Update Summary

Entity name

ARAFURA RARE EARTHS LTD

Announcement Type

Update to previous announcement

Date of this announcement

5/1/2023

Reason for update to a previous announcement

Update number of securities to be issued under SPP following acceptance of oversubscriptions.

Refer to next page for full details of the announcement

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Part 1 - Entity and announcement details

1.1 Name of +Entity

ARAFURA RARE EARTHS LTD

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

ABN

Registration Number

22080933455

1.3 ASX issuer code

ARU

1.4 The announcement is

☑ Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

Update number of securities to be issued under SPP following acceptance of oversubscriptions.

1.4b Date of previous announcement to this update

15/12/2022

1.5 Date of this announcement

5/1/2023

1.6 The Proposed issue is:

☑ An offer of +securities under a +securities purchase plan
☑ A placement or other type of issue

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Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

☑ No

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Part 4B - 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

ARU : ORDINARY FULLY PAID

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

☑ No

Details of +securities proposed to be issued

ASX +security code and description

ARU : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

54,054,055

Reason for the update of 'Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted'

Updated to accept an additional $8 million in applications for a total of $20 million.

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☑ No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

☑ No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☑ Yes

Is the minimum acceptance unit based or dollar based?

☑ Dollar based ($)

Please enter the minimum acceptance value

$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☑ Yes

Is the maximum acceptance unit based or dollar based?

☑ Dollar based ($)

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Please enter the maximum acceptance value

$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

The offer will allow eligible holders to subscribe for one of the following parcels: $2,500, $5,000, $10,000, $20,000, $25,000, $30,000.

Offer price details

Has the offer price been determined?

☑ Yes

In what currency will the offer be made?	What is the offer price per +security?
AUD - Australian Dollar	AUD 0.37000

Oversubscription & Scale back details

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

☑ Yes

Describe the scale back arrangements

Depending on demand, the Company may scale back applications at its absolute discretion.

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

☑ Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

5/12/2022

4C.2 +Record date

2/12/2022

4C.3 Date on which offer documents will be made available to investors

15/12/2022

4C.4 Offer open date

15/12/2022

4C.5 Offer closing date

30/12/2022

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4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

6/1/2023

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

☑ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☑ No

4E.2 Is the proposed offer to be underwritten?

☑ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☑ No

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

Legal fees, ASX listing fees and other associated costs.

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Refer to the Company's ASX announcement dated 5 December 2022 and the use of proceeds on slide 4 of the investor presentation dated on 5 December 2022.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☑ No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

Any jurisdiction other than Australia and New Zealand.

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4F.3 URL on the entity's website where investors can download information about the proposed offer

www.arultd.com

4F.4 Any other information the entity wishes to provide about the proposed offer

Please refer to the Company's ASX announcement dated 5 December 2022.

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Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
☑ No

Part 7B - Issue details

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?
☑ No

Details of +securities proposed to be issued

ASX +security code and description

ARU : ORDINARY FULLY PAID

Number of +securities proposed to be issued

259,116,748

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
☑ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.37000

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

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Part 7C - Timetable

7C.1 Proposed +issue date

14/12/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☑ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☑ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

259,116,748 ordinary fully paid shares

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☑ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☑ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☑ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☑ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☑ Yes

7E.1a Who is the lead manager/broker?

Canaccord Genuity (Australia) Limited and Bell Potter Securities Limited acted as Joint Lead Managers and Bookrunners to the Placement.

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee of 2% plus selling fee of 3% of gross proceeds raised under the offer.

7E.2 Is the proposed issue to be underwritten?

☑ No

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7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Legal fees, ASX listing fees and other associated costs.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Refer to the Company's ASX announcement dated 5 December 2022 and the use of proceeds on slide 4 of the investor presentation dated on 5 December 2022.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☑ No

7F.2 Any other information the entity wishes to provide about the proposed issue

Please refer to the Company's ASX announcement dated 5 December 2022.

7F.3 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)

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