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AMERICAN
RARE EARTHS

ANNUAL REPORT

For the year ended 30 June 2025



Helping to secure a vital domestic supply chain for manufacturing, defence, and innovation.

AMERICAN RARE EARTHS LIMITED

ABN 83 003 453 503

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At American Rare Earths,
we are ***laying the groundwork*** for more than just a mine—
we are ***building the foundation for a fully integrated rare earths supply chain***,
entirely based in Wyoming.



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MESSAGE FROM
The Chairman

Dear Fellow Shareholders,

Our performance in FY2025 was strong, as we continued to progress our technical processes, permitting and on-the-ground relationship building in Wyoming. American Rare Earths has a unique opportunity to produce light and heavy rare earth elements for many generations. We have made significant steps this year to ensure we have the right team and processes to further advance our strategy.



Advancing Halleck Creek

Over the past year, American Rare Earths has made significant strides in advancing and de-risking our flagship Halleck Creek Project, both technically and through permitting.

> “Located in the heart of Wyoming, Halleck Creek is poised to become the next producing rare earths mine in the United States—***helping to secure a vital domestic supply chain for manufacturing, defence, and innovation.***

The scale of Halleck Creek is extraordinary. With the potential to produce enough light and heavy rare earth elements to support the American economy for the next century, this project represents a strategic resource of national importance. Best of all, our plan is to extract, process, and refine these materials entirely within Wyoming—creating a 100% independent, end-to-end domestic supply chain.

Accelerated Permitting at the Cowboy State Mine

The Cowboy State Mine (CSM)—the first separate and independent development phase of Halleck Creek—benefits from a unique permitting advantage due to its location on 100% State of Wyoming surface and mineral rights. This allows for a potential permitting timeline of approximately two years, compared to the typical federal process which can exceed a decade. To our knowledge, CSM is the only U.S. rare earths project with this accelerated pathway.

We are at an advanced stage of compiling the baseline environmental data required for the Wyoming Department of Environmental Quality (WDEQ) permit to mine application. The longest lead-time item—12 consecutive months of groundwater data collection—commenced in May 2025, marking a key milestone in our responsible development approach.

Technical Progress and De-risking

Over the past year, our team has made substantial progress in developing a viable mineral processing flowsheet for Halleck Creek ore, which will underpin the upcoming Pre-Feasibility Study. Production-scale testing has demonstrated that our ore can be upgraded by a factor of 10x using conventional gravity and magnetic separation techniques—resulting in a mineralized concentrate grade of approximately 3–4%.

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Extensive hydrometallurgical testing has defined optimal leach conditions for Halleck Creek's allanite-based ore. Moving forward, we are advancing two parallel technical workstreams:

- On-going hydrometallurgical testing, including impurity removal and solvent extraction.
- Optimisation of comminution and beneficiation circuits, aimed at further improving overall rare earth recoveries.

Test mining has commenced at CSM to extract bulk samples for this optimisation work and to provide feedstock for a demonstration plant. We have also acquired key long-lead components, including two Induced Roll Magnetic Separator (IRMS) units, which are critical to concentrating the ore and removing impurities.

Strengthening the Balance Sheet

In September, 2024, we received a non-binding Letter of Interest from the Export-Import Bank of the United States (EXIM) to provide up to US$456 million in debt financing. The funds will support the construction and execution phase of the Cowboy State Mine.

On 18 November 2024, the Company announced that it had engaged BMO Capital Markets Limited, a globally recognised leader in metals and mining financial advisory, as its financial advisor.

In July 2025, American Rare Earths successfully completed a A$15 million capital raise, providing a strong runway to continue advancing Halleck Creek and begin development of the beneficiation portion of the demonstration plant. Bell Potter Securities Limited and BMO Capital Markets Limited acted as Joint Lead Managers to the Placement.

This was further enhanced by the raising of A$1.465 million via the exercise of options in July and August 2025.

In addition, we received a significant commitment from the State of Wyoming in June 2024—a matching grant of approximately A$10.7 million (USD $7.1 million) to support development of the CSM. As of 30 June 2025, approximately A$9.24 million (USD $6.03 million) of the grant remains available, providing meaningful support for ongoing development.



Being a Partner that Counts

At American Rare Earths, we are laying the groundwork for more than just a mine—we are building the foundation for a fully integrated rare earths supply chain, entirely based in Wyoming. Our vision is to extract, process, and refine rare earth elements within the state, creating a 100% domestic, end-to-end supply chain that strengthens U.S. industrial independence. This approach not only supports national security and American manufacturing, but also delivers long-term economic benefits to Wyoming communities.

We are proud to partner with the State of Wyoming to deliver long-term economic benefits through our future operations. As our projects progress, we expect to create direct jobs, support local businesses, and contribute to state revenues—helping to strengthen Wyoming's communities and infrastructure over time. Our development model, which prioritises state land, ensures that economic value remains within the state and benefits the people of Wyoming.

The Board and I have full confidence in the management team lead by Interim CEO Joe Evers to maintain momentum as we continue our search for a permanent CEO. His leadership has been instrumental in driving progress across technical, operational, and strategic fronts.

Thank you for your continued support as we work to become the next producer of rare earths in the United States and a cornerstone of the emerging domestic permanent magnet industry.



