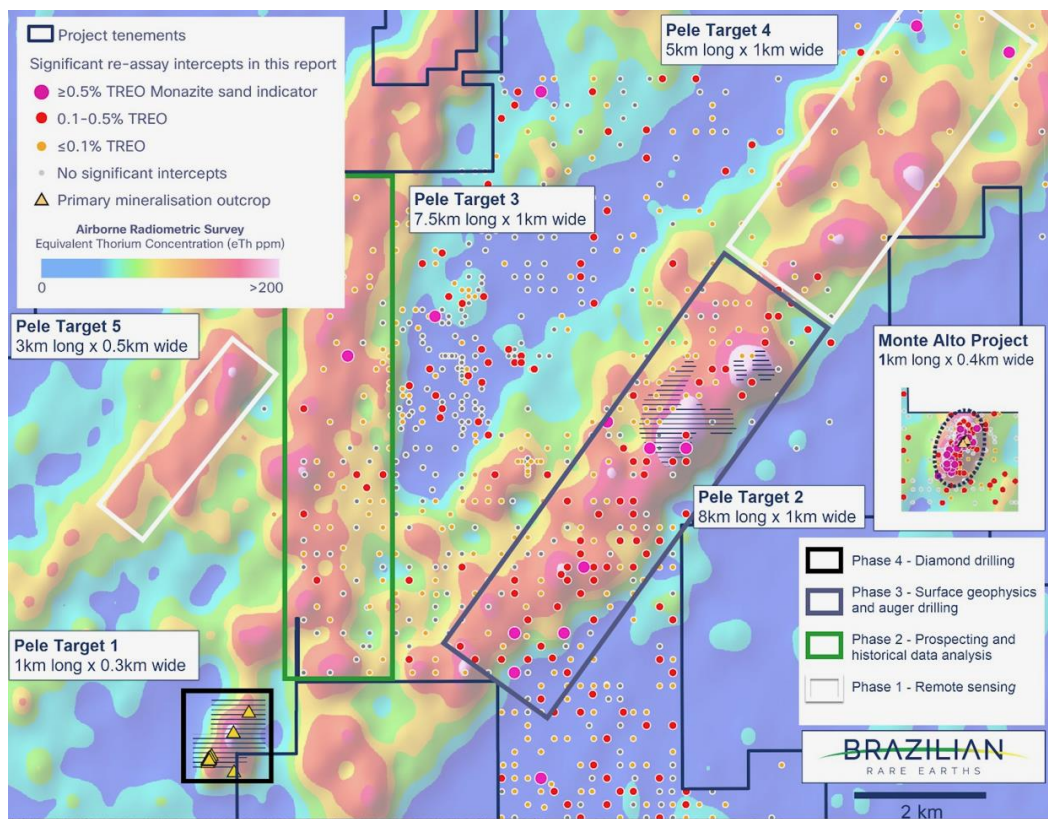


Figure 14: High priority exploration target areas across the Pelé project

Pelé Target 2

Pelé Target 2 is defined by a widespread chain of intense geophysical anomalies across the eastern limb of the regional Tres Braços syncline. These anomalies define a potential exploration area with a strike of ~8km and up to ~1km in width. Pelé Target 2 is a highly prospective exploration area that is +16 times larger than the Monte Alto project (Figure 6) and larger than any of the current exploration targets across BRE's province.

Geophysics highlighted extensive gamma and magnetic anomalies over a ~4km strike at the northern end of the Pelé Target 2 exploration area (Figure 14: Pelé Target 2). Wide spaced auger drill re-assays also confirmed the presence of shallow, high-grade rare earth monazite sand mineralisation.

This fusion of strong exploration pathfinders underpinned a decision to expedite a ~20 line-km of surface gamma line survey over this target area (Figure 15). The results of this survey defined the highest gamma particle count (CPS) anomaly identified to date, which consists of three parallel high-intensity trends that cover ~0.5km².

