Announcement Summary

Entity name

ARAFURA RARE EARTHS LTD

Announcement Type

New announcement

Date of this announcement

2/8/2024

The Proposed issue is:
An offer of securities under a securities purchase plan
A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
ARU	ORDINARY FULLY PAID	62,500,000

+Record date

23/7/2024

Offer closing date

9/9/2024

+Issue date

11/9/2024

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
ARU	ORDINARY FULLY PAID	43,750,000

Proposed +issue date

11/9/2024

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	**Registration Number**
ABN	22080933455

1.3 ASX issuer code

ARU

1.4 The announcement is
New announcement

1.5 Date of this announcement

2/8/2024

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?

Yes

4A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	4/9/2024	Estimated	

Comments

As announced, the share purchase plan does not comply with Listing Rule 7.2 Exception 5 or ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Accordingly, the offer of shares under the SPP is being made pursuant to a Prospectus. Shareholder approval is required for the issue of shares under the SPP.

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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

62,500,000

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 ($)

Please enter the maximum acceptance value

$ 30,000

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

$2,500, $5,000, $10,000, $20,000, $25,000 and $30,000.

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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 0.16000

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 in 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

24/7/2024

4C.2 +Record date

23/7/2024

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

2/8/2024

4C.4 Offer open date

2/8/2024

4C.5 Offer closing date

9/9/2024

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

11/9/2024

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?
No

4D.1a 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?
No

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4D.1b 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

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 Prospectus dated 2 August 2024.

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.

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

Refer to the Company's Prospectus dated 2 August 2024.

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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?
Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	4/9/2024	Estimated	

Comments

If there is a shortfall under the SPP, the Directors reserve the right to place any SPP Shortfall Shares at their discretion, subject to Shareholder approval being obtained and to compliance with the ASX Listing Rules and Corporations Act. The SPP Shortfall Offer is a separate offer under the Prospectus.

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

43,750,000

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?	What is the issue price per +security?
AUD - Australian Dollar	AUD 0.16000

Will these +securities rank equally in all respects from their issue date with

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the existing issued +securities in that class?
Yes

Part 7C - Timetable

7C.1 Proposed +issue date

11/9/2024

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?
Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

4/9/2024

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?
No

7E.2 Is the proposed issue to be underwritten?
No

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

SPP shortfall offer to the extent there is a shortfall under the SPP. Please refer to the Company's Prospectus dated 2 August 2024.

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 Prospectus dated 2 August 2024.

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:

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The publication of a +disclosure document or +PDS for the +securities proposed to be issued

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