# Form 603

**Corporations Act 2001**
**Section 671B**

## Notice of initial substantial holder

To: Company Name/Scheme: Brazilian Rare Earths Limited

ACN/ARSN: 649 154 870

**1. Details of substantial holder (1)**

Name: Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd (**HPPL**) and subsidiaries of HPPL as set out in Annexure B (referred to together as the **HPPL Group**)

ACN/ARSN (if applicable): 008 676 417

The holder became a substantial holder on 15 / 12 / 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) |
|---|---|---|---|
| Ordinary shares | 13,708,006 | 13,708,006 | 6.40% |

**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 |
|---|---|---|
| HPPL | Pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) | 13,708,006 ordinary shares |
| Mrs Georgina Hope Rinehart | Pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) by reason of having control of HPPL | 13,708,006 ordinary shares |
| Each HPPL Group Company set out in Annexure B | Pursuant to section 608(3)(a) of the Corporations Act 2001 (Cth). | 13,708,006 ordinary shares |

**4. Details of present registered holders**

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

| Holders of relevant interest | Registered holder of Securities | Person entitled to be registered as a holder (8) | Class and number of securities |
|---|---|---|---|
| The HPPL Group | HPPL | HPPL | 13,708,006 ordinary shares |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four month s 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 | |
| Refer Annexure A | | | | |

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**6. Associates**

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

| Name and ACN/ARSN (if applicable) | Nature of association |
|---|---|
| Refer Annexure B | Bodies corporate controlled by HPPL |

**7. Addresses**

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

| Name | Address |
|---|---|
| All members of the HPPL Group | Level 3, 28-42 Ventnor Avenue, West Perth, WA 6005 |

## Signature

| | | | |
|---|---|---|---|
| print name | S J Huang | capacity | Company Secretary |
| **sign here** | | date | 20 / 12 / 2023 |

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# Annexure A

This is Annexure A of 1 page referred to in Form 603 (Notice of initial substantial holder) given by Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.

20 / 12 / 2023

S J Huang
Company Secretary

Date

| Holder of relevant interest | Date of acquisition | Consideration | | Class and number of securities affected |
|---|---|---|---|---|
| | | Cash | Kind | |
| HPPL | 15-Dec-23 | $1,738,707 | | 1,182,794 Ordinary shares |
| HPPL | 15-Dec-23 | | Conversion of Convertible Notes | 12,525,212 Ordinary shares |

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# Annexure B

This is Annexure B of 4 pages referred to in Form 603 (Notice initial substantial holder) given by Mrs Georgina Hope Rinehart, Hancock Prospecting Pty Ltd and its subsidiaries.

20 / 12 / 2023

S J Huang
Company Secretary

Date

**HPPL Group Companies**

| ENTITY NAME | AUSTRALIAN COMPANY NUMBER |
|---|---|
| 2GHR Prime Australian Beef Pty Ltd | 609 508 036 |
| 2GR Australian Beef Pty Ltd | 612 793 610 |
| 2GR Outback Beef Pty Ltd | 612 793 629 |
| 2GR Premium Beef Pty Ltd | 612 793 638 |
| 2GR Premium Outback Beef Pty Ltd | 612 937 327 |
| 2GR Premium Wagyu Beef Pty Ltd | 612 937 318 |
| 2GR Wagyu Beef Pty Ltd | 612 793 665 |
| Associated Management Services Pty Ltd | 609 834 504 |
| Atlas Iron Pty Ltd | 110 396 168 |
| Atlas America Finance, Inc | N/A |
| Atlas Operations Pty Ltd | 122 835 947 |
| Atlas Pty Ltd | 161 762 116 |
| Aurox Resources Pty Ltd | 106 793 560 |
| Australian Outback Beef Pty Ltd | 613 901 161 |
| Australian Beef Marketing Pty Ltd | 617 875 313 |
| Australian Manganese Pty Ltd | 100 061 854 |
| Aviation Lease Holdings Pty Ltd | 602 412 993 |
| Bluelink Nominees Pty Ltd | 152 873 660 |
| Brightside Nominees Pty Ltd | 653 517 947 |
| BV Investments Pty Ltd | 657 533 983 |
| Canada Ecuadorian Holdings One Ltd | N/A |
| Canada Ecuadorian Holdings Two Ltd | N/A |
| Carbelec Pty Ltd | 655 536 262 |
| Carlinga Mining Pty Ltd | 077 264 487 |
| Central Pilbara Holdings Pty Ltd | 132 394 168 |
| Central Pilbara North Iron Ore Pty Ltd | 132 394 480 |
| Central Pilbara South Iron Ore Pty Ltd | 132 394 471 |
| Clover Cattle Co. Pty Ltd | 009 107 171 |
| FerrAus Pty Ltd | 097 422 529 |
| FerrAus Manganese Pty Ltd | 147 298 940 |
| Ferro Metals Australia Pty Ltd | 113 996 106 |
| Flight Operations Pty Ltd | 601 237 790 |
| Gayna Park Pty Ltd | 009 294 722 |
| Georgina Hancock (1965) Pty Ltd | 008 696 884 |
| Ginbata Aircraft Pty Ltd | 602 413 016 |
| Ginbata Aviation Holdings Pty Ltd | 602 411 745 |
| Giralia Resources Pty Ltd | 009 218 204 |
| GKI Investments Pty Ltd | 651 887 428 |
| Gold Exploration Victoria Pty Ltd | 603 818 382 |
| Gunnee Feedlot Pty Ltd | 157 798 082 |
| Haggerston Pty Ltd | 612 808 045 |

