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Arafura Rare Earths Limited

ABN 22 080 933 455

NOTICE OF EXTRAORDINARY GENERAL MEETING

AND

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

DATE OF MEETING
Friday 26 September 2025

TIME OF MEETING
11.00am AWST

PLACE OF MEETING
BDO Australia
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

A PROXY FORM IS ATTACHED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting, please complete and return the attached proxy form (or otherwise submit a proxy vote) in accordance with the specified instructions.

Arafura Rare Earths Limited

ABN 22 080 933 455

Notice of Extraordinary General Meeting

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Notice is given that an Extraordinary General Meeting of the Company will be held at the offices of **BDO Australia, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth Western Australia 6000** on Friday 26 September 2025 at 11.00am AWST.

Agenda

Ordinary Business

An Explanatory Memorandum containing information in relation to each of the following resolutions accompanies this Notice of General Meeting.

Resolution 1 – Ratification of Previous Issue of Shares under Tranche 1 of the Placement

To consider and, if thought fit, to pass the following as an ordinary resolution:

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 369,649,303 Shares to various sophisticated and institutional investors under Tranche 1 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) any person who participated in the issue, being the sophisticated and institutional investors who were issued Shares under Tranche 1 of the Placement; or

(b) any associates (as defined in the Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(d) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Issue of Shares under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 49,824,384 Shares to various sophisticated and institutional investors under Tranche 2 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum."*

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Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) any associates (as defined in the Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(d) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Issue of Shares to Mr Darryl Cuzzubbo under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 789,473 Shares to Mr Darryl Cuzzubbo (or his nominee) under Tranche 2 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf:

(a) Mr Darryl Cuzzubbo and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) any associates (as defined in the Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(d) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Resolution 4 – Issue of Shares to Mr Mike Spreadborough under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 263,157 Shares to Mr Mike Spreadborough (or his nominee) under Tranche 2 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf:

(a) Mr Mike Spreadborough and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) any associates (as defined in the Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(d) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Issue of Shares to Mr Ian Murray under Tranche 2 of the Placement

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 526,315 Shares to Mr Ian Murray (or his nominee) under Tranche 2 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf:

(a) Mr Ian Murray and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) any associates (as defined in the Listing Rules) of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

(c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(d) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or

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(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other business

To deal with any other business which may be brought forward in accordance with the Company's Constitution or the Corporations Act.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Capitalised terms which are not otherwise defined in this Notice of General Meeting and Explanatory Memorandum are defined in **Annexure A** to the Explanatory Memorandum.

Snapshot date

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the General Meeting, Shares will be taken to be held by the persons who are the registered holders at **5.00pm AWST on Wednesday 24 September 2025**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Holders of Options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company no later than 1 week before the Meeting (i.e., by 11.00am AWST on Friday 19 September 2025) to allow sufficient time for the Shares to be issued by the Company.

Chairperson and Chairperson's voting intentions for undirected proxies

It is proposed that the Meeting be chaired by Mr Darryl Cuzzubbo, the Managing Director and CEO of the Company. It is the Chairperson's intention to vote undirected proxies which he holds as proxy in favour of all Resolutions where possible. In exceptional circumstances, the Chairperson may change his voting intention on any Resolution, in which case an ASX announcement will be made.

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How to vote

You may vote by attending the Meeting in person, by proxy or by authorised representative. A corporate Shareholder may also appoint a corporate representative.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at **11.00am AWST on 26 September 2025.**

Voting by proxy

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

The Proxy Form also provides further details on appointing proxies and lodging Proxy Forms.

Proxy voting online

To vote online go to https://au.investorcentre.mpms.mufg.com, and then either:

1. Select 'Login' (to vote via your portfolio) and follow the prompts; or

2. Select 'View single holding' and enter Arafura Rare Earths Limited or ASX code ARU in the field 'Issuer Name'. Enter your Security Reference Number (SRN) or Holder Identification Number (HIN) and postcode, complete the verification process and click 'Submit'. Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed and returned your Proxy Form if you lodge it in accordance with the instructions given on the website. When voting online you must vote by no later than 11.00am AWST on 24 September 2025.

Proxy voting by mobile

Shareholders may submit a proxy vote by mobile by scanning the QR code on their Proxy Form and following the prompts. You will be taken to have signed and returned your Proxy Form if you vote by mobile in accordance with the instructions given. If you choose to vote by mobile, you must vote by no later than 11.00am AWST on 24 September 2025.

