



Peak Rare Earths Limited

ACN 112 546 700

Share Purchase Plan Offer

The SPP Offer closes at 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless varied or extended)

This is an important document and should be read in its entirety.

This document has been prepared by Peak Rare Earths Limited. The SPP Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The SPP Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision about whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

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Key Offer Information

Introduction

Peak Rare Earths Limited (ASX: PEK) (**Peak** or the **Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$30,000 of new fully paid ordinary shares in the Company (**New Shares**) under a share purchase plan on the terms and conditions set out in this document (**SPP Offer**). Participation in the SPP Offer will not incur brokerage costs or transaction costs. This document has been issued by Peak and explains the features of the SPP Offer.

The SPP Offer is conditional upon Shareholder approval being obtained for the purposes of ASX Listing Rule 7.1.

Key dates

Event	Date
Record Date	7.00pm (Sydney time) on Monday, 4 November 2024
Announcement Date	Tuesday, 5 November 2024
SPP Offer Booklet sent to Eligible Shareholders	Thursday, 21 November 2024
SPP Offer opens	
Notice of General Meeting sent to Shareholders	
General Meeting	11.00am (Sydney time) on Friday, 20 December 2024
SPP Offer closes	5.00pm (Sydney time) on Tuesday, 24 December 2024
Issue of New Shares under the SPP Offer	Friday, 3 January 2025
Commencement of trading of New Shares	Monday, 6 January 2025
Despatch of holding statements / confirmation advices for New Shares	Tuesday, 7 January 2025

Note: This timetable is indicative only and subject to change. Peak reserves the right to alter the above dates at any time, including amending the period for the SPP Offer or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the Corporations Act and any other applicable rules.

Defined terms and abbreviations used in this document are set out in **clause 21** of the Terms and Conditions.

Important notices

The SPP Offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the SPP Offer, you should consult your financial or other professional adviser.

If you apply to participate in the SPP Offer, you are accepting the risk that the market price of Shares may change between the date of the SPP Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

Peak recommends that you monitor its announcements and the Share price, which can be found on its website at www.peakrareearth.com and on the ASX website at www.asx.com.au (ASX code: PEK).

Participation in the SPP Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a person in the United States.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Peak with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Further information

Please refer to the announcement made by Peak on Tuesday, 5 November 2024 for further background and information in relation to the SPP Offer.

If you have any questions in relation to the SPP Offer, please call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia), visit the offer website at <https://events.miraqle.com/pek-spp> or consult your financial or other professional adviser.

Letter to Shareholders

Dear Shareholder

Peak Rare Earths Limited Share Purchase Plan Offer

On behalf of the Directors of Peak Rare Earths Limited (**Peak** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's SPP Offer. Under the SPP Offer, you can acquire up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**) at an issue price of \$0.10 per New Share (**Offer Price**), without paying any brokerage or transaction costs.

The Offer Price represents a discount of ~47% to Peak's closing Share price on the ASX on Thursday, 31 October 2024 (being the last day on which Peak Shares traded before the SPP Offer was announced) and a ~45% discount to the 15-day volume weighted average price of Peak Shares up to 31 October 2024 (being the last day on which Peak Shares traded prior to announcement of the SPP Offer).

The Offer Price of New Shares offered under the SPP Offer is the same as the issue price of New Shares offered under the terms of the Company's two-tranche placement to institutional, sophisticated and professional investors announced on 5 November 2024, which received binding commitments for an aggregate of \$6 million (before costs) (**Placement**).

The Shares for the first tranche of the Placement were issued on Monday, 11 November 2024 utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1.

The issue of the Shares for the second tranche of the Placement is subject to Shareholder approval at a meeting expected to be held on Friday, 20 December 2024 (**General Meeting**). Subject to Shareholders approving the issue of those Shares, the Shares for the second tranche of the Placement are expected to be issued on Tuesday, 24 December 2024.

Peak's largest Shareholder, Shenghe Resources (Singapore) Pte Ltd (**Shenghe**), has committed, subject to the receipt of Shareholder approval and any required Chinese regulatory approvals, to top-up its shareholding in the Company to 19.9% through the Placement.

