



16 April 2025

Ionic Rare Earths Limited
ABN 84 083 646 477

Notice of General Meeting and Explanatory Memorandum

Date of Meeting

Friday, 16 May 2025

Time of Meeting

10.00am (Melbourne time)

Place of Meeting

Baker McKenzie
Level 19, 181 William Street
Melbourne

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.



Ionic Rare Earths Limited

ABN 84 083 646 477

Notice of General Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of Ionic Rare Earths Limited ABN 84 083 646 477 (**Company**) will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne on Friday 16 May 2025 at 10.00am (Melbourne time) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

1. Resolution 1 – Ratification of prior issue – Placement Shares and Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 206,857,136 Shares and 103,428,574 Options under the Placement on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2 – Ratification of prior issue – Share Purchase Plan Shares and Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 109,379,876 Shares and 54,589,969 Options under the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3 – Approval to issue Placement Shares and Options to Mr Brett Lynch

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,857,142 Shares and 6,428,571 Options to Mr Brett Lynch or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

4. Resolution 4 – Approval to issue Placement Shares and Options to Mr Tim Harrison

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,571,428 Shares and 4,285,714 Options to Mr Tim Harrison or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

5. Resolution 5 – Approval to issue Placement Shares and Options to Mr Maxwell McGarvie

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,285,714 Shares and 1,142,857 Options to Mr Maxwell McGarvie or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

6. Resolution 6 – Approval to issue Placement Shares and Options to Mr Sufian Ahmad

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,857,142 Shares and 1,428,571 Options to Mr Sufian Ahmad or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

7. Resolution 7 – Approval to grant Performance Rights to Mr Tim Harrison

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 40,000,000 Performance Rights to Mr Tim Harrison or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

8. Resolution 8 – Approval to grant Performance Rights to Mr Brett Lynch

"That, for the purposes of Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 40,000,000 Performance Rights to Mr Brett Lynch or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

By order of the Board

Mark Licciardo
Company Secretary

Dated: 16 April 2025

How to vote

Voting on all proposed Resolutions at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, in person, by post, by email or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
- Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made.
- Proxies must be received by **10.00am (Melbourne time) on Wednesday, 14 May 2025**, being not less than 48 hours prior to the commencement of the Meeting. Proxies received after this time will be invalid. Proxies may be lodged using any of the following methods:
 - **Online:** www.investorvote.com.au
 - **By mail:**
Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne, Victoria 3001
Australia
 - **By facsimile:**
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

- **By mobile:**
Scan the QR Code on your proxy form and follow the prompts
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

For all enquiries call 1300 850 505 (inside Australia) or +61 3 9415 4000 (outside Australia).

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at **7.00pm (Melbourne time) on Wednesday, 14 May 2025**.

Voting Exclusion statements

The Company will disregard any votes cast in favour of the following resolutions by or on behalf of the following persons or an associate of that person (or those persons):

- Resolution 1 – A person who participated in the issue the subject of the resolution
- Resolution 2 – A person who participated in the issue the subject of the resolution
- Resolution 3 – Brett Lynch or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)
- Resolution 4 – Tim Harrison or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)
- Resolution 5 – Maxwell McGarvie or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)
- Resolution 6 – Sufian Ahmad or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)
- Resolution 7 – Tim Harrison or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)
- Resolution 8 – Brett Lynch or his nominee(s) and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the resolution (except a benefit solely by reason of being a Shareholder)

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

Ionic Rare Earths Limited

ABN 84 083 646 477

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Background to Resolutions 1 to 6

Placement and SPP

As announced on 26 November 2024, the Company received firm commitments from sophisticated investors to raise approximately \$1.65 million (before costs) through the issue of 235,714,282 Shares at an issue price of \$0.007 per Share. Under the Placement, each investor is entitled to receive 1 unlisted option for every 2 Shares issued, each with an exercise price of \$0.011 and a 3-year term (expiring on 15 December 2027) (**Placement Option**).