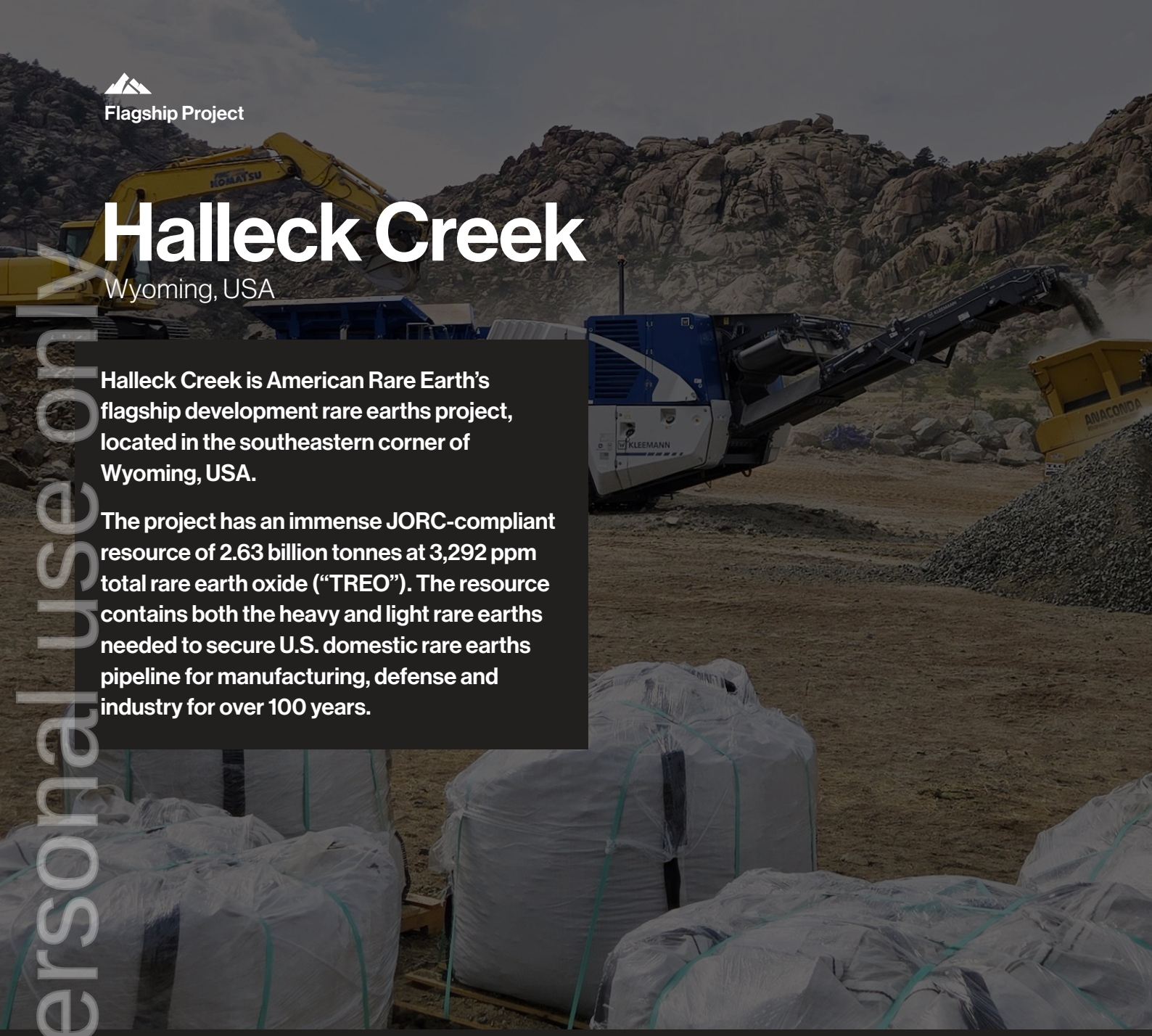
Richard Hudson
Chairman of American Rare Earths

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Flagship Project

Halleck Creek

Wyoming, USA



Halleck Creek is American Rare Earth's flagship development rare earths project, located in the southeastern corner of Wyoming, USA.

The project has an immense JORC-compliant resource of 2.63 billion tonnes at 3,292 ppm total rare earth oxide ("TREO"). The resource contains both the heavy and light rare earths needed to secure U.S. domestic rare earths pipeline for manufacturing, defense and industry for over 100 years.

Halleck Creek's initial and independent phase of development, the Cowboy State Mine ("CSM"), is located on 100% State of Wyoming Land and Minerals and therefore benefits from a streamlined and rapid permitting process when compared to the Federal permitting track. This strategic permitting advantage will allow the Project to come online in the near-term and meet the rapidly growing rare earths needs of today. Significant progress has been made on developing the CSM over the last year, which includes, but is not limited to:

Continued technical de-risking and progress on the CSM Pre-Feasibility Study

- Completion of an extensive drill program at the CSM area, which resulted in increase of the CSM resource of 29.4% to 543 million tonnes, with a 2.7% increase in TREO grade to 3,438 ppm. Halleck Creek Total Mineral Resource Estimate increased by 12.2% to 2.63 billion tonnes at 3,292 ppm TREO.
- Metallurgical test work which confirmed Halleck Creek ore can be beneficiated at production scale and upgraded by a factor of 10x using conventional mineral processing techniques.
- Completion of extensive leach testing on Halleck Creek mineralized concentrate which yielded light and heavy rare earths recoveries with high impurity removal including;
  - Praseodymium ("Pr") leach recoveries of 85% at optimal conditions
  - Neodymium ("Nd") leach recoveries of 84% at optimal conditions
  - Terbium ("Tb") leach recoveries of 52% at optimal conditions
  - Dysprosium ("Dy") leach recoveries of 46% at optimal conditions
- Initiated a comprehensive mineral processing optimisation campaign with the goal of increasing overall magnet rare earths recoveries

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Progress on Demonstration Plant

- Ordered long-lead time equipment required for the demonstration plant
- Commenced test mining at the CSM to retrieve the necessary ore feedstock required for the demonstration plant

Continued progress on the baseline environmental data acquisition for the Wyoming Department of Environmental Quality ("WDEQ") permit to mine application

- Collection of baseline flora and fauna baseline data
- Completion of cultural site survey (i.e. archeological surveys) at the CSM
- Installed 10 ground water monitoring wells across the CSM in May 2025, which is being followed up 12-months of hydrological data collection – the longest outstanding lead time item for baseline environmental data. This hydrological data will inform groundwater modelling, mine planning, and ultimately support the formal submission of the permit to mine application
- Completion of a 24-hour pump test on a monitoring well at the CSM, which will provide data to construct a groundwater model at the CSM

Received a strong commitment from the State of Wyoming in the form of impactful matching grant for ~A$10,700,000 (USD $7,100,000) to develop the CSM

Received a non-binding Letter of Interest from the Export-Import Bank of the United States ("EXIM") for up to US$456m in a debt financing package for the construction. and execution phase of the Cowboy State Mine area at the Halleck Creek Project.

Updated Scoping Study Economics Base case NPV10% of US$558M, IRR 24%

Annual magnet rare earths production over a 20-year life of mine of 1,833 tonnes ("t") of Neodymium-Praseodymium oxide ("NdPr"), 98t of Dysprosium oxide ("Dy"), 24t of Terbium oxide ("Tb"), 1,724t of Lanthanum ("La") oxide and 488t of SEG concentrate. These base case volumes could potentially supply a material amount of the required rare earth feedstock needs for the emerging US permanent magnet industry.