Peak is seeking to raise up to a further \$2 million (before costs) under the SPP Offer. The Company reserves the right to close the SPP Offer early and/or to scale back applications on the basis set out in the Terms and Conditions accompanying this document. Any excess funds will be returned to applicants without interest.

As previously announced, the funds raised under the Placement and SPP will primarily be used to cover transaction costs associated with the finalisation of a proposed investment, funding and development agreement with Shenghe and to progress the Company's Ngualla Project to a Final Investment Decision. Further details of the proposed use of funds are set out in the Company's announcement released to the ASX on Tuesday, 5 November 2024.

The SPP Offer will open on Thursday, 21 November 2024 and will remain open until 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless varied or extended).

Participation in the SPP Offer is optional and is open to shareholders who were registered as holders of Shares at 7.00pm (Sydney time) on Monday, 4 November 2024 and whose registered address is in Australia (and its external territories) or New Zealand.

The SPP Offer is being made subject to Shareholders approving the issue of New Shares pursuant to the SPP Offer for the purposes of ASX Listing Rule 7.1, which approval will be sought at the upcoming General Meeting. Shareholder approval is required for the proposed issue of New Shares under the SPP Offer because ASX Listing Rule 7.2, exception 5 (that would otherwise permit the New Shares to be issued under a share purchase plan without Shareholder approval) is not satisfied in this instance due to the Offer Price being lower than the discount permitted by ASX Listing Rule 7.2, exception 5.

If Shareholder approval is not obtained for the SPP Offer, Eligible Shareholders who applied to acquire New Shares under the SPP Offer will not be issued any New Shares and the Company will refund all application money without interest.

Shenghe's shareholding was 19.85% immediately prior to announcement of the Placement. Following completion of the SPP Offer and subject to the receipt of Shareholder approval and any required Chinese regulatory approvals, Shenghe has committed to subscribe for a further placement in Peak at the Offer Price to offset the dilutionary impact of the SPP Offer and top-up its shareholding in the Company to 19.9% (**Top-Up Placement**). Peak will seek the necessary Shareholder approvals for Shenghe's participation in the Placement and the Top-Up Placement at the General Meeting.

Full details of the SPP Offer and how to participate are contained in the Terms and Conditions, which I encourage you to read and consider carefully.

If you have any questions in relation to the SPP Offer, please call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia) or visit the offer website at <https://events.miraqle.com/pek-spp>. You should consult your financial or other professional adviser when deciding whether or not to participate in the SPP Offer.

Thank you for your continued support of Peak.

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'M' followed by a long horizontal stroke.

Dr Russell Scrimshaw AM

Executive Chairman

Peak Rare Earths Limited

Frequently Asked Questions

This section provides a summary of the key aspects of the SPP Offer. You should read it in conjunction with the Terms and Conditions of the SPP Offer provided in the annexure to this document.

What is the SPP Offer?

This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs (subject to any scale back, see further details below).

New Shares issued under the SPP Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

Peak is seeking to raise up to \$2 million (before costs) under the SPP Offer. Peak may decide to scale back applications under the SPP Offer on the basis set out in the Terms and Conditions. Any excess funds will be returned to applicants without interest.

The issue of New Shares under the SPP Offer is subject to the Company obtaining Shareholder approval.

Why is the SPP Offer subject to Shareholder approval?

The SPP Offer is being made subject to Shareholders approving the issue of New Shares pursuant to the SPP Offer for the purposes of ASX Listing Rule 7.1, which approval will be sought at the upcoming General Meeting. Shareholder approval is required for the proposed issue of those New Shares because ASX Listing Rule 7.2, exception 5 (that would otherwise permit the New Shares to be issued under a share purchase plan without Shareholder approval) is not satisfied in this instance due to the Offer Price being lower than the discount permitted by ASX Listing Rule 7.2, exception 5.

If Shareholder approval is not obtained for the SPP Offer, Eligible Shareholders who applied to acquire New Shares under the SPP Offer will not be issued any New Shares and the Company will refund all application money without interest.

What is the purpose of the SPP Offer?