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|---|---|
| Hancock Beef Pty Ltd | 146 118 087 |
| Hancock Agriculture Australia Pty Ltd | 616 243 406 |
| Hancock British Holdings Ltd | N/A |
| Hancock Corporation Pty Ltd | 615 809 740 |
| Hancock Energy Pty Ltd | 130 249 624 |
| Hancock Energy (PB) Pty Ltd | 663 446 642 |
| Hancock Energy Corporation Pty Ltd | 629 679 063 |
| Hancock English Holdings Pty Ltd | 612 807 986 |
| Hancock Exploration Management Services Pty Ltd | 127 071 836 |
| Hancock Fresh Produce Pty Ltd | 663 462 342 |
| Hancock Group Holdings Pty Ltd | 612 808 018 |
| Hancock Manganese Pty Ltd | 131 992 277 |
| Hancock Magnetite Corporation Pty Ltd | 650 608 147 |
| Hancock Minerals Pty Ltd | 057 326 824 |
| Hancock (Singapore) Pte Ltd | N/A |
| Hancock Wagyu Pty Ltd | 168 089 272 |
| Hanrine Ecuadorian Explorationandmining S.A. | N/A |
| Hanrine Finance Pty Ltd | 142 927 900 |
| Hanrine Future Metals Pty Ltd | 672 197 723 |
| Hanrine Holdings Pty Ltd | 154 124 204 |
| Hanrine Holdings (Singapore) Pte Ltd | N/A |
| Hanrine International (FPI) Pty Ltd | 672 144 919 |
| Hanrine International (FVCI) Pty Ltd | 672 144 937 |
| Hanrine Investments Pty Ltd | 145 852 991 |
| Hanrine Investments (Singapore) Pte Ltd | N/A |
| Hanrine Properties Pty Ltd | 651 857 966 |
| Hanrine Properties (Singapore) Pte Ltd | N/A |
| Hanroy Holdings Pty Ltd | 657 533 974 |
| Hanroy Iron Ore Projects Pty Ltd | 661 341 975 |
| Hanwest Pty Ltd | 651 304 264 |
| Hanwest Infrastructure Pty Ltd | 658 209 717 |
| Hanwest Iron Pty Ltd | 651 305 976 |
| Haydon Bridge Pty Ltd | 612 807 959 |
| Heli Investment Company Pty Ltd | 651 887 437 |
| Hill View Investment Holdings Pty Ltd | 630 564 519 |
| HMHT Investments Pty Ltd | 070 550 104 |
| Hope Dairies Pty Ltd | 608 094 159 |
| Hope Dairies (WA) Pty Ltd | 602 615 967 |
| Hope Downs Iron Ore Pty Ltd | 071 514 308 |
| Hope Downs Management Services Pty Ltd | 081 380 930 |
| House of Hope Pty Ltd | 142 021 770 |
| HPPL Pastoral Properties Pty Ltd | 078 739 956 |
| HPPL Services Pty Ltd | 132 394 159 |
| Jacaranda Minerals Pty Ltd | 117 264 570 |
| Jakkitower Enterprises SA | N/A |
| Jasmin Walk Pty Ltd | 149 227 485 |
| Lavington Pty Ltd | 612 808 036 |
| Liveringa Station Beef Pty Ltd | 168 054 448 |
| Marketwest Holdings Pty Ltd | 657 008 681 |
| Marketwest investments Pty Ltd | 657 009 124 |
| Minera Atacamera Limitada | N/A |
| Minerals Australia Pty Ltd | 124 475 538 |
| Mt Gould Minerals Pty Ltd | 118 341 147 |
| Mulga Downs Iron Ore Pty Ltd | 080 659 150 |
| Mulga Downs Pty Ltd | 057 326 815 |
| Mulga Exploration Pty Ltd | 600 967 619 |

