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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **BRAZILIAN RARE EARTHS LIMITED**

ACN/ARSN **649 154 870**

1. Details of substantial holder(1)

Name **Kirk Kileff, Sarah-Anne Kileff and Kitabella Pty Ltd as trustee for the Kitabella Trust**

ACN / ARSN (if applicable) **Kitabella Pty Ltd ACN 163 035 783**

There was a change in the interests of the substantial holder on 20/06/2024

The previous notice was given to the company on 20/12/2023

The previous notice was dated 20/12/2023

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in BRE (**Shares**)	16,907,100	7.90%	16,907,100	6.86%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change(6)	Consideration given in relation to change(7)	Class and number of securities affected	Person's votes affected
20 June 2024	Kitabella Pty Ltd as trustee for the Kitabella Trust	Note 1	Note 1	Note 1	Kitabella Pty Ltd as trustee for the Kitabella Trust
20 June 2024	Kirk Kileff and Sarah-Anne Kileff	Note 1	Note 1	Note 1	Kirk Kileff and Sarah-Anne Kileff

Note 1

The change in the substantial holders' voting power disclosed in this notice arose solely as a result of the issue of securities by the Company. There was no change in the number of votes which the substantial holders' were entitled to exercise.

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5. Changes in association

The persons who have become associates[2] of, ceased to be associates of, or have changed the nature of their association[9] with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/a	N/a

6. Addresses

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

Name	Address
Kitabella Pty Ltd as trustee for the Kitabella Trust	30 Prince Albert Street Mosman NSW 2088
Kirk Kileff and Sarah-Anne Kileff	30 Prince Albert Street Mosman NSW 2088

Signature

print name	**KIRK KILEFF**	**capacity**	**For and on behalf of all substantial shareholders**
sign here	DocuSigned by: C682DE827C7D4DC...	**date**	**20 June 2024**