The funds raised under the SPP Offer will primarily be used to cover transaction costs associated with the finalisation of a proposed investment, funding and development agreement with Shenghe and to progress the Company's Ngualla Project to a Final Investment Decision. Further details of the proposed use of funds are set out in the Company's announcement released to the ASX on Tuesday, 5 November 2024.

Who is eligible to participate in the SPP Offer?

Shareholders with a registered address in either Australia (or its external territories) or New Zealand as at 7.00pm (Sydney time) on Monday, 4 November 2024 are eligible to participate in the SPP Offer, provided that such shareholder is not in the United States and is not, or is not acting for the account or benefit of, a person in the United States.

Do I have to participate in the SPP Offer?	<p>No. Participation is voluntary.</p> <p>Before making a decision whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.</p> <p>If you do not wish to participate in the SPP Offer, you do not need to do anything, and the SPP Offer will lapse at 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless varied or extended).</p>
Can a third party participate in the SPP Offer in my place?	<p>No. The SPP Offer is non-renounceable and cannot be transferred.</p>
How much can I invest under the SPP Offer?	<p>The maximum investment under the SPP Offer is \$30,000. You may apply to purchase a parcel of \$1,000, \$2,000, \$5,000, \$10,000, \$20,000 or \$30,000 worth of New Shares.</p> <p>If Peak receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, Peak may either:</p> <ul style="list-style-type: none"> • reject the application and refund, in full, any application monies (without interest); or • round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).
Is there an oversubscription or scale back policy?	<p>Peak is seeking to raise up to a maximum of \$2 million under the SPP Offer.</p> <p>In the event that Peak receives valid applications under the SPP Offer in excess of \$2 million, Peak reserves the right to scale back the number of New Shares issued under the SPP Offer, in its absolute discretion.</p> <p>To the extent Peak determines to scale back the number of New Shares that will be issued under the SPP Offer, Peak intends to do so having regard to the pro rata shareholding of Eligible Shareholders (as at the Record Date) who have applied for New Shares (subject to any minimum dollar allocation determined by Peak in its absolute discretion). However, Peak is not required to conduct a scale back in this way and may scale back the number of New Shares in any manner in its absolute discretion.</p> <p>In the event of a scale back, you may be issued New Shares to a value that is less than the value of New Shares you applied for. The balance of any application money that is not applied to acquire New Shares will be refunded to you without interest.</p>
How will refunds be made?	<p>Any application money refunded by Peak will be paid by cheque or direct credit (the payment method will be determined by Peak in its absolute discretion) in Australian dollars.</p> <p>By applying for New Shares, each shareholder authorises Peak to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Share Registry's records if Peak should elect to pay in this manner.</p> <p>Refunds will be made as soon as practicable after the SPP Offer closing date.</p>

What is the issue price of New Shares under the SPP Offer?

The Offer Price is \$0.10 per New Share, representing a discount of ~47% to Peak's closing Share price on the ASX on Thursday, 31 October 2024 (being the last day on which Peak Shares traded before the SPP Offer was announced).

The Offer Price also represents a ~45% discount to the 15-day volume weighted average price of Peak Shares up to 31 October 2024 (being the last day on which Peak Shares traded prior to announcement of the SPP Offer).

The Offer Price was determined by the Company in consultation with the lead manager in connection with the placement to institutional, sophisticated and professional investors announced on Tuesday, 5 November 2024 (**Placement**).

There is a risk that the market price of Shares may rise or fall between the date of this document and the time of issue of the New Shares under the SPP Offer. This means that the price you pay for the New Shares issued to you under the SPP Offer may be less than or exceed the market price of Shares on the Allotment Date.

Consequently, it is possible that, between the time you make your application and up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price.

Accordingly, you should monitor Peak's announcements and its share price, which can be found on its website at www.peakrareearth.com and on the ASX website at www.asx.com.au (ASX code: PEK).

You should be aware that your application, once made, is unconditional and cannot be withdrawn even if the market price of Shares is less than the Offer Price.

How do I apply for New Shares under the SPP Offer?