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Lodgement of Physical Proxy Forms

Shareholders who wish to lodge physical proxy forms must return their Proxy Forms by:

- mail to Arafura Rare Earths Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 Australia;
- facsimile to +61 2 9287 0309; or
- hand to MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Building 6&8, 10 Darcy Street, Parramatta NSW 2150 Australia,

so that they are received no later than 11.00am AWST on 24 September 2025.

Proxy Forms or proxy voting instructions received after 11.00am AWST on 24 September 2025 will be invalid.

If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must also be received by the Company by the above deadline.

Voting by corporate representative

To appoint a corporate representative, download and fill out the 'Appointment of Corporate Representation' form available from MUFG Corporate Markets (AU) Limited's website – https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms/ – then submit the form in accordance with the instructions on the 'Appointment of Corporate Representation' form.

By order of the Board

Dated 27 August 2025

Matthew Foy
Company Secretary

Arafura Rare Earths Limited

ABN 22 080 933 455

Explanatory Memorandum

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Introduction

This Explanatory Memorandum has been prepared to assist Shareholders to understand information in relation to the business to be put to Shareholders at the General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting. Please refer to **Annexure A** for definitions of capitalised terms in the Notice of General Meeting and Explanatory Memorandum.

Business

Background to Resolutions

On Wednesday 20 August 2025, the Company announced:

(a) a placement of Shares at an issue price of $0.19 per new Share (**Offer Price**) to raise $80 million (before costs) from various sophisticated and institutional investors in two tranches, with the second tranche subject to Shareholder approval (**Placement**); and

(b) a share purchase plan targeting a raise of $5 million (with the ability to accept over subscriptions or to scale-back applications) at the same issue price as under the Placement (**SPP**).

Tranche 1 of the Placement completed on Tuesday 26 August 2025 and a total of 369,649,303 Shares (**Tranche 1 Shares**) were issued to the relevant subscribers raising a total of approximately $70.2 million (before costs). These Shares were issued pursuant to the Company's available placement capacity under Listing Rule 7.1 and the issue did not require Shareholder approval.

Tranche 2 will, subject to Shareholder approval, result in the issue of up to a further 51,403,329 Shares at the Offer Price to raise approximately $9.8 million (before costs). Tranche 2 of the Placement includes participation from certain Directors, subject to Shareholder approval (see Resolutions 3, 4 and 5).

The specific details of each tranche of the Placement is set out in the table below:

Description	Number of Shares issued/to be issued	Funds raised/to be raised
Tranche 1	369,649,303 Shares issued on Tuesday 26 August 2025	$70,233,367.57 raised
Tranche 2	51,403,329 Shares to be issued	$9,766,632.51 to be raised
Total	**421,052,632 Shares**	**$80,000,000.08**

The Placement is not underwritten. Canaccord Genuity (Australia) Limited and Barrenjoey Markets Pty Limited acted as Joint Lead Managers and Bookrunners to the Placement (**JLMs**).

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to (among others) a related party or an associate (as defined in the Listing Rules) of a related party unless it obtains the approval of its shareholders. A "related party" includes a director.

1 Resolution 1 – Ratification of Previous Issue of Shares under Tranche 1 of the Placement

Please refer to the "Background to Resolutions" above for information about the Placement and Listing Rules 7.1 and 7.4.

Shareholder approval sought

The issue of the Tranche 1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, has used up a significant portion of the Company's 15% limit under Listing Rule 7.1, reducing (to essentially zero) the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Shares.

Under this Resolution, the Company seeks Shareholder approval for, and ratification of, the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

If this Resolution is not passed, the issue of the Tranche 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, and will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

Information required by Listing Rule 7.5

Listing Rule 7.5 requires the following specific information to be provided in relation to this Resolution:

(a) The Tranche 1 Shares were issued to various Australian and international sophisticated and institutional investors. Some of the investors were introduced to the Company by the JLMs as part of the bookbuild process for the Placement and the other investors were known to the Company. The participants in Tranche 1 of the Placement included Hancock Prospecting Pty Ltd which is a substantial shareholder of the Company and a material investor whose identity is required to be disclosed under ASX Guidance Note 21.

(b) 369,649,303 fully paid ordinary shares in the capital of the Company were issued under Tranche 1 of the Placement.