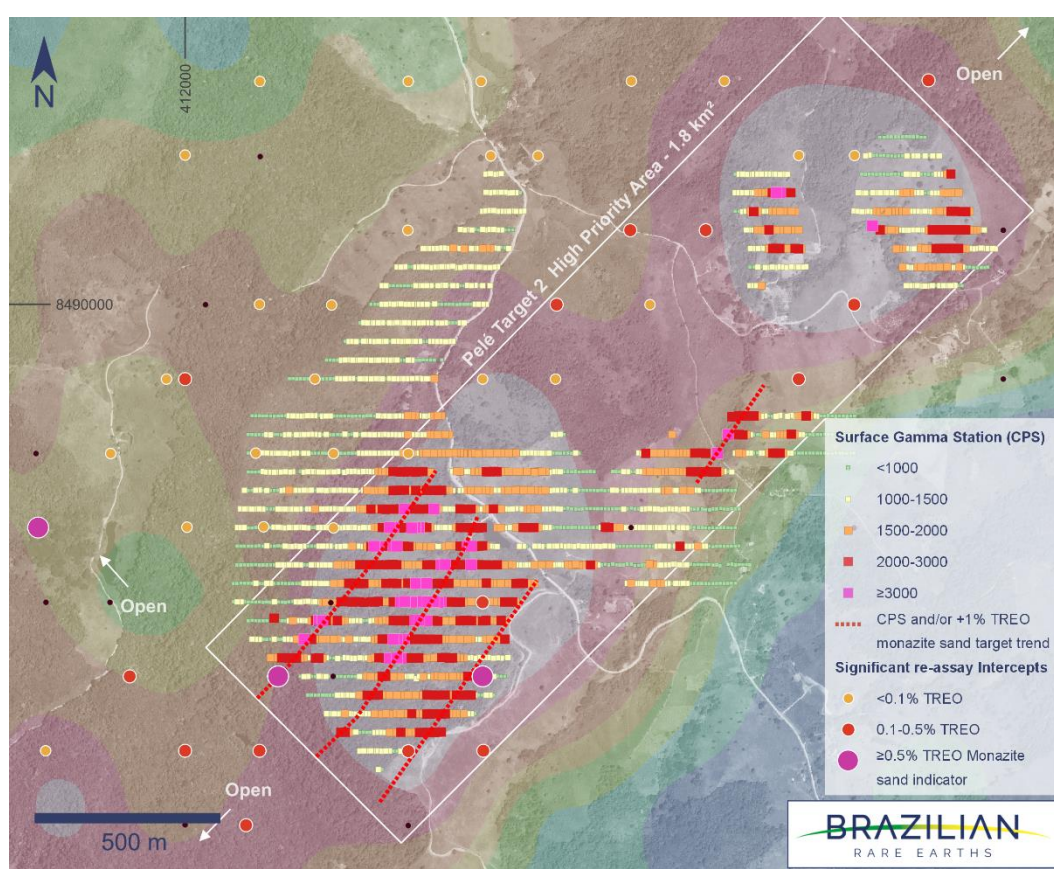


Figure 15: Extensive gamma line results over Pelé Target 2 – Northern Zone

The results of these gamma line surveys highlight an extensive gamma anomaly over an area of +1.8km². This area is a high priority exploration target for the BRE auger drill teams and they will soon be mobilised to drill this highly prospective target area at depth, and with closer drill spacing, than the historical shallow auger holes.

In addition, BRE's ground reconnaissance teams will now extend the gamma survey lines southward to cover the remainder of the high intensity anomalies over the full extent of Pelé Target 2.

Key Export Approvals and Partnership with INB

BRE secured an official registration and consent from The Brazilian National Nuclear Energy Commission that allows BRE to export mineral products, including rare earths/monazite concentrates. The authorisation provides BRE with the approvals required to export high-grade mineral samples to international laboratories for further test work and for future, production scale concentrate exports, subject to regular local business and logistical procedures.

BRE has also signed a non-binding Memorandum of Understanding (MoU) with Indústrias Nucleares do Brasil S.A. (INB), the state-owned Brazilian nuclear company, focussed on the valuable uranium co-products at BRE's rare earth projects on the Rocha da Rocha province.