If you wish to participate in the SPP Offer, you should visit the offer website at <https://events.miracle.com/pek-spp> for payment details and to obtain your personalised Application Form.

Option 1

To pay via BPAY® you will need to:

Pay via
BPAY®¹

- be an account holder with an Australian financial institution;
- use the personalised BPAY® reference number shown on your Application Form; and
- ensure that your payment is received by the Share Registry before 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless varied or extended).

You can only make payment via BPAY® if you are the holder of an account with an Australian branch of a financial institution that supports BPAY® transactions.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY®.

Option 2

To pay via electronic funds transfer (EFT) you will need to:

Pay via
EFT

- follow the instructions on your Application Form; and
- ensure that your payment is received by the Share Registry before 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless varied or extended).

If you are an Eligible Shareholder in New Zealand, you are encouraged to pay via EFT.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via EFT.

If you submit a BPAY® payment or make an EFT, you do not need to return your Application Form but you will be taken to have made the statements and certifications on the Application Form. However, Custodians must provide a custodian schedule to the Share Registry.

Eligible Shareholders who are not able to pay by BPAY® or EFT should call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia) or visit the offer website at <https://events.miracle.com/pek-spp> for alternative payment options.

If you are a Custodian, please call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia) or contact the Share Registry by email at capitalmarkets@linkmarketservices.com.au to obtain more information on how to apply and the form of custodian schedule to be given.

If you submit a BPAY® payment or pay by EFT, you certify that:

- you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf

	<p>under the SPP Offer or any similar Peak arrangement in the 12 months prior to your application, exceeds \$30,000; or</p> <ul style="list-style-type: none"> • if you are a Custodian, you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar Peak arrangement in the 12 months prior to your application, exceeds \$30,000.
Are there any other terms and conditions attached to the SPP Offer?	The terms and conditions relating to the SPP Offer are set out in full from page 11 of this document onwards. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the SPP Offer. Shareholders accepting the SPP Offer will also be bound by the constitution of the Company.
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is \$30,000. If you receive more than one offer (eg. due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those offers. For example, you may apply for one maximum parcel of \$30,000 for one holding or, alternatively, apply for parcels of New Shares across multiple holdings so long as the aggregate total amount applied for across those holdings does not exceed \$30,000.
How many New Shares will I receive?	<p>You may apply for a parcel of New Shares with one of the application amounts set out in clause 6 of the Terms and Conditions.</p> <p>In the absence of a scale back, the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of Shares.</p>
When will I receive my New Shares?	Subject to the Company varying the indicative timetable, New Shares will be allotted on the Allotment Date (Friday, 3 January 2025) and holding statements will be despatched on Tuesday, 7 January 2025.
When can I trade allocated New Shares?	You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP Offer.
Is the SPP Offer underwritten?	<p>No, the SPP Offer is not underwritten.</p> <p>Subject to the ASX Listing Rules (including ASX Listing Rule 7.1), to the extent that there is a shortfall in the subscription of New Shares under the SPP Offer (Shortfall), the Directors reserve the right to issue the New Shares that comprise the Shortfall to institutional, sophisticated and professional investors at their absolute discretion.</p>

¹ © Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY® unless they have an Australian bank account.

What are the risks associated with the Company?

There are a number of factors which may affect the development, future operation and financial performance and/or financial position of Peak, its prospects, and/or the value of the New Shares. Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or its management. There may be additional risks (including financial and taxation risks) that investors should consider in light of their own personal circumstances. Potential investors should consider an investment in New Shares as speculative and should consult their professional adviser before deciding whether to invest.

Terms and Conditions

1. SPP Offer

The SPP Offer entitles Eligible Shareholders of Peak to apply to purchase up to \$30,000 worth of Shares through this share purchase plan.

2. Eligibility to participate

2.1. You are eligible to participate in the SPP Offer if you were a registered holder of Shares at 7.00pm (Sydney time) on Monday, 4 November 2024 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand (or as otherwise determined by the Board, taking into account disclosure requirements in the relevant jurisdiction), unless:

2.1.1. you hold Shares on behalf of another person who resides outside Australia (or its external territories) or New Zealand (or as otherwise determined by the Directors, taking into account disclosure requirements in the relevant jurisdiction); or

2.1.2. you are, or are acting for the account or benefit of, a person in the United States.