The resource is well-suited for expansion to higher production levels due to its size and homogenous geology. Note the CSM resource only accounts for ~20% of the larger 2.63Bt Halleck Creek deposit

Resource Upgrade

Resource increased by **12.2% to 2.63 billion tonnes** ("Bt") at **3,292 ppm TREO**, with significant grade uplifts at Red Mountain and Cowboy State Mine

12.2%
INCREASE

2.63Bt

3,292
ppm TREO



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La Paz

Arizona, USA

The La Paz Rare Earths project, 100% owned by La Paz Rare Earths LLC, is strategically located in Arizona and boasts a 170.6 million tonnes JORC-compliant resource, with potential to expand.

It contains valuable magnet rare earth elements and Scandium, with the advantage of low radioactive content. Metallurgical testing has demonstrated strong recovery rates and promising results for future extraction processes. With ongoing exploration and development, La Paz is poised to become a leading rare earths project in the U.S.



1. **Significant Resource Potential**
   La Paz hosts a 170.6 million tonnes JORC-compliant resource with potential for expansion.
2. **High-Value Rare Earth Elements**
   The project contains high concentrations of magnet rare earths (NdPr) and Scandium, critical for advanced technologies, with minimal radioactive elements like thorium.
3. **Successful Metallurgical Results**
   Test-work showed recovery rates of 66.4% TREO and 71.5% Scandium, along with rapid dissolution times and minimal penalty elements like uranium and thorium.
4. **Strategic Location and Growth**
   Situated near key infrastructure in mining-friendly Arizona, the project covers only 10.2% of the total area, leaving significant room for future resource expansion.

Beaver Creek

Wyoming, USA



A significant rare earth deposit was discovered in Wyoming, USA, with surface samples showing grades of Lanthanum, Cerium, Neodymium, Praseodymium, and Yttrium from 1.7% to 9.1%

37 federal unpatented lode claims have been staked, covering a total area of 303 hectares (749 acres).

The company secured a Wyoming State Mineral Lease (0-43773), covering an additional 259 hectares (640 acres).

Searchlight

Nevada, USA



The Searchlight Heavy Rare Earths Project is an exploration project located in a precious metal mining district in the eastern Mojave Desert Region about 119km south of Las Vegas and 30km east of the only operating rare earths mine in North America, Mountain Pass. The area is readily accessible by road, with climate and terrain favouring year-around exploration activities.

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La Paz
Arizona, USA

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Supply Chain
R&D

Over the past year, American Rare Earths has made significant progress on technically de-risking and advancing the development of the Company's flagship Halleck Creek project.

Key technical project developments include:

Breakthrough in Ore Pre-Concentration

Halleck Creek ore was upgraded using a combination of conventional gravity and magnetic beneficiation technology at a production scale, achieving a ~10x ore upgrade. In addition, the tests showed 93.5% of non-rare earth material can be removed early in the initial beneficiation processing, meaning only 6.5% of mined ore requires further refining, significantly reducing processing costs.

Completion of Extensive Leach Testing

Twenty-five leach tests exploring various parameters and leach methods were completed at SGS' laboratory in Lakefield, Ontario, Canada. Results yielded strong rare earths leach recoveries, including Praseodymium ("Pr") leach recoveries of 85%, Neodymium ("Nd") of 84%, Terbium ("Tb") of 52% and Dysprosium ("Dy") of 46% at optimal conditions. In addition, the tests showed significantly lower impurity elements of iron and aluminium when compared to test previously performed for the Scoping Study, this may lead to operational benefits in the downstream impurity removal processing.

The testing also showed atmospheric tank leaching to be the preferred leach method. This is typically more energy and reagent efficient and less costly than other rare earth leaching methods, such as an acid-bake (i.e. cracking).

Initiated Mineral Optimisation Campaign

American Rare Earths has commenced mineral processing optimisation work which will occur in parallel to the planned mineral processing tests underway for the on-going Pre-Feasibility Study ("PFS") work. The optimisation work is focused on testing multiple comminution (i.e. milling) methods and optimising the beneficiation circuit (i.e. mineral separation and concentration) with the goal of increasing overall rare earths recoveries.



As a part of this campaign, the Company commenced test mining at the CSM to retrieve the bulk samples required for the milling and beneficiation optimisation tests. The company also extracted the ore needed for the feedstock for a future demonstration plant.

Production of Heavy & Light Rare Earths Oxide Concentrates using Halleck Creek Ore

The University of Kentucky ("UK") produced a heavy rare earths oxide concentrate and light rare earths oxide concentrate from Halleck Creek's allanite based ore. These concentrates are precursors to separated rare earth element ("REE") oxides and were the first time these products had been produced from Halleck Creek ore. The production of these concentrates is a part of the US Department of Defense's ongoing DARPA EMBER project.

The process UK used to produce the concentrates is currently outside of the scope of the Company's on-going PFS mineral processing flow-sheet development. However, the production of this material provides a meaningful development for the Halleck Creek project as it demonstrates that rare earth oxides, of relatively high purity can be produced from Halleck Creek's ore.

American Rare Earths is currently testing conventional mineral processing techniques and progressing the optimisation work announced to market on 18 July 2025, while at the same time always reviewing the potential of new, innovative technology.