On 2 and 3 December 2024 the Company issued 206,857,136 Placement Shares and 103,428,574 Placement Options utilising the Company's existing placement capacity pursuant to Listing Rule 7.1. As part of the Placement, in aggregate, the Directors seek Shareholder approval to subscribe for \$186,000 under the Placement (representing 26,571,426 Placement Shares and 13,285,713 Placement Options).

In addition to the Placement, the Company is undertaking a share purchase plan to raise \$500,000 (before costs) (**SPP**). Under the SPP, eligible shareholders may apply for up to \$30,000 worth of Shares at the same price as the Placement (**SPP Shares**). Under the SPP, each shareholder is entitled to receive 1 unlisted option for every 2 SPP Shares subscribed for, each with an exercise price of \$0.011 and a 3-year term (expiring on 15 December 2027) (**SPP Option**).

Shares and options issued under the SPP do not satisfy the requirements of ASX Listing Rule 7.2 Exception 5 and therefore up to 109,379,876 shares and 54,589,969 options will be issued utilising the Company's existing placement capacity pursuant to Listing Rule 7.1.

The funds raised under the Placement and SPP (and upon the exercise of Options) will be used to support the activity underway on financing Ionic Technologies Belfast magnet recycling Project, advancing the Brazilian rare earth refining and recycling JV ("Viridion"), satisfy ongoing tenement standing at Makuutu, provide working capital, as well as to meet the costs of the Placement and SPP.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares and Options under the Placement (excluding the issue of shares and options to Directors).

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares and Options under the SPP.

Resolutions 3 to 6 seek Shareholder approval for the issue of Shares and Options under the Placement to the Directors, Mr Brett Lynch, Mr Tim Harrison, Mr Maxwell McGarvie and Mr Sufian Ahmad.

The Company engaged the services of MST Financial Services Pty Limited and GBA Capital Pty Ltd as the joint lead managers and bookrunners to the Placement (**Joint Lead Managers**) on a best endeavour basis. In consideration for the lead manager services, the Company agreed to pay the Joint Lead Managers a fee equal to 6% of the Placement proceeds.

Resolution 1 – Ratification of prior issue – Placement Shares and Options

Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 (provided that the issue or agreement did not breach Listing Rule 7.1).

By ratifying the issue of shares and options under the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior shareholder approval.

Accordingly, the Company is seeking shareholder ratification pursuant to Listing Rule 7.4 for the issue of shares and options under the Placement the subject of Resolution 1.

Technical information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, the Shares and Options under the Placement will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 1 is not passed, the Shares and Options, will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the 206,857,136 Placement Shares and 103,428,574 Options were issued to existing sophisticated investors identified by the Joint Lead Managers. None of the investors are material investors for the purposes of ASX Guidance Note 21;
- (b) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Placement Options will be exercisable at \$0.011 with an expiry date of 15 December 2027 (and are issued on the terms and conditions as set out in the SPP Prospectus);
- (d) the Placement Shares and Options were issued by the Company on 2 and 3 December 2024;
- (e) the issue price per Share under the Placement was \$0.007 and the issue price of the Options was nil as they were issued with the Shares on a 1 for 2 basis;
- (f) the funds raised from the issue of the Placement Shares and on the exercise of the Options will be used to support the activity underway on financing Ionic Technologies Belfast magnet recycling Project, advancing the Brazilian rare earth refining and recycling JV ("Viridion"), satisfy ongoing tenement standing at Makuutu, provide working capital, as well as to meet the costs of the Placement and SPP;
- (g) the Placement Shares were issued under confirmation letters containing customary terms including the issue price, timetable and confirmation that each investor is a professional and sophisticated investor and otherwise in connection with the Joint Lead Manager Mandate, a summary of which is set out above under the heading Joint Lead Manager Mandate;
- (h) the Placement Options are not being issued under an agreement; and
- (i) a voting exclusion statement is included in relation to this resolution.

Resolution 2 – Ratification of prior issue – Share Purchase Plan Shares and SPP Options

Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 (provided that the issue or agreement did not breach Listing Rule 7.1).