2.2. Peak has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (or its external territories) or New Zealand to participate in the SPP Offer.

2.3. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those holdings.

2.4. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(I)** by one joint holder will be effective in respect of the other joint holder(s).

2.5. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.

2.6. The Company has obtained a waiver from ASX to permit Directors who are Eligible Shareholders to participate in the SPP Offer without Shareholder approval under ASX Listing Rule 10.11 on the following conditions:

- (a) Shareholders approve the SPP Offer;
- (b) Directors and their associates participate in the SPP Offer on the same terms as other Shareholders; and
- (c) Directors and their associates will not be scaled back more favourably than any other holder of a marketable parcel.

Any other person to whom ASX Listing Rule 10.11 applies will not be eligible to participate in the SPP Offer unless Shareholder approval is obtained or ASX grants a waiver of that rule. The Company is not intending to seek Shareholder approval or any ASX waiver in respect of such persons.

3. Rights to apply for New Shares are non-renounceable

If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4. Offer Price

- 4.1. The Offer Price for each New Share under the SPP Offer is \$0.10.
- 4.2. The Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer period.
- 4.3. You should be aware that the future market price of Shares is uncertain and may rise or fall. This means the price you pay for New Shares under the SPP Offer may be higher or lower than the price of Shares trading on the ASX at the time New Shares are issued to you under the SPP Offer.

5. Timing

- 5.1. The SPP Offer opens on Thursday, 21 November 2024 and closes at 5.00pm (Sydney time) on Tuesday, 24 December 2024, unless varied or extended. Unless the closing date is varied or extended, and subject to Shareholders approving the SPP Offer, Peak proposes to allot New Shares on Friday, 3 January 2025 and send confirmations to shareholders on Tuesday, 7 January 2025.
- 5.2. Peak reserves the right to vary or extend the SPP Offer or the proposed Allotment Date at any time by making an announcement to ASX.

6. Applying for New Shares

- 6.1. Eligible Shareholders may apply for New Shares in parcels valued at \$1,000, \$2,000, \$5,000, \$10,000, \$20,000 or \$30,000.
- 6.2. The number of New Shares you will receive, at each of the available parcels, is set out in the table below (assuming applications are not scaled-back). Where applicable, the number of New Shares for each parcel has been rounded down to the nearest whole number.

Application amount	Number of New Shares applied for under the SPP Offer
\$1,000	10,000
\$2,000	20,000
\$5,000	50,000
\$10,000	100,000
\$20,000	200,000
\$30,000	300,000

- 6.3. You may not apply for more than \$30,000 of New Shares in aggregate under the SPP Offer, even though you may receive more than one offer, or offers in more than one capacity (eg. due to multiple registered holdings), under the SPP Offer.
- 6.4. If Peak receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, Peak may (in its absolute discretion) either:

- (a) reject the application and refund, in full, any application monies (without interest); or
 - (b) round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).
- 6.5. If you wish to apply for New Shares under the SPP Offer you should visit the offer website at <https://events.miraqle.com/pek-spp> for payment details and to obtain your personalised Application Form. You will need to either:
- (a) make a payment for the appropriate amount via BPAY® (noting that New Zealand based shareholders cannot apply using BPAY® unless they have an Australian bank account) or via EFT, for Eligible Shareholders in New Zealand or Eligible Shareholders in Australia who wish to pay via EFT, in accordance with the instructions on the Application Form. Please ensure that your payment is received before 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless that date is varied or extended); or
 - (b) call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia) or visit the offer website at <https://events.miraqle.com/pek-spp> for alternative payment options, and ensure that your payment is received before 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless that date is varied or extended).

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® or EFT are received in time.