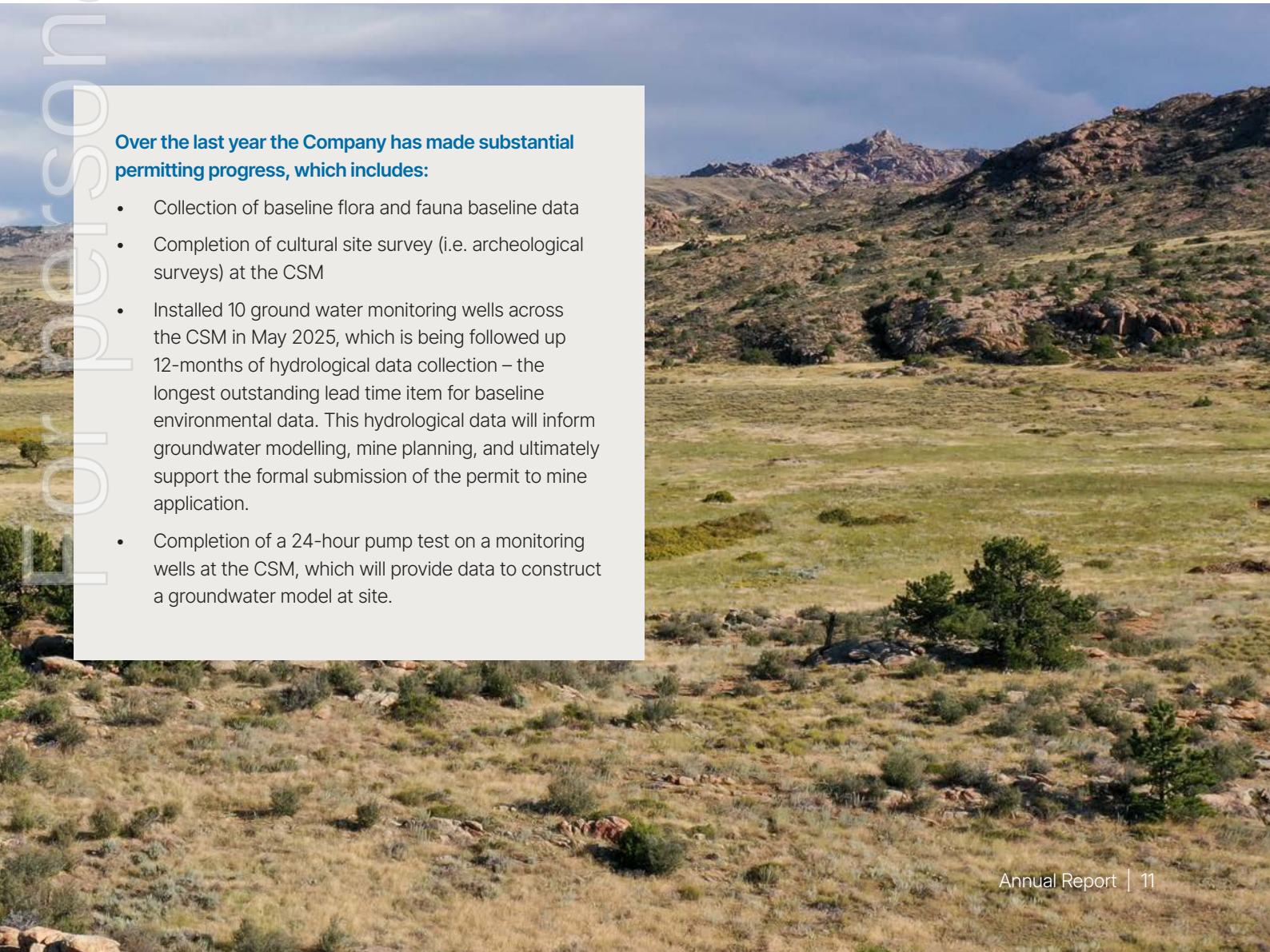
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ESG Commitment

At American Rare Earths Limited, we strive to make meaningful connections and partnerships in the communities in which we live and work.

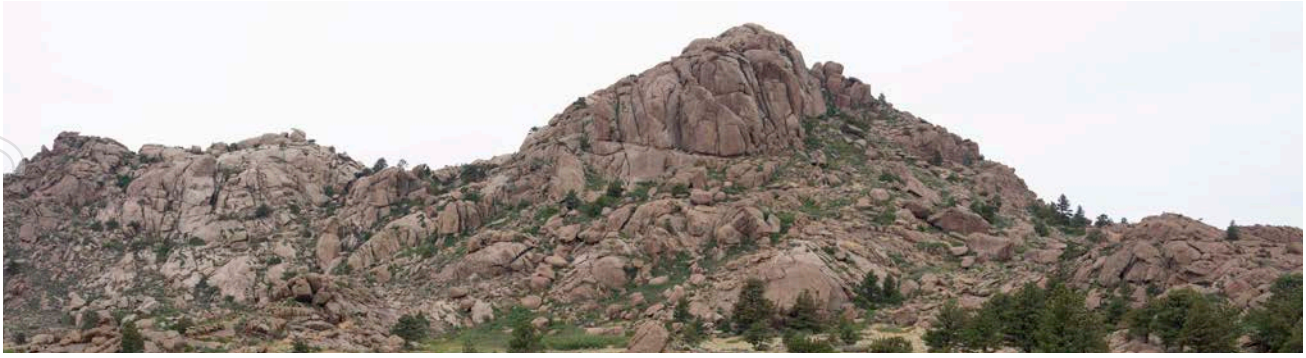
Our commitment hinges upon stakeholder engagement, environmental stewardship, and positive community impact.

The Company continues to advance key baseline environmental work as part of our permitting phase at the Company's flagship project, Cowboy State Mine at Halleck Creek ("CSM"). We have built upon the initial facets of data acquisition as we prepare the Wyoming Department of Environmental Quality ("WDEQ") permit to mine application. The Company is working with State authorities and local contractors to ensure we meet or exceed all permit requirements.



Over the last year the Company has made substantial permitting progress, which includes:

- Collection of baseline flora and fauna baseline data
- Completion of cultural site survey (i.e. archeological surveys) at the CSM
- Installed 10 ground water monitoring wells across the CSM in May 2025, which is being followed up 12-months of hydrological data collection – the longest outstanding lead time item for baseline environmental data. This hydrological data will inform groundwater modelling, mine planning, and ultimately support the formal submission of the permit to mine application.
- Completion of a 24-hour pump test on a monitoring wells at the CSM, which will provide data to construct a groundwater model at site.



As part of community and stakeholder engagement, the Company has continued to collaborate with and help support local stakeholders over the last year. In addition to strategically deploying Company resources in our engagement, employees are active participants in volunteering efforts and non-profit board service in Wyoming (where the flagship Halleck Creek project is located).

Key areas of focus for engagement include organisations that seeks to provide solutions in the areas of education and food insecurity. Some of our efforts include, but are not limited to:

- Supported *Climb Wyoming*, a local charity which offers free job training for single mothers. The goal of the program is to help women change their lives, families and communities, a way forward out of poverty into careers they love.
- Participated and helped support the Platte County (Wyoming) 4-H County Fair and youth rodeo. The goal of 4-H in the U.S is to help youth develop leadership, business and other life skills through hands-on learning in agriculture, science and community service.
- Supported the *Wyoming Hunger Initiative's Beef for Backpacks* program. A State-wide program, spearheaded by Wyoming's First Lady, Jenny Gordon, which helps provide protein packed beef sticks to a weekend food bag program for children in food-insecure homes.
- *Wyoming Ag* in the Classroom, a program which helps empowers and educates students to become responsible stewards of Wyoming's natural resources that power the state's main economic drivers (i.e. Mineral Extraction, Agriculture and Tourism).
- Continued to support academic programs at the University of Wyoming. This relationship is integral to the Company's continued success in Wyoming. Through our financial support of a PhD project focused on the Red Mountain Pluton (which hosts the rare earth elements the Company seeks to develop at CSM), we were able to grow that relationship into an internship with the PhD candidate.