By ratifying the issue of shares and options under the SPP, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior shareholder approval.

Accordingly, the Company is seeking shareholder ratification pursuant to Listing Rule 7.4 for the issue of shares and options under the SPP the subject of Resolution 2.

Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the shares and options under the SPP will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 2 is not passed, the shares and options under the SPP, will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the 109,379,876 SPP Shares and 54,689,969 Options were issued to existing sophisticated investors identified by the Joint Lead Managers. None of the investors are material investors for the purposes of ASX Guidance Note 21;
- (b) the SPP Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the SPP Options will be exercisable at \$0.011 with an expiry date of 15 December 2027 (and are issued on the terms and conditions as set out in the SPP Prospectus);
- (d) the SPP Shares and Options were issued by the Company on 23 December 2024;
- (e) the issue price per Share under the SPP was \$0.007 (the same price as the Placement) and the issue price of the Options was nil as they were issued with the Shares on a 1 for 2 basis;
- (f) the funds raised from the issue of the SPP Shares will allow the Company to support the activity underway on financing Ionic Technologies Belfast magnet recycling Project, advancing the Brazilian rare earth refining and recycling JV ("Viridion"), satisfy ongoing tenement standing at Makuutu, provide working capital, as well as to meet the costs of the Placement and SPP;
- (g) the SPP Shares and Options were issued pursuant to the terms and conditions of the SPP prospectus dated 29 November 2024; and
- (h) a voting exclusion statement is included in this resolution.

Resolutions 3 to 6 – Approval to issue Shares and Options to Directors under the Placement

The Company has received firm commitments from the Directors, Mr Brett Lynch, Mr Tim Harrison, Mr Maxwell McGarvie and Mr Sufian Ahmad for an aggregate amount of \$186,000 to participate in the Placement on the same terms as unrelated participants in the Placement.

Accordingly, the Company is seeking Shareholder approval to issue 26,571,426 Placement Shares and 13,285,713 Placement Options as set out in the table below.

It is proposed to issue the options on the terms and conditions set out in Annexure A.

If Resolutions 3 to 6 are passed, the Company will receive an aggregate of \$186,000.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to the Directors and other specified persons unless it obtains the approval of its shareholders.

The issuing of the shares and options to the Directors under the Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Resolutions 3 to 6 seek Shareholder approval for the issuing of the shares and options to the Directors under the Placement under and for the purposes of Listing Rule 10.11.

Technical information required by Listing Rule 14.1A

If Resolutions 3 to 6 are passed, the shares and options will be issued to the Directors and will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 3 to 6 are not passed, the shares and options will not be issued to the Directors and the Company may need to amend its proposed activities or seek alternative funding arrangements.

Resolutions 3, 4, 5 and 6 operate independently and the passing (or not) of one of these resolutions is not related to passing of the other resolutions.

Technical information required by Listing Rule 10.13 – Resolutions 3 to 6

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 3 to 6:

	Resolution 3	Resolution 4	Resolution 5	Resolution 6
Party	Mr Brett Lynch	Mr Tim Harrison	Mr Maxwell McGarvie	Mr Sufian Ahmad
Relationship	In each case, a Director of the Company and, therefore, a person falling within the category set out in Listing Rule 10.11.1.			
Shares	12,857,142	8,571,428	2,285,714	2,857,142
Options	6,428,571	4,285,714	1,142,857	1,428,571
Terms	The material terms of the Options are detailed in the SPP Prospectus. Shares issued in the Placement and upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.			
Date of issue	The Shares and Options the subject of Resolutions 3 to 6 are proposed to be issued as soon as practicable and in any event no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).			