- 6.6. Cash and cheque payment will not be accepted. Receipts for payment will not be issued.
- 6.7. Funds paid via BPAY® or EFT must be received by the Share Registry by 5.00pm (Sydney time) on Tuesday, 24 December 2024 (unless that date is varied or extended). Peak reserves the right, but is not obligated, to accept applications for New Shares that are received after that time. If your payment does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.
- 6.8. If your Application Form is incomplete, contains errors or is otherwise invalid or defective, Peak may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you as soon as practicable after the close of the SPP Offer. No interest will be paid on any refunded money.
- 6.9. You cannot withdraw or revoke your application once you have paid via BPAY® or EFT.

7. Effect of making an application

- 7.1. If you submit a BPAY® payment or pay by EFT or another accepted application method:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder and are eligible to participate in the SPP Offer, you have read and understood these Terms and Conditions and you subscribe for New Shares subject to and in accordance with these Terms and Conditions;

- (b) you authorise Peak to correct or amend your application as contemplated by **clause 6.8**;
- (c) you acknowledge the risk that the market price of Shares may rise or fall between the date of the SPP Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed or be less than the market price of the Shares on the Allotment Date;
- (d) you agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of Shares is less than the Offer Price);
- (e) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
- (f) if your payment does not clear, you acknowledge that your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred;
- (g) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
- (h) you represent and warrant that you are not a person in the United States, and are not applying under the SPP Offer for or on behalf of a person in the United States;
- (i) you represent and warrant that you have not sent and will not send any materials relating to the SPP Offer to any person: (i) in the United States or that is acting for the account or benefit of a person in the United States; or (ii) outside Australia (and its external territories) and New Zealand;
- (j) you acknowledge that you have not been provided with investment advice or financial product advice by Peak or the Share Registry;
- (k) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are making an application is resident in Australia (or its external territories) or New Zealand, and you have not sent and will not send, this document or any information related to the SPP Offer to any person in the United States or elsewhere outside Australia and New Zealand; and
- (l) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the SPP Offer or any similar Peak arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

7.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date, you hold Shares on behalf of one or more beneficiaries (directly or indirectly) who are resident in Australia or New Zealand, and that those beneficiaries have been provided with a copy of this document and instructed you (or an interposed Custodian on their behalf) to apply for New Shares;

- (b) details of the number of beneficiaries who have instructed you (or an interposed Custodian on their behalf) to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf (directly or indirectly) and the number (or dollar amount) of New Shares they have instructed you (or an interposed Custodian on their behalf) to apply for are correct;
- (c) if you hold Shares on behalf of a beneficiary indirectly through one or more interposed Custodians, that the details of the names and addresses of each interposed Custodian are correct;
- (d) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar Peak arrangement in the 12 months prior to your application, exceeds \$30,000; and
- (e) that you:
 - (i) hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in the Instrument); or
 - (ii) do not hold an Australian financial services licence for the provision of a custodial or depositary service as described in the Instrument and are exempt from the requirement to hold such a licence; or
 - (iii) otherwise meet the definition of Custodian in the Instrument.

7.3. Custodians wishing to participate on behalf of one or more beneficiaries should call the Share Registry from 8.30am to 7.30pm (Sydney time) Monday to Friday on 1300 721 265 (callers within Australia) or +61 1300 721 265 (callers outside Australia) or visit the offer website at <https://events.miracle.com/pek-spp> to obtain more information on how to apply and the form of custodian schedule to be given. The completed custodian schedule must be emailed to capitalmarkets@linkmarketservices.com.au.

7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.3** apply.

8. Rights attached to the New Shares

New Shares issued under the SPP Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. Peak will apply for the New Shares to be quoted on ASX.

9. Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

10. Right to scale back entitlements

10.1. Peak is seeking to raise up to a maximum \$2 million under the SPP Offer.

10.2. Peak reserves the right to scale back your entitlement to acquire New Shares under the SPP Offer. If this occurs, excess funds will be returned to applicants without interest.

- 10.3. To the extent Peak determines to scale back the number of New Shares that will be issued under the SPP Offer, Peak intends to do so having regard to the pro rata shareholding of Eligible Shareholders (as at the Record Date) who have applied for New Shares (subject to any minimum dollar allocation determined by Peak in its absolute discretion). However, Peak is not required to conduct a scale back in this way and may scale back the number of New Shares in any manner in its absolute discretion.
- 10.4. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.
- 10.5. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.