INB has responsibility for all aspects of production and commercialisation of nuclear materials in Brazil including the approvals required to export of mineral ore or concentrate with nuclear materials. Under the terms of the non-binding MoU, BRE and INB have agreed that:

- BRE's proposed project development plan initially targets the production and export of rare earth concentrate for downstream processing
- BRE's uranium co-product may be made available, in Brazil or overseas, to INB on commercial terms to be agreed by BRE and INB subject to economic viability
- INB and BRE will negotiate a remuneration agreement to compensate BRE for the costs to produce and separate a uranium co-product, plus an agreed profit margin
- INB will provide support and advice to BRE to obtain the requisite regulatory permits and approvals for the development of BRE's rare earth projects
- INB and BRE have agreed to partner to research processing options for rare earth concentrates, including those with a uranium co-product, with an aim to develop value-add downstream processing capacity in Brazil
- Where practicable, INB will provide BRE access to INB's research and development facilities

Experienced Rare Earths Industry Executive Joins BRE Board

Highly experienced rare earth industry executive, Mr Eric Noyrez, was appointed as a Non-Executive Director of BRE, effective 3 June 2024.

Mr Noyrez brings over twenty years of senior executive and board experience across the global rare earths industry having held Director or senior management positions at Neo Performance Materials Inc, Mineração Serra Verde and Lynas Corporation.

\$80M placement to accelerate exploration

BRE completed a placement of 24.24 million shares at A\$3.30 per share to raise A\$80M before costs.

Proceeds from the Placement will be used to accelerate exploration and development at the Monte Alto, Sulista and Pelé rare earth projects, including exploration drilling, feasibility studies, permitting, and for general working capital and corporate purposes.

Following the placement BRE has 246,538,695 fully paid ordinary shares and 9,904,300 unlisted options on issue.

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 30 June 2024.

Exploration Expenditures

During the quarter, BRE made the following payments in relation to exploration activities which primarily comprised the Sulista and Pelé exploration programs:

Activity	A\$'000
Drilling expenses including labour	2,972
Assaying costs	1,032
Field supplies, equipment rental, vehicles, travel and other costs	1,601
Total quarterly exploration expenditures as reported in Appendix 5B	5,605

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

Related Party Payments

BRE made payments of A\$610,816 to related parties and their associates. These payments include executive directors' remuneration non-executive directors' fees and superannuation contributions totalling A\$234,032 and A\$376,784 paid to a subsidiary of Alpha Minerals Pty Ltd for drill rig hire and the provision of management support services.

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 30 June 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:

1. ASX Announcement dated 16 May 2024 "BRE Secures Key Export Approvals and Partnership with INB
2. ASX Announcement dated 23 May 2024 "Experienced Rare Earths Industry Executive to Join BRE Board"
3. ASX Announcement dated 6 June 2024 "Ultra-High Rare Earth Grades at Sulista Project"
4. ASX Announcement dated 11 June 2024 "Exploration Drilling Underway at Pele Project"
5. ASX Announcement dated 13 June 2024 "BRE Completes \$80M Placement to Accelerate Exploration"
6. The Prospectus dated 13 November 2023 (refer ASX announcement dated 19 December 2023)

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.

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

Brazilian Rare Earths

bdv@brazilianrareearths.com

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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, 25 March 2024, 6 June 2024 and 11 June 2024 (“Original ASX Announcements”) which are available to view at BRE's website at 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 30 June 2024

As at 30 June 2024, BRE's Rocha da Rocha Project comprised 262 granted exploration permits registered with Brazil's National Mining Agency.

All exploration permits are 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.

BRE did not acquire or dispose of any exploration permits during the quarter.

