

Announcement Summary

Entity name

AUSTRALIAN RARE EARTHS LIMITED

Announcement Type

New announcement

Date of this announcement

25/3/2025

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unlisted Option @ \$0.10 EXP 30/3/2029	26,498,288
AR3	ORDINARY FULLY PAID	52,996,576

Ex date

27/3/2025

+Record date

28/3/2025

Offer closing date

14/4/2025

Issue date

22/4/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

AUSTRALIAN RARE EARTHS LIMITED

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

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

1.2 Registered Number Type

ACN

Registration Number

632645302

1.3 ASX issuer code

AR3

1.4 The announcement is

New announcement

1.5 Date of this announcement

25/3/2025

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

AR3 : ORDINARY FULLY PAID

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

Existing class

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

Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

AR3 : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

3

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

52,996,576

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.06800

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

Eligible Shareholders may apply for Additional Shares. If you apply for Additional Shares, there is no guarantee that you will be allocated any Additional Shares. Additional Shares will only be allocated to Eligible Shareholders:

- ¿ if there are Shortfall Shares available; and
- ¿ subject to the Corporations Act, Listing Rules and other applicable laws and regulations.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If Eligible Shareholders apply for more Additional Shares than there are Shortfall Shares available, the Company may scale back allocations. AR3 will scale back applications for Additional Shares, in its absolute discretion, which may include:

- ¿ having regard to the pro rata Entitlement of Eligible Shareholders who apply for Additional Shares; and
- ¿ to ensure compliance with the ASX Listing Rules, the Corporations Act and all other applicable laws.

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

Yes

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

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)**

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Unlisted Option @ \$0.10 EXP 30/3/2029

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

26,498,288

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.10000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Eligible Shareholders may apply for Additional Shares. If you apply for Additional Shares, there is no guarantee that you will be allocated any Additional Shares. Additional Shares will only be allocated to Eligible Shareholders:

- ⌚ if there are Shortfall Shares available; and
- ⌚ subject to the Corporations Act, Listing Rules and other applicable laws and regulations.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If Eligible Shareholders apply for more Additional Shares than there are Shortfall Shares available, the Company may scale back allocations. AR3 will scale back applications for Additional Shares, in its absolute discretion, which may include:

- ⌚ having regard to the pro rata Entitlement of Eligible Shareholders who apply for Additional Shares; and
- ⌚ to ensure compliance with the ASX Listing Rules, the Corporations Act and all other applicable laws.

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1000

Expiry date

30/3/2029

Details of the type of +security that will be issued if the option is exercised

Other

Description

Unlisted Option @ \$0.10 EXP 30/3/2029

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

www.ar3.com.au/announcements

Part 3C - Timetable

3C.1 +Record date

28/3/2025

3C.2 Ex date

27/3/2025

3C.4 Record date

28/3/2025

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

31/3/2025

3C.6 Offer closing date

14/4/2025

3C.7 Last day to extend the offer closing date

9/4/2025

3C.9 Trading in new +securities commences on a deferred settlement basis

15/4/2025

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

22/4/2025



3C.12 Date trading starts on a normal T+2 basis

23/4/2025

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

28/4/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

No

3E.2 Is the proposed offer to be underwritten?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Funds raised under the Offer will be used:

- ¿ to fund uranium exploration;
- ¿ to progress the development of the Koppamurra rare earths project;
- ¿ in support business development activities; and
- ¿ for general corporate activity and general working capital.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Japan, Hong Kong, Finland

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.ar3.com.au/announcements

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