Consideration	The Shares will be issued for \$0.007 per Share, being the same issue price as the Placement. The Company will receive approximately \$186,000 for the issue of the Shares. No funds will be raised upon the issue of Options as they will be issued for nil consideration. Funds will be raised upon the exercise of Options and will be used to progress the Company's activities and for working capital purposes at that time.
Material terms of agreement	The Directors are proposing to participate in the capital raise on the same terms as other Placement participants.
Purpose	The funds raised from the issue of Shares (and upon the exercise of Options) will be used to support the activity underway on financing Ionic Technologies Belfast magnet recycling Project, advancing the Brazilian rare earth refining and recycling JV ("Viridion"), satisfy ongoing tenement standing at Makuutu, provide working capital, as well as to meet the costs of the Placement and SPP.

Resolutions 7 and 8 – Approval to issue Performance Rights to Mr Tim Harrison and Mr Brett Lynch

Shareholder approval is being sought for the proposed issue of 40,000,000 Performance Rights to each of:

- (a) Mr Tim Harrison (or his nominee(s)), in accordance with Resolution 7; and
- (b) Mr Brett Lynch (or his nominee(s)), in accordance with Resolution 8,

under Listing Rule 10.11.1 as a consequence of them also being Directors.

Shareholder approval is also being sought in accordance with section 208 of the Corporations Act which relates to the need to obtain shareholder approval to give a financial benefit to a director in the absence of an applicable exception.

It is proposed to issue the Performance Rights on the terms and conditions set out in Annexure B. The issue price of the Performance Rights will be nil, accordingly no funds will be raised from the issue.

Under the Company's current circumstances, the Directors consider that the grant of Performance Rights to each of Mr Harrison and Mr Lynch represents a cost effective way for the Company to remunerate them. In an effort to reduce the cash burn of the Company, both directors have offered to reduce fees from \$35,000 per month to \$25,000 per month effective from 1 March 2025 (being a total fee reduction in each case of \$100,000 in aggregate over this 10 month period). This has the effect of reducing their total fixed remuneration for each of them from \$420,000 per annum to \$300,000 per annum, with both contracts finishing 31 December 2025.

To offset the lower fixed remuneration, the Performance Rights are proposed to be issued, aligning results based success with that of shareholders and to motivate and reward their performance to achieve the Company's current objectives. Accordingly, the Performance Rights are not guaranteed to vest and represent at risk potential remuneration.

The Company has obtained an accounting valuation of the Performance Rights under AASB 2 which values each Performance Right at \$0.0064 namely \$256,000 in aggregate for each of Mr Harrison and Mr Lynch. The key assumption underpinning the valuation is a risk-free rate of 3.86%. The valuation under AASB 2 does not take into account the genuine risk of the Performance Rights not achieving the demanding and strategically important vesting conditions. The valuation does not take into account the possibility of the Performance Rights expiring early due to the Holder not being an employee or a director of the Company.

The directors (other than Mr Harrison and Mr Lynch) believe that award of Performance Rights, offsetting cash costs incurred by the Company represents a fair at-risk incentive for activities critical to the success of the Company. Accordingly they recommend that shareholders vote in favour of Resolutions 7 and 8 (noting that they do not have an interest in the outcome of the resolutions). Due to a conflict of interest, Mr Harrison and Mr Lynch do not make a recommendation to shareholders in relation to the resolutions.

The Performance Rights will vest as follows (**Vesting Conditions**):

Tranche	Milestones	Milestone expiry date	Quantum
1	The Company announces to ASX that it has received UK Government funding of £5m or greater, prorated up to £10m, for commercialisation in magnet recycling in its Belfast facility.	30 April 2028	10,000,000
2	The Company announces to ASX that it has received one or more strategic investments for collectively greater than US\$5 million within the Company or subsidiaries / projects.	30 April 2028	5,000,000
3	The Company announces to ASX that it has signed binding magnet and/or swarf feed supply agreements for its Belfast facility for greater than 50% of nominated feed capacity.	30 April 2028	5,000,000
4	The Company announces to ASX that it has signed binding recycled magnet rare earth oxides (REOs) offtake agreements from its Belfast facility for greater than 20% of proposed production.	30 April 2028	5,000,000
5	The Company announces to ASX that it has secured a new joint venture or licencing agreement for the establishment of a magnet recycling business.	30 April 2028	10,000,000
6	The Company announces to ASX that its 50% owned Viridion joint venture has completed a positive scoping study for magnet recycling with an internal rate of return (post-tax) of greater than 20%.	30 April 2028	5,000,000
TOTAL			40,000,000

Mr Harrison received total remuneration of approximately \$482,321 for the FY2024 year. He also holds 21,428,571 shares, and 20,000,000 performance rights.