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Financials

DIRECTOR'S REPORT

The Directors present their report, together with the financial statements of the consolidated entity, consisting of American Rare Earths Limited ("ARR" or the "Company") and the entities it controls (the "Group") for the year ended 30 June 2025.

Directors

The names and details of the company's directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated:

Current Directors

Richard Hudson	Non-Executive Director and Chairman	Appointed 8 February 2022
Sten Gustafson	Non-Executive Director and Deputy Chairman	Appointed 7 January 2022
Melissa Sanderson	Non-Executive Director	Appointed 12 November 2021
Hugh Keller	Non-Executive Director	Appointed 1 October 2024
Brian Arkell	Non-Executive Director	Appointed 30 April 2025

Former Directors

Chris Gibbs	CEO & Managing Director Non-Executive Director	Appointed 1 August 2024 Resigned 31 July 2025 Appointed 31 August 2023 Resigned 31 July 2025
Geoffrey Hill	Non-Executive Director	Appointed 27 August 2015 Retired 1 October 2024
John Mansanti	Non-Executive Director	Appointed 21 August 2023 Retired 31 August 2024

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Information of Directors

The following information is current as at the date of this report.

Name:	**Mr Richard Hudson**
Title:	**Chairman, Independent, Non-Executive Director**
Date of Appointment:	8 February 2022
Qualifications:	B.Com. FCA
Experience and expertise:	Richard is experienced in corporate governance & strong internal controls, resolving shareholder disputes, advising on business sales, acquisitions & mergers. He is currently Chairman of a private Contract Research Organisation in Animal Health operating in Australia & New Zealand. He is Company Secretary of a group of Emergency Veterinary Practices operating throughout Australia. He was previously Chairman for many years of manufacturing business operating in the marine industry in Australia, New Zealand, and Asia.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of the Nomination and Remuneration Committee and Member of the Audit & Risk Committee
Interest in shares:	400,000
Interest in options:	5,000,000

Name:	**Mr Sten L. Gustafson**
Title:	**Deputy Chairman, Non-Executive Director**
Date of Appointment:	7 January 2022
Qualifications:	B.A., J.D.
Experience and expertise:	Sten currently serves as the Chief Executive Officer and a director of Pyrophyte Acquisition Corp. (NYSE: PHYT), a SPAC focused on companies that provide products, services, equipment, and technologies that support a variety of energy transition solutions. Sten is a highly experienced energy service industry executive, investment banker, and corporate securities attorney. With over 25 years of experience in the global energy sector, Sten has advised on over 100 corporate transactions around the world for over $100 billion of transaction value
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Member of the Audit & Risk Committee
Interest in shares:	32,250* *On 13 August 2025, Sten purchased 645 American Depository Receipts (AMRRY) which is the equivalent of 32,250 fully paid ordinary shares.
Interest in options:	None

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Name:	**Ms Melissa (Mel) Sanderson**
Title:	**Non-Executive Director**
Date of Appointment:	12 November 2021
Qualifications:	B.Ec., BA English Literature, MBA, Professor, Thunderbird School of Global Management
Experience and expertise:	Mel's international career has spanned diplomacy and mining for 30+ years. Mel is adept at cross-cultural communication and brings leadership experience in inclusivity and diversity issues. At global mining leader Freeport-McMoRan, Mel sited, staffed, and ran a corporate office focused on government and public relations, as well as social responsibility programs. She served as a senior diplomat in the U.S. Department of State.
Other current directorships:	None
Former directorships (last 3 years):	Advance Metals Limited (ASX:AVM) from 14 April 2022.to 19 September 2024
Special responsibilities:	Member of the Nomination and Remuneration Committee
Interest in shares:	None
Interest in options:	1,000,000

Name:	**Mr Hugh Keller**
Title:	**Independent, Non-Executive Director**
Date of Appointment:	1 October 2024
Qualifications:	LLB (University of Sydney)
Experience and expertise:	After graduating with a law degree, Hugh had a successful career as a solicitor in Sydney and became a partner at Dawson Waldron (now Ashurst) in 1976 and remained a partner in its successor firms for 34 years until retirement from full time legal practice in 2010. During his time at the firm, Mr Keller served as joint national managing partner, Sydney office managing partner, chairman of the staff superannuation fund, one of the practice leaders and as a board member. Hugh was a non-executive director of ASX listed Thakral Holdings Limited and a member of its Audit Committee until the company was acquired in a public takeover by Brookfield and was a non-executive director of LJ hooker Limited and a member of its Audit Committee. He has also served as chairman of a large private investment company, several small investment companies and a private small exploration company. Hugh is currently a non-executive director and chairman of the Audit Committee of Cobalt Blue Holdings Limited.
Other current directorships:	Cobalt Blue Holdings Limited (ASX:COB) from 31 October 2016 to present.
Former directorships (last 3 years):	None

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Special responsibilities:	Chair of the Audit & Risk Committee and Member of the Nomination and Remuneration Committee
Interest in shares:	130,000
Interest in options:	1,000,000

Name:	**Mr Brian Arkell**
Title:	**Independent, Non-Executive Director**
Date of Appointment:	30 April 2025
Qualifications:	B.S. Geology and Engineering from the University of Maryland, M.S. in Geology from the New Mexico Institute of Mining and Technology, Fellow of AusIMM, Society of Economic Geologists, SME Registered Member and SEG Fellow.
Experience and expertise:	Brian brings over 35 years of global experience in mineral exploration, mine development, and operations, with a proven track record advancing world-class gold and copper-gold projects across the Americas and Southeast Asia. His career highlights include key roles in the development of the Yanacocha (Peru), Batu Hijau (Indonesia), Merian (Surimane), and Magino (Canada) mines. Brian is presently Vice President Exploration and Technical Services for Cabral Gold Corp. From 2018 to 2023, he served as Vice President of Exploration and Mine Technical Services at Argonaut Gold, managing exploration, mine planning, geology and corporate reserves across five producing mines and multiple development assets. He has also held senior positions as CEO of Caza Gold, SVP at Rio Novo Gold and spent over 20 years with Newmont Mining, where he rose to Director of Geology and Exploration for South America.
Other current directorships:	Zephyr Minerals Ltd (TSXV: ZFR)
Former directorships (last 3 years):	None
Special responsibilities:	None
Interest in shares:	None
Interest in options:	None

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Company Secretary

Wayne Kernaghan: BBus, ACA, FAICD, ACIS Company Secretary. Appointed 25 September 2020

Wayne is a member of the Institute of Chartered Accountants in Australia and New Zealand with a number of years' experience in various areas of the mining industry. He is also a Fellow of the Australian Institute of Company Directors and a Chartered Secretary.

