Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	American Rare Earths Limited
ACN/ARSN	ARBN 003 543 503
1. Details of substantial holder(1)	
Name	Hill Family Group Pty Ltd
ACN/ARSN (if applicable)	ACN 123 517 797
There was a change in the interests of the substantial holder on	12/08/2025
The previous notice was given to the company on	25/08/2022
The previous notice was dated	25/08/2022

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)
Ordinary fully paid shares	56,891,000	12.80% (based on 444,380,799 American Rare Earths Limited Shares on issue)	53,520,000	9.55% (based on 560,298,299 American Rare Earths Limited Shares on issue)

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 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
07/02/2025	Hill Family Group Pty Ltd	On market disposal	$32,392	ORD 108,516	108,516
10/02/2025	Hill Family Group Pty Ltd	On market disposal	$12,681	ORD 42,484	42,484
16/07/2025	Hill Family Group Pty Ltd	On market disposal	$417,718	ORD 1,020,000	1,020,000
17/07/2025	Hill Family Group Pty Ltd	On market disposal	$122,782	ORD 300,000	300,000
21/07/2025	Hill Family Group Pty Ltd	On market disposal	$42,183	ORD 100,000	100,000
28/07/2025	Hill Family Group Pty Ltd	On market disposal	$278,180	ORD 795,932	795,932
31/07/2025	Hill Family Group Pty Ltd	Dilution due to share issues	Not applicable	ORD 54,524,068	54,524,068
08/08/2025	Hill Family Group Pty Ltd	On market disposal	$253,063	ORD 704,068	704,068
11/08/2025	Hill Family Group Pty Ltd	On market disposal	$118,275	ORD 300,000	300,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Hill Family Group Pty Ltd	Hill Family Group Pty Ltd	Hill Family Group Pty Ltd	Holder and beneficial owner	53,520,000 ordinary fully paid shares	53,520,000

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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
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are:

Name	Address
Hill Family Group Pty Ltd	PO Box 234, South Hurstville NSW 2221 Australia

Signature

print name Marcus Hill Capacity Director

sign here date 12/08/2025

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 6 of the form.

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

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

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

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

6) Include details of:

   a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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 (Clth)*.

7) 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.

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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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