11. Shareholder approval

- 11.1. The issue of New Shares under the SPP Offer is subject to Peak obtaining Shareholder approval. The Company has or will shortly dispatch a notice of meeting to its Shareholders and convene a Shareholder meeting to be held on Friday, 20 December 2024, at which the requisite Shareholder approval will be sought.
- 11.2. If Shareholder approval is not obtained, Eligible Shareholders who applied to acquire New Shares under the SPP Offer will not be issued with New Shares and Peak will refund all application money without interest.

12. Refunds

- 12.1. Refunds under the SPP Offer may be paid under various circumstances. For example, if applications are made incorrectly, the entire payment may be refunded, or if allocations are scaled back, a partial refund may be made.
- 12.2. If a refund is made, payment will be made to you, as soon as is practicable after the SPP Offer closes:
 - (a) by direct credit to your nominated account (as recorded on the Share register); or
 - (b) by cheque mailed to your address as shown on the Share register.
- 12.3. You will not receive any interest on funds refunded to you.
- 12.4. Any refund made to you is despatched at your risk.

13. United States

- 13.1. Participation in the SPP Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. Participation in the SPP Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 13.2. This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws.

13.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a person in the United States. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY® or EFT or otherwise in respect of the purchase of New Shares under the SPP Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

14. New Zealand

14.1. The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Peak with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

14.2. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

15. Dispute resolution

Peak reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP Offer. Peak's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

16. Waiver, amendment, suspension and termination

16.1. Peak may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, suspend, withdraw or terminate the SPP Offer or close the SPP Offer early at any time. Any such waiver, amendment, variation, suspension, withdrawal, termination or early closure will be binding on all Eligible Shareholders even where Peak does not notify you of the event.

16.2. Peak is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

17. ASIC relief

17.1. The SPP Offer is made in accordance with the Instrument. The Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the SPP Offer, subject to certain terms and conditions.

17.2. In accordance with the terms of the Instrument, Peak has given a notice to ASX that complies with the Instrument.

18. Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.

19. Binding terms

By accepting the offer to purchase New Shares under the SPP Offer, you agree to be bound by these Terms and Conditions and the constitution of Peak.

20. Underwriting

The SPP Offer is not underwritten.

Subject to the ASX Listing Rules (including ASX Listing Rule 7.1), to the extent that there is a shortfall in the subscription of New Shares under the SPP Offer (**Shortfall**), the Directors reserve the right to issue the New Shares that comprise the Shortfall to institutional, sophisticated and professional investors at their absolute discretion.

21. Definitions

In this document the following terms have these meanings:

\$	Australian dollars.
Allotment Date	The date the New Shares are allotted, expected to be Friday, 3 January 2025.
Application Form	The application form which accompanies this document.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	The listing rules published by the ASX as amended or replaced from time to time.
Corporations Act	<i>The Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Instrument.
Directors	The directors of Peak.
EFT	Electronic funds transfer.
Eligible Shareholder	A person who is eligible to participate in the SPP Offer in accordance with clause 2 of the Terms and Conditions.
General Meeting	The meeting of Shareholders expected to be held on Friday, 20 December 2024.
Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
New Shares	A fully paid ordinary share in Peak offered in the SPP Offer.
Offer Price	\$0.10 per New Share.
Peak or the Company	Peak Rare Earths Limited ACN 112 546 700.
Placement	The Company's placement to institutional, sophisticated and professional investors announced to the ASX on Tuesday, 5 November 2024.
Record Date	The record date for the SPP Offer being 7.00pm (Sydney time) on Monday, 4 November 2024.
Share	A fully paid ordinary share in Peak.
Share Registry	Link Market Services Limited ABN 54 083 214 537.
Shareholder	A holder of one or more Shares.

SPP Offer	The offer of New Shares under a share purchase plan on the terms and conditions set out in this document.
Terms and Conditions	The terms and conditions of the SPP Offer set out on page 11 of this document onwards.
US Securities Act	The US Securities Act of 1933, as amended.