Principal Activities

The principal activity for the Consolidated Entity comprising American Rare Earths Limited ("the Company") and its controlled entities (together "the Consolidated Entity") during the financial year was mineral exploration. There was no significant change in the nature of the Consolidated Entity's activities during the year.

Results

The loss attributable to the Consolidated Entity for the financial year was $6,465,370 (2024: loss $6,257,487). No income tax was attributable to this result (2024: $Nil).

Dividends

The directors do not recommend the payment of a dividend for this financial year. No dividend has been declared or paid by the Company since the end of the previous financial year.

Significant Changes in the State of Affairs

In the opinion of the directors there were no significant changes in the state of affairs of the Consolidated Entity that occurred during the financial year under review not otherwise disclosed in this report or the consolidated financial statements.

After Balance Date Events

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial years other than:

On the 9 July 2025, the Company announced the results of an extensive leach testing program undertaken on Cowboy State Mine ore, part of the Halleck Creek Rare Earths Project in Wyoming USA. These tests represent a significant milestone in the technical de-risking of the project.

On 21 July 2025, the Company announced the resignation of Chief Executive Officer and Managing Director, Mr Chris Gibbs effective 31 July 2025. To ensure continuity and maintain momentum, Mr Joe Evers will continue to lead the US operations and Ms Megan McPherson will have oversight of the Company's headquarters in Australia.

On 24 July 2025, the Company announced that it had received firm commitments for a placement of approximately 46.9 million new fully paid ordinary shares at an issue price of A$0.32 per share to raise gross proceeds of A$15 million. The funds will be used to fund a demonstration plant, in-fill drilling and engineering works at Halleck Creek.

On 15 August 2025, the Company announced first production of Light Rare Earth Oxides ("LREO") and Heavy Rare Earth Oxides ("HREO") using Halleck Creek ore. Both of the oxides are used in the production of permanent magnets. The oxides were produced as part of the Department of Defense's (DoD") on-going Defense Advanced Research Project Agency ("DARPA") Environmental Microbes as a BioEngineering Resource ("EMBER") project.

On 18 August 2025, the Company announced that through its subsidiary Wyoming Rare (USA) Inc. ("WRI"), it has commenced construction of a test mine at the Cowboy State Mine ("CSM"), part of the Halleck Creek deposit, under its State of Wyoming License to Explore by Dozing.

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On 26 August 2025, the Company announced that through its subsidiary Wyoming Rare (USA) Inc. ("WRI"), it performed a 24-hour groundwater pump test on a water monitoring well at the Cowboy State Mine ("CSM") area1 of Halleck Creek Deposit. This test will provide data required to build a three-dimensional groundwater model for the CSM, which is a key piece of baseline environmental data needed for the Wyoming Department of Environmental Quality – Land Quality Division ("WDEQ-LQD") permit to mine application.

Subsequent to year end, the Company has raised $1,465,000 via the exercise of 7,750,000 options.

Likely Developments and Future Results
Other than as referred to in this report, further information as to likely developments in the operations of the Consolidated Entity and the expected results of those operations would, in the opinion of the directors, be speculative and not in the best interests of the Consolidated Entity.

Options
As at the date of this report the Company has 57,500,000 (2024: 57,100,000) unquoted options on issue. During the year 14,500,000 (2024: 20,500,000) options were issued and 14,100,000 (2024: 5,894,223) options were exercised/cancelled. Refer to Note 14 of the financial statements for further details of the options outstanding.

During the year 14,000,000 fully paid ordinary shares were issued by virtue of the exercise of options (2024: 2,000,000). Since the end of the financial year 7,750,000 shares have been issued by virtue of the exercise of options (2024: 1,000,000).

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Directors' Meetings

The number of meetings of the Board Directors and Audit/Risk Committee held during the year ended 30 June 2025 and the numbers of meetings eligible to attend while a director were:

	Board of Directors		Audit & Risk Committee	
Directors:	*Eligible to attend*	*Attended*	*Eligible to attend*	*Attended*
Richard Hudson	6	6	3	3
Chris Gibbs	6	6	-	-
Sten Gustafson	6	6	3	3
Melissa Sanderson	6	6	-	-
Hugh Keller	3	3	1	1
Brian Arkell	1	1	-	-
Geoff Hill	2	2	2	2
John Mansanti	2	1	-	-

In addition, several matters were resolved during the year by circular resolution.

As well as formal directors' meetings, executive and non-executive directors are in frequent communication.

FINANCIAL REVIEW

- **Cash balance at 30 June 2025 was $9,353,143 (2024: $16,299,350)**
- **Total assets at 30 June 2025 was $31,334,278 (2024: $34,019,733)**
- **Total liabilities at 30 June 2025 was $1,223,784 (2024: $961,612)**

During the financial year, 14,000,000 shares were issued due to exercise of options, which raised additional capital of $2,720,000.

Subsequent to year end, the Company successfully raised $15,000,000 (before costs) from a placement of 46,875,000 fully paid ordinary shares to professional and sophisticated investors at an issue price of $0.32 per shares. Bell Potter Securities Limited and BMO Capital Markets Limited acted as Joint Lead Managers to the Placement.

A further 7,750,000 fully paid ordinary shares were issued upon the exercise of options during the months of July and August 2025 raising $1,465,000.

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REVIEW OF OPERATIONS

American Rare Earths owns Wyoming Rare (USA) Inc. which is focused on the development of the Flagship Halleck Creek Project in Wyoming, USA. In addition, the Company has additional value add exploration projects in the United States which include La Paz in Arizona, Beaver Creek in Wyoming and Searchlight in Nevada.

Halleck Creek Rare Earths Project

Halleck Creek is American Rare Earth's flagship development rare earths project, located in the southeastern corner of Wyoming, USA. The project has an immense JORC-compliant resource of 2.63 billion tonnes at 3,292 ppm total rare earth oxide ("TREO"). The resource contains both the heavy and light rare earths needed to secure U.S. domestic rare earths pipeline for manufacturing, defense and industry for over 100 years.