(c) The Tranche 1 Shares were issued on Tuesday 26 August 2025.

(d) The issue price for the Tranche 1 Shares was $0.19 per Share. Accordingly, the Company received consideration of $70,233,367.57 (before costs) for the issue of the Tranche 1 Shares.

(e) The purpose of the issue was to raise capital. Funds raised from the Placement (in conjunction with the Company's existing cash balance and funds raised under the SPP) are intended to be used for corporate,

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working capital and transaction costs, and for allocation to project development capital upon a final investment decision for Nolans.

(f) There are no further material terms to disclose in respect of the Tranche 1 Shares.

(g) A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

2 Resolution 2 – Issue of Shares under Tranche 2 of the Placement

Please refer to the "Background to Resolutions" above for information about the Placement and Listing Rule 7.1.

Shareholder approval sought

The agreement to issue 49,824,384 Shares under Tranche 2 of the Placement did not fit within any of the exceptions to Listing Rule 7.1 and would exceed the 15% limit in Listing Rule 7.1 at the time of agreement. As such, the agreement to issue (and the issue) of these Shares was conditional on, and requires, the approval of the Company's Shareholders under Listing Rule 7.1.

Under this Resolution, the Company seeks Shareholder approval for the issue of up to 49,824,384 Shares to sophisticated and institutional investors under Tranche 2 of the Placement for the purposes of Listing Rule 7.1, so as to permit the issue of these Shares to proceed.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the 49,824,384 Shares and raise $9,466,632.96 (before costs) for the issue of the Shares. The issue will also be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Shares under Tranche 2 of the Placement and will not raise the full amount under the Placement.

Information required by Listing Rule 7.3

Listing Rule 7.3 requires the following specific information to be provided in relation to this Resolution:

(a) 49,824,384 Shares will be issued to various Australian and international sophisticated and institutional investors. Some of the investors were introduced to the Company by the JLMs as part of the bookbuild process for the Placement and the other investors were known to the Company. None of the investors who will participate in Tranche 2 of the Placement are material investors whose identity is required to be disclosed under ASX Guidance Note 21.

(b) 49,824,384 fully paid ordinary shares in the capital of the Company will be issued if Shareholder approval is obtained.

(c) The Shares will be issued on or about Thursday 2 October 2025, and in any event within 3 months after the date of the Meeting (unless an ASX waiver is obtained).

(d) The Shares will be issued at the Offer Price of $0.19 per Share. Accordingly, the Company will receive consideration of $9,466,632.96 (before costs) for the issue of the Shares if Shareholder approval is obtained.

(e) The purpose of the issue is to raise capital. Funds raised from the Placement (in conjunction with the Company's existing cash balance and funds raised under the SPP) are intended to be used for corporate, working capital and transaction costs, and for allocation to project development capital upon a final investment decision for Nolans.

(f) There are no further material terms to disclose in respect of this issue.

(g) A voting exclusion applies to Resolution 2 in the terms set out in the Notice of Meeting.

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Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3 Resolution 3, 4 and 5 – Issue of Shares to Directors under Tranche 2 of the Placement

Please refer to the "Background to Resolutions" above for information about the Placement and Listing Rule 10.11.

The following Directors (or their nominees) have subscribed for Shares under Tranche 2 of the Placement (together, the **Director Placement Issues**), subject to Shareholder approval at the Meeting pursuant to listing Rule 10.11:

Director	Subscription Shares	Subscription amount
Mr Darryl Cuzzubbo (Managing Director)	789,473	$149,999.87
Mr Mike Spreadborough (Non-Executive Director)	263,157	$49,999.83
Mr Ian Murray (Non-Executive Director)	526,315	$99,999.85
TOTAL	**1,578,945**	**$299,999.55**

The Director Placement Issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

Shareholder approval sought

Resolutions 3, 4 and 5 seek the required Shareholder approval for the Director Placement Issues under and for the purposes of Listing Rule 10.11.

If those Resolutions are passed, the Company will be able to proceed with the Director Placement Issues which will allow the Company to raise subscription funds pursuant to those issues.

If those Resolutions are not passed, the Company will not be able to proceed with the Director Placement Issues and the Company will not be able to raise subscription funds pursuant to those issues.