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|---|---|
| Mulga Infrastructure Pty Ltd | 600 967 682 |
| Mulga Iron Holdings Pty Ltd | 600 967 404 |
| Nicholas Downs Pty Ltd | 131 992 295 |
| Niunai Pty Ltd | 600 577 473 |
| Northback Holdings Corporation | N/A |
| Northern Australia Pastoral Investments Pty Ltd | 168 089 558 |
| Northern Australia Pastoral Properties Pty Ltd | 168 089 469 |
| NWI Pty Ltd | 160 138 143 |
| NWIOA Ops Pty Ltd | 137 476 370 |
| NWI Port Pty Ltd | 160 139 908 |
| NWI Rail Pty Ltd | 160 139 917 |
| Offshore Exploration Holdings Pty Ltd | 617 989 492 |
| Ord Street Holdings Pty Ltd | 658 263 962 |
| Outram Properties Pty Ltd | 654 369 445 |
| Pastoral Properties Australia Pty Ltd | 152 743 523 |
| Pastoral Properties (Cropping) Pty Ltd | 627 884 824 |
| Pastoral Properties (Eastern) Pty Ltd | 627 055 841 |
| Pastoral Properties (NSW) Pty Ltd | 602 975 511 |
| Pastoral Properties (NT) Pty Ltd | 612 807 931 |
| Pastoral Properties (Qld) Pty Ltd | 169 703 011 |
| Pastoral Properties (SV) Pty Ltd | 612 808 054 |
| Pastoral Properties (WW) Pty Ltd | 660 899 990 |
| Pilbara Crushing and Grinding Pty Ltd | 660 899 981 |
| Queensland Coal Investments Pty Ltd | 144 920 187 |
| Redstone Corporation Pty Ltd | 625 680 159 |
| Rinehan Pty Ltd | 602 397 740 |
| Rinehart Developments Pty Ltd | 654 973 583 |
| Rinehart Medical Pty Ltd | 620 307 833 |
| Riversdale Resources Pty Ltd | 152 669 291 |
| Roy Hill Holdings Pty Ltd | 123 721 077 |
| Roy Hill Infrastructure Pty Ltd | 130 249 633 |
| Roy Hill Iron Ore Pty Ltd | 123 722 038 |
| Roy Hill Logistics Pty Ltd | 627 019 489 |
| Roy Hill Operations Pty Ltd | 168 771 355 |
| S. Kidman & Co Pty Ltd | 007 872 317 |
| S. Kidman Clothing Co Pty Ltd | 673 188 255 |
| S. Kidman SPV1 Pty Ltd | 673 188 273 |
| S. Kidman SPV2 Pty Ltd | 673 188 264 |
| Stoneform Investments Pty Ltd | 168 036 093 |
| South East Pilbara Assets Pty Ltd | 152 057 022 |
| Southwest Pastoral Properties Pty Ltd | 602 975 520 |
| St George Magnetite Pty Ltd | 122 999 044 |
| Tallering Resources Pty Ltd | 077 183 165 |
| Thomas Minerals Pty Ltd | 629 904 785 |
| Timeview Enterprises Pty Ltd | 147 613 312 |
| Tiziflower Investment Inc | N/A |
| Valley Investments (WA) Pty Ltd | 657 567 532 |
| Valley River Holdings Pty Ltd | 657 962 608 |
| Ventnor Entertainment Services Pty Ltd | 146 118 087 |
| Vilbec Pty Ltd | 144 802 380 |
| Warrego Australia Holdings Pty Ltd | 628 731 760 |
| Warrego Energy Pty Ltd | 125 394 667 |

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|---|---|
| Warrego Energy 127 Pty Ltd | 153 352 231 |
| Warrego Energy EP469 Pty Ltd | 133 046 787 |
| Warwick Resources Pty Ltd | 063 506 963 |
| Waterhead Pty Ltd | 612 807 913 |
| Weld Range Iron Ore Pty Ltd | 118 340 686 |
| West Erregulla Pty Ltd | 628 739 640 |
| Westraint Resources Pty Ltd | 009 083 783 |
| Wheelbarrow Prospecting Pty Ltd | 118 926 613 |
| Winform Nominees Pty Ltd | 152 706 717 |
| Wingfield Avenue Pty Ltd | 065 980 181 |
| W.N.M. MacDonald Pty Ltd | 008 673 756 |

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