Halleck Creek's initial and independent phase of development, the Cowboy State Mine ("CSM"), is located on 100% State of Wyoming Land and Minerals and therefore benefits from a streamlined and rapid permitting process when compared to the Federal permitting track. This strategic permitting advantage will allow the Project to come online in the near-term and meet the rapidly growing rare earths needs of today. Significant progress has been made on developing the CSM over the last year, which includes, but is not limited to:

- Continued technical de-risking and progress on the CSM Pre-Feasibility Study
    - Completion of an extensive drill program at the CSM area, which resulted in increase of the CSM resource of 29.4% to 543 million tonnes, with a 2.7% increase in TREO grade to 3,438 ppm. Halleck Creek Total Mineral Resource Estimate increased by 12.2% to 2.63 billion tonnes at 3,292 ppm TREO.
    - Metallurgical test work which confirmed Halleck Creek ore can be beneficiated at production scale and upgraded by a factor of 10x using conventional mineral processing techniques
    - Completion of extensive leach testing on Halleck Creek mineralized concentrate which yielded light and heavy rare earths recoveries with high impurity removal including;
        - Praseodymium ("Pr") leach recoveries of 85% at optimal conditions
        - Neodymium ("Nd") leach recoveries of 84% at optimal conditions
        - Terbium ("Tb") leach recoveries of 52% at optimal conditions
        - Dysprosium ("Dy") leach recoveries of 46% at optimal conditions
    - Initiated a comprehensive mineral processing optimisation campaign with the goal of increasing overall magnet rare earths recoveries
- Progress on Demonstration Plant
    - Ordered long-lead time equipment required for the demonstration plant
    - Commenced test mining at the CSM to retrieve the necessary ore feedstock required for the demonstration plant
- Continued progress on the baseline environmental data acquisition for the Wyoming Department of Environmental Quality ("WDEQ") permit to mine application
    - Collection of baseline flora and fauna baseline data
    - Completion of cultural site survey (i.e. archeological surveys) at the CSM
    - Installed 10 ground water monitoring wells across the CSM in May 2025, which is being followed up 12-months of hydrological data collection – the longest outstanding lead time item for baseline environmental data. This hydrological data will inform groundwater modelling, mine planning, and ultimately support the formal submission of the permit to mine application
    - Completion of a 24-hour pump test on a monitoring well at the CSM, which will provide data to construct a groundwater model at CSM
- Received a strong commitment from the State of Wyoming in the form of impactful matching grant for ~A$10,700,00 (USD $7,100,000) to develop the CSM
- Received a non-binding Letter of Interest from the Export-Import Bank of the United States ("EXIM") for up to US$456m in a debt financing package for the construction. and execution phase of the Cowboy State Mine area at the Halleck Creek Project.

- Upgrade – Resource increased by 12.2% to 2.63 billion tonnes (“Bt”) at 3,292 ppm TREO, with significant grade uplifts at Red Mountain and Cowboy State Mine
- Updated Scoping Study Economics – Base case NPV10% of US$558M, IRR 24%

Annual magnet rare earths production over a 20-year life of mine of 1,833 tonnes (“t”) of Neodymium-Praseodymium oxide (“NdPr”), 98t of Dysprosium oxide (“Dy”), 24t of Terbium oxide (“Tb”), 1,724t of Lanthanum (“La”) oxide and 488t of SEG concentrate. These base case volumes could potentially supply a material amount of the required rare earth feedstock needs for the emerging US permanent magnet industry. The resource is well-suited for expansion to higher production levels due to its size and homogenous geology. Note the CSM resource only accounts for ~20% of the larger 2.63Bt Halleck Creek deposit.

La Paz Rare Earths Project

The La Paz Rare Earths project is 100% owned by the Company’s wholly owned US based subsidiary, La Paz Rare Earth LLC (“LPRE”) and is located approximately 200 kilometres northwest of Phoenix, Arizona. The Project incorporates a 170.6 million tonnes JORC compliant resource close to key infrastructure. The current resource estimate encompasses only 10.2% of the project area and is open laterally and at depth.

Searchlight Rare Earths Project

The Searchlight Heavy Rare Earths Project is an exploration project located in a precious metal mining district in the eastern Mojave Desert Region about 119km south of Las Vegas and 30km east of the only operating rare earths mine in North America, Mountain Pass. The area is readily accessible by road, with climate and terrain favouring year-around exploration activities.

Beaver Creek Rare Earths Project

The Beaver Creek exploration project has substantial Total Rare Earth Oxide (TREO) grades ranging from 5.8% to 13.9%. Additionally, assays for valuable magnetic rare earths, specifically neodymium and praseodymium, were found to be within the range of 1% to 2.2%. These results underscore the significant potential of the Beaver Creek project and the valuable rare earth elements it contains.

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Details of JORC Resources at 30 June 2025

Halleck Creek

Table 1 summarises estimated in-situ resources at Halleck Creek by resource area and category using a TREO cut-off of 1,000 ppm.

Table 1 – Mineral Resource Estimate at Halleck Creek (1000ppm TREO cut off)

Classification	Tonnage	Grade				Contained Material			
		TREO	LREO	HREO	MREO	TREO	LREO	HREO	MREO
	t	ppm	ppm	ppm	ppm	t	t	t	t
Measured	206,716,068	3,720	3,352	370	904	769,018	692,935	76,550	186,836
Indicated	1,272,604,372	3,271	2,900	360	852	4,162,386	3,689,999	458,140	1,084,256
Meas + Ind	**1,479,320,439**	**3,334**	**2,963**	**361**	**859**	**4,931,405**	**4,382,934**	**534,691**	**1,271,092**
Inferred	1,147,180,795	3,239	2,878	361	837	3,715,661	3,302,005	413,651	960,355
Total	**2,626,501,234**	**3,292**	**2,926**	**361**	**850**	**8,647,066**	**7,684,939**	**948,341**	**2,231,447**

La Paz

Table 2: La Paz Rare Earths Project JORC 2012 Classified Mineral Resource Estimate

La Paz Resource Estimate 2012 JORC				
	Mt	Grade (%)	Contained REE (kg)	Contained REE (Mlbs)
Inferred	112	0.037	37,586,080	83.3
Indicated	16.2	0.037	5,436,558	12.1
Total	128.2	0.037	43,022,638	95.4

Reserves

The information in this report that relates to Mineral Resources and Exploration Results is based on information compiled by Mr Dwight Kinnes and Mr Jim Guilinger. Mr Kinnes and Mr Guilinger are Members of a Recognised Overseas Professional Organisation included in a list promulgated by the ASX (SME Registered Member of the Society of Mining, Metallurgy and Exploration Inc). Mr Kinnes is employed by American Rare Earths, Ltd. as Chief Technical Officer. Mr Guilinger is Principal of independent consultants World Industrial Minerals LLC. Mr Kinnes and Mr Guilinger have sufficient experience relevant to the style of mineralisation and type of deposits under consideration and to the activity which they are undertaking as a Competent Person. As defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.' Mr Kinnes and Mr Guilinger consent to the inclusion in this report of the matters based on their information in the form and context that the information appears.