Mr Lynch received total remuneration of approximately \$509,705 for the FY2024 year. He also holds 141,794,872 shares, 28,846,154 options and 20,000,000 performance rights.

If shareholders provide approval for both resolutions, a total of 80,000,000 Performance Rights will be issued. Having regard to the current shares on issue in the Company, this has a potential approximate 1.5% dilution effect.

The Company will issue the Performance Rights promptly if shareholder approvals are granted and in any event no later than one month after the date of the meeting. If shareholder approvals are not granted, the Performance Rights will not be issued and the total fixed remuneration contemplated above will not reduce.

Glossary

\$ means Australian dollars.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the current Board of Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Company means Ionic Rare Earths Limited ABN 84 083 646 477.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Option means an unlisted option to acquire a Share on the terms and conditions in the SPP Prospectus.

Placement has the meaning given to that term under the heading Placement in the Explanatory Memorandum.

Placement Shares means the Shares issued under the Placement excluding any Shares issued to Directors.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

SPP means the share purchase plan set out in the SPP Prospectus.

SPP Prospectus means the prospectus for the SPP dated 29 November 2024.

SPP Shares means the Shares issued under the SPP.

Shares means fully paid ordinary shares in the capital of the Company.

VWAP means volume weighted average trading price.

Annexure A – Terms and Conditions of Options

Options entitle the holder (Holder) to subscribe for ordinary fully paid shares in the Company (Shares) on the following terms:

- a) Each Option entitles the Holder to subscribe for one Share upon exercise of the Option.
- b) The amount payable on exercise of an Option is 1.1 cents.
- c) Subject to paragraphs (l) and (m), each Option expires on 15 December 2027. An Option not exercised on or before the expiry date will automatically lapse on the expiry date.
- d) There are no participating rights or entitlements conferred on the Options and the Holder will not be entitled to participate with respect to the Options in new issues offered to Shareholders during the term of the Options without exercising the Options. There is no change in exercise price or to the number of Shares over which an Option can be exercised in the event of a pro-rata issue.
- e) In the event of any reorganisation of capital of the Company prior to the expiry date for exercise of the Options, the number of Options to which the Holder is entitled or the exercise price of the Options or both will be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of reorganisation.
- f) The number of Options held will appear on a Holder's statement which will be accompanied by a Notice of Exercise of Options form that is to be completed when exercising Options.
- g) The Options can be exercised at any time prior to their expiry date by completing the Notice of Exercise of Options form and delivering it to the Company with payment of the exercise price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- h) The Company shall, within 5 Business Days after the receipt of a Notice of Exercise of Options form and the requisite payment, issue Shares in respect of the Options exercised and arrange for a holding statement for the Shares to be despatched to the Holder.
- i) The Holder may exercise any number of the Options without prejudice to the Holder's ability to subsequently exercise any remaining Options.
- j) If admitted to the official list of ASX at the time, the Company will, within 7 days, apply for official quotation on ASX of the Shares issued upon the exercise of the Options.
- k) Shares issued on exercise of an Option rank equally with the then issued shares of the Company.
- l) If a takeover bid within the meaning of the Corporations Act is made for the Shares in the Company and the bidder acquires a relevant interest in at least 90% of the Shares and the bid is unconditional, any Options not exercised within 7 days thereafter will automatically lapse.
- m) If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which is that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of Company shareholders, any Options not exercised within 2 days of the court order approving the scheme of arrangement will automatically lapse.