Information required by Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided in relation to the Director Placement Issues:

(a) The persons to acquire Shares under the Director Placement Issues are Mr Darryl Cuzzubbo, Mr Mike Spreadborough and Mr Ian Murray (or their respective nominees). Mr Cuzzubbo is the Managing Director of the Company, and Mr Spreadborough and Mr Murray are both Non-Executive Directors of the Company.

(b) Mr Cuzzubbo, Mr Spreadborough and Mr Murray fall within Listing Rule 10.11.1, being Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.11.4, being associates (as defined in the Listing Rules) of the above-mentioned Directors.

(c) The number of Shares that may be acquired by each Director (or their nominees) under the Director Placement Issues pursuant to each Resolution is, in the case of:

  (i) Mr Cuzzubbo, 789,473 Shares;

  (ii) Mr Spreadborough, 263,157 Shares; and

  (iii) Mr Murray, 526,315 Shares.

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(d) The Shares will be fully paid ordinary shares in the capital of the Company.

(e) Subject to receipt of the relevant Shareholder approvals, it is expected that the Shares will be issued in full on or about 2 October 2025, and in any event within 1 month after the date of the Meeting (unless an ASX waiver is obtained).

(f) The Shares will be issued at the Offer Price of $0.19 per Share. Accordingly, the Company will receive subscription funds of $299,999.55 (before costs) for the issue of the Shares.

(g) The purpose of the issue is to raise capital. Funds raised from the Placement (in conjunction with the Company's existing cash balance and funds raised under the SPP) are intended to be used for corporate, working capital and transaction costs, and for allocation to project development capital upon a final investment decision for Nolans.

(h) The Director Placement Issues will be paid for by the relevant Directors with their own funds and are not issued to remunerate or incentivise the Director. The Director Placement Issues are on the same terms as the rest of the Placement, except that they are subject to approval under Listing Rule 10.11 at the Meeting.

(i) There are no further material terms to disclose in respect of this arrangement.

(j) A voting exclusion statement in respect of each of Resolutions 3, 4 and 5 is set out in the Notice.

If approval is given under Listing Rule 10.11, approval is not separately required under Listing Rule 7.1.

Board Recommendation

The Board does not make a voting recommendation to Shareholders in respect of Resolutions 3, 4 or 5 given that this Resolution relates to the issue of securities to current Directors or their associates.

Arafura Rare Earths Limited
ABN 22 080 933 455

Annexure A – Definitions

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The meanings of capitalised terms used in this Notice of General Meeting and Explanatory Memorandum are set out below:

ASX means the ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

Board means the board of Directors.

Company means Arafura Rare Earths Limited ABN 22 080 933 455.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company.

Director Placement Issues has the meaning given in the Explanatory Memorandum under the heading "Resolutions 3, 4, and 5 – Issue of Shares to Directors under Tranche 2 of the Placement".

Equity Security has the meaning given in Chapter 19 of the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to the Notice.

General Meeting, Extraordinary General Meeting or **Meeting** means the Company's Extraordinary General Meeting to be held on 26 September 2025 at 11.00am AWST.

JLMs has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions".

Listing Rules means the Listing Rules of ASX.

Nolans means the Company's Nolans Rare Earths Project in the Northern Territory.

Notice or **Notice of General Meeting** means this Notice of General Meeting.

Offer Price has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions".

Placement has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions".

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

SPP has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions".

Tranche 1 Shares has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions".

ARAFURA
RARE EARTHS LIMITED

ABN 22 080 933 455

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Arafura Rare Earths Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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SAMPLE

PROXY FORM

I/We being a member(s) of Arafura Rare Earths Limited **(Company)** and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairperson of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (WST) on Friday, 26 September 2025 at BDO Australia, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, PERTH WA 6000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Ratification of Previous Issue of Shares under Tranche 1 of the Placement	☐	☐	☐
2 Issue of Shares under Tranche 2 of the Placement	☐	☐	☐
3 Issue of Shares to Mr Darryl Cuzzubbo under Tranche 2 of the Placement	☐	☐	☐
4 Issue of Shares to Mr Mike Spreadborough under Tranche 2 of the Placement	☐	☐	☐
5 Issue of Shares to Mr Ian Murray under Tranche 2 of the Placement	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Wednesday, 24 September 2025,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Arafura Rare Earths Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
*During business hours Monday to Friday (9:00am - 5:00pm)

COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only
SAMPLE