American Rare Earths Limited confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement, and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. American Rare Earths Limited confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

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RISK MANAGEMENT

American Rare Earths manages risks inherent in its business with the objective of ensuring risks are identified, measured, and managed to an acceptable level. The executive and management team perform risk assessments on activities on a regular basis with a continuous improvement mindset to risk identification, management and mitigation.

A summary of key risks groups associated with company are discussed here:

Exploration

Exploration is a speculative activity with associated risk to discovery. ARR utilises established methodologies and experienced personnel to evaluate prospects and manage the risk associated with exploration. The Company also ensures all major exploration decisions are subjected to assurance reviews, including external experts and contractors where appropriate.

Regulatory

American Rare Earths operates in a highly regulated environment and complies with regulatory requirements. There is a risk that regulatory approvals are withheld, take longer than expected, or unforeseen circumstances arise where requirements may not be adequately addressed in the eyes of the regulator, and costs may be incurred to remediate non-compliance and/or obtain approval(s). Changes in personnel, government, monetary, taxation and other laws in the United States, Australia or internationally may impact the Company's operations.

Operating

There are several risks associated with operating. The occurrence of any event associated with these risks could result in substantial losses to the Company that may have a material adverse effect on the business of ARR, results of operations and financial condition. To the extent that it is reasonable, ARR mitigates the risk of loss associated with operating events through insurance contracts and management systems.

Funding

ARR's development appraisal and exploration activities are reliant on access to adequate funding, and restrictions on this access could have a material adverse effect on the business, results from operations, financial conditions, and prospects. ARR's business and development of our projects rely on access to debt and equity funding. There can be no assurance that sufficient debt or equity funding will be available on acceptable terms or at all. ARR endeavours to ensure the best source of funding is obtained to maximise shareholder value, having regard to prudent risk management supported by economic and commercial analysis of all business undertakings.

Indemnification and insurance of Directors and Officers

The Company has entered into deeds of indemnity with the Directors indemnifying them against certain liabilities and costs to the extent permitted by law. The Company has paid premiums totalling $51,128 (2024: $56,447) in respect of Directors and Officers Liability Insurance and Company reimbursement policies, which covers all Directors and Officers of the Company. The policy conditions preclude the Company from any detailed disclosures.

Indemnification of Auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Hall Chadwick, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Hall Chadwick during or since the financial year.

Employees

The Consolidated Entity had 6 employees as at 30 June 2025 (2024: 5).

Corporate Governance

In recognising the need for the highest standard of corporate behaviour and accountability, the directors of American Rare Earths Limited support and have adhered to the principles of good corporate governance. The Company's corporate governance statement is on our website.

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Auditor Independence

The directors have received the auditor's independence declaration for the year ended 30 June 2025 which is on page 35 and forms part of this directors' report. For the reporting year Hall Chadwick has provided non-audit services to the Consolidated Entity in the amount of $10,000 (2024: $11,000).

The directors are satisfied that non-audit services are compatible with the independence requirements of the Corporations Act 2001. The nature and scope of the non-audit services provided has meant that auditor independence was not compromised.

Rounding

The amounts contained in this report and in the financial report have been rounded to the nearest Australian Dollar (unless otherwise stated) under the option available to the Company under the *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*. The Company is an entity to which the instrument applies.

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REMUNERATION REPORT - AUDITED

This remuneration report outlines the remuneration arrangements in place for key management personnel (KMP) of American Rare Earths Limited and its wholly owned subsidiaries (the "Company") or (the "Group") which includes the executive director and non-executive directors. It has been prepared and audited in accordance with the requirements of the Corporations Act 2001, its regulations and applicable accounting standards.

Key Management Personnel

KMP comprise those individuals having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly (whether executive or otherwise):

Name	Position	Commenced as KMP	Ceased as a KMP
Non-executive Directors			
Richard Hudson	Non-executive Chairman	8 February, 2022	
Sten Gustafson	Non-Executive Director	7 January, 2022	
Mel Sanderson	Non-Executive Director	12 November, 2021	
Hugh Keller	Non-Executive Director	1 October, 2024	
Brian Arkell	Non-Executive Director	30 April, 2025	
Geoff Hill	Non-Executive Director	27 August, 2015	1 October, 2024
John Mansanti	Non-Executive Director	21 August, 2023	31 August, 2024
Kenneth Traub	Non-Executive Director	18 August, 2023	20 June, 2024
Paul Zink	Non-Executive Director	21 August, 2023	30 June, 2024
F. Creagh O'Connor	Non-Executive Director	22 June, 2000	16 November, 2023
Chris Gibbs	Non-executive Director	31 August, 2023	1 August, 2024
Executive Director			
Chris Gibbs	CEO & Managing Director	1 August, 2024	31 July, 2025
		1 November, 2021	31 August, 2023
Executives			
Donald Swartz	CEO	1 August, 2023	8 August, 2024

Governance

The Company has a Nomination and Remuneration Committee (The Committee) which is responsible for the development of the remuneration strategy and policies and ensuring that are appropriate for a company of the nature, size and standing of American Rare Earths. The Committee is responsible for making recommendations to the Board on:

- Remuneration arrangements (including base pay, performance targets, bonuses, equity awards, superannuation, retirement rights, termination payments) for the executive director and senior executives.
- Establishment of employee-incentive and equity-based plans and the number and terms of any incentives proposed to be issued to executives pursuant to those plans, including any vesting criteria.
- Remuneration of Non-Executive Directors.

The members of The Committee during the year were:

- Richard Hudson- Non-Executive Director- Chairman
- Melissa Sanderson- Executive Director
- Hugh Keller- Non-Executive Director
- Geoff Hill (Chairman) – Non-Executive Director- Retired 1 October 2024

The Committee met informally during the year and several matters were resolved during the year by circular resolution.

Remuneration Principles

The Group's remuneration strategy and structure is reviewed by The Committee for business appropriateness and market suitability on an ongoing basis. KMP are remunerated and rewarded in accordance with the Group's remuneration policies (outlined in further detail below).

Engagement of remuneration consultants

The following protocols are followed by the Board in regard to remuneration consultants:

- The Board has regard to any potential conflicts of interest including factors that may influence independence such as previous and future work performed by the consultant and any relationships that exist between KMP's and consultants;
- Remuneration consultants are engaged and report directly to the Board; and
- Communication between KMP and consultants are restricted to avoid risk of undue influence.

During the financial year, no remuneration recommendations