Exploration Permit Number	Area (ha)	Interest	Acquired during quarter (Yes, if acquired)	Notes
Alpha Minerals Brazil Participações Ltda.				
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
871.144/2021 and 871.641/2021	2996.8	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
871.394/2017	853.2	100%		2
Borborema Mineração Ltda.				
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%		1
872.567/2023 to 872.583/2023 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 872.655/2023 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%		1
872.681/2023	1,896.1	100%		1
872.636/2023	534.5	100%		1
871.914/2023 and 8741.948/2023 and 872.558/2023 and 872.592/2023 to 872.595/2023	9,513.3	100%		1
872.549/2023 to 872.557/2023 and 872.559/2023 to 872.568/2023	30,953.9	100%		1
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%		1

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%		1
872.584/2023	1,901.7	100%		1
872.571/2023	1,899.0	100%		1
872.572/2023	1,902.3	100%		1
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
873.213/2006	1,810.8	100%		3
Jequié Mineração Ltda.				
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
Jitauna Pesquisa E Mineração Ltda				
870.002/2013 to 870.004/2013 and 872.651/2013	5,721.4	100%		4
Pro Flora Agroflorestal				
871.746/2017	1,885.4	100%		5
R. E. 17 Mineração				
870.930/2011	1,994.9	100%		4
870.008/2015	707.2	100%		4
870.725/2016 and 870.730/2016	1309.1	100%		4
871.103/2016	750.3	100%		4
872.549/2015	216.7	100%		4
870.409/2017	105.6	100%		4

Exploration Permit Number	Area (ha)	Interest	Acquired during quarter (Yes, if acquired)	Notes
Ubaíra Mineração Ltda				
870.664/2021 to 870.669/2021 and 870.680/2021 to 870.682/2021	15,284.1	100%		1
Vanice A. Assis Costa				
871.219/2018 and 871.218/2018	1,369.69	100%		5

Notes:

1. Each of Borborema Mineração Ltda., Ubaíra Mineração Ltda. and Jequié Mineração Ltda. is a wholly owned subsidiary of BRE
2. 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
3. Borborema Mineração Ltda. has entered into a binding agreement with Rio de Contas Desenvolimentos Minerais 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. In the June 2024 quarter the formal transfer of the Amargosa Tenements to Borborema was processed by the ANM.
4. During the March 2024 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.
5. Borborema entered into an agreement to acquire the exploration permits during the March 2024 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 30 June 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 30 June 2024 A\$'000
Acquisition of the Rio Tinto Amargosa Tenements ¹	11,645	11,052
Exploration activities (including operations personnel)	26,500	14,019
Mining studies	1,000	101
Equipment purchases	1,500	125
Permitting and legal	500	15
Environmental	400	-
Costs of the Offer	4,283	2,430
Working capital ^{2,3}	7,372	5,167
TOTAL	53,200	32,909

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 30 June 2024 includes A\$1.55 million of cash in relation to the acquisition of the Sulista Project, and \$954k FY23 short term incentive bonuses.

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")

30 JUNE 2024

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers		
1.2	Payments for		
	(a) exploration & evaluation	(5,605)	(11,902)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(319)	(1,577)
	(e) administration and corporate costs	(930)	(1,512)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	283	590
1.5	Interest and other costs of finance paid	(1)	(4)
1.6	Income taxes paid		
1.7	Government grants and tax incentives		
1.8	Other (provide details if material)		
1.9	Net cash from / (used in) operating activities	(6,572)	(14,405)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements (<i>Acquisition of the Rio Tinto & Sulista Projects</i>)	-	(12,600)
	(c) property, plant and equipment	(48)	(125)
	(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	-	-

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (6 months) \$A'000
(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)	-	-
2.6 Net cash from / (used in) investing activities	(48)	(12,725)

3. Cash flows from financing activities		
3.1 Proceeds from issues of equity securities (excluding convertible debt securities)	80,000	80,000
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	(3,421)	(4,870)
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)	-	-
3.10 Net cash from / (used in) financing activities	76,579	75,130

4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of period	26,864	48,844
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(6,572)	(14,405)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(48)	(12,725)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	76,579	75,130
4.5 Effect of movement in exchange rates on cash held	2	(19)
4.6 Cash and cash equivalents at end of period	96,825	96,825

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	96,825	26,864
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	96,825	26,864

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	611
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>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.</i>		

7.	Financing facilities <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>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
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		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(6,572)
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)	(6,572)
8.4	Cash and cash equivalents at quarter end (item 4.6)	96,825
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	96,825
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	15
	<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: Not applicable	
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: Not applicable	
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: Not applicable	
	<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: **22 July 2024**

Authorised by: **Managing Director and CEO**