Annexure B – Terms and Conditions of Performance Rights

1. Each Performance Right entitles the holder (**Holder**) to subscribe for one (1) fully paid ordinary share in the capital of the company (**Share**) upon satisfaction of the Vesting Condition (defined below).
2. The Company must give written notice to the Holder promptly following satisfaction of a Vesting Condition (defined below) or lapse of a Performance Right where the Vesting Condition is not satisfied.
3. Vesting of the Performance Rights:
 - a. Subject to paragraphs 12 and 13, the Performance Rights will vest on satisfaction of the relevant Vesting Conditions attaching to the grant of the Performance Rights as follows:

Tranche	Milestones	Milestone expiry date	Quantum
1	The Company announces to ASX that it has received UK Government funding of £5m or greater, prorated up to £10m, for commercialisation in magnet recycling in its Belfast facility.	30 April 2028	10,000,000
2	The Company announces to ASX that it has received one or more strategic investments for collectively greater than US\$5 million within the Company or subsidiaries / projects.	30 April 2028	5,000,000
3	The Company announces to ASX that it has signed binding magnet and/or swarf feed supply agreements for its Belfast facility for greater than 50% of nominated feed capacity.	30 April 2028	5,000,000
4	The Company announces to ASX that it has signed binding recycled magnet rare earth oxides (REOs) offtake agreements from its Belfast facility for greater than 20% of proposed production.	30 April 2028	5,000,000
5	The Company announces to ASX that it has secured a new joint venture or licencing agreement for the establishment of a magnet recycling business.	30 April 2028	10,000,000
6	The Company announces to ASX that its 50% owned Viridion joint venture has completed a positive scoping study for magnet recycling with an internal rate of return (post-tax) of greater than 20%.	30 April 2028	5,000,000
TOTAL			40,000,000

- b. Subject to paragraphs 12 and 13, if the Vesting Condition is not deemed to have been satisfied by the relevant milestone expiry date, then the Performance Rights will automatically lapse on 30 April 2028.
 - c. The Performance Rights will automatically lapse before 30 April 2028 if the Holder is not an employee or a director of the Company.
 - d. The Company must issue the Shares on vesting of the Performance Rights within five (5) Business Days following the vesting or such other period required by the Listing Rules.
 - e. The Company will issue the Holder with a new holding statement for any Share issued upon vesting of a Performance Right within ten (10) Business Days following the issue of the Share.
 - f. The Share into which a Performance Right may vest will rank pari passu in all respects with existing Shares.
4. A Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
5. A Performance Right does not entitle the Holder to any dividends.
6. A Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
7. A Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
8. A Performance Right is not transferable.
9. If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be charged in a manner consistent with the applicable Listing Rules and Corporations Act at the time of reorganisation.

10. The Performance Rights will not be quoted on ASX. However, the Company must apply for the official quotation of a Share issued on vesting of a Performance Right within the time period required by the Listing Rules.
11. A Performance Right does not entitle a Holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
12. If a takeover bid within the meaning of the Corporations Act is made for the shares in the Company and the bidder acquires a relevant interest in at least 90% of the shares and the bid is unconditional, any Performance Rights which are on issue and which haven't already lapsed will vest;
13. If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which is that a person will have a relevant interest in at least 90% of the shares and that resolution is passed by the requisite majorities of Company shareholders, any Performance Rights which are on issue and which haven't already lapsed will vest; and
14. A Performance Right gives the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Melbourne time) on Wednesday, 14 May 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

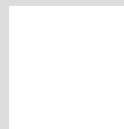
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184813
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Ionic Rare Earths Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Ionic Rare Earths Limited to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne on Friday, 16 May 2025 at 10:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue – Placement Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue – Share Purchase Plan Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Placement Shares and Options to Mr Brett Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Placement Shares and Options to Mr Tim Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Placement Shares and Options to Mr Maxwell McGarvie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Placement Shares and Options to Mr Sufian Ahmad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to grant Performance Rights to Mr Tim Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to grant Performance Rights to Mr Brett Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically