4 September 2023

American Rare Earths announces strategic investment

American Rare Earths (ASX: ARR | ADRs - OTCQX: AMRRY | Common Shares - OTCQB: ARRNF | FSE:1BHA) (ARR or the Company) has a acquired a 13.21% strategic investment in Godolphin Resources Limited (GRL) at a cost of approximately AUD$1 million.

Godolphin Resources Limited is an ASX listed resources company, holding the highly prospective Narraburra clay hosted rare earth project as well as copper and gold deposits in its East Lachlan tenement holdings.

The investment is seen as a long-term strategic holding for ARR, whilst the Company focuses primarily on developing its 100% owned Rare Earth projects, Halleck Creek in Wyoming and La Paz in Arizona, both with the potential to be among North America's largest rare earth deposits.

The Form 603 – Notice of initial substantial holder is attached.

This announcement has been authorised for release by the Board of American Rare Earths.

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About American Rare Earths Limited:
American Rare Earths (ASX: ARR | ADRs - OTCQX: AMRRY | Common Shares - OTCQB: ARRNF | FSE:1BHA) is committed to becoming a top supplier of critical minerals. The company is a leading explorer of rare earth projects with a strong focus on developing sustainable and cost-effective extraction and processing methods. To meet the rapidly increasing demand for resources essential to the clean energy transition and US national security, American Rare Earths is engaged in advanced study and continued exploration of its 100% owned rare earth element projects rich in magnet elements of neodymium and praseodymium at Halleck Creek in Albany County, Wyoming and La Paz, Arizona. Both with the potential to be among North America's largest rare earth deposits. The Company continues to evaluate other exploration opportunities and is collaborating with US Government supported R&D to develop efficient processing and separation techniques of rare earth elements to help ensure a renewable future.

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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Godolphin Resources Limited**

ACN/ARSN **633 779 950**

1. Details of substantial holder (1)

Name **American Rare Earths Limited**

ACN/ARSN (if applicable) **003 453 503**

The holder became a substantial holder on **1/09/2023**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	**22,356,451**	**22,356,451**	**13.21%(based on 169,242,017 total Ord shares on issue)**

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
American Rare Earths Limited	**Direct**	**Ord 8,750,870**
American Rare Earths Limited	**Held in Nominee Company**	**Ord 13,605,581**

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
American Rare Earths Limited	**American Rare Earths Limited**	**American Rare Earths Limited**	**Ord 8,750,870**
American Rare Earths Limited	**Colbern Fiduciary Nominees Pty Ltd**	**American Rare Earths Limited**	**Ord 13,605,581**

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
American Rare Earths Limited	**22 August - 1 September 2023**	**$385,285**		**Ord 8,750,870**
American Rare Earths Limited	**11 August -1 September 2023**	**$565,529**		**Ord 13,605,581**

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Colbern Fiduciary Nominees Pty Ltd	**Shares held in Nominee Company on behalf of the substantial shareholder.**

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Colbern Fiduciary Nominees Pty Ltd	**GPO Box W2024 Perth WA 6846**
American Rare Earths Limited	**Suite 706, Level 7 89 York Street Sydney NSW 2000**

Signature

print name **Wayne Kernaghan** capacity **Company Secretary**

sign here date **04/09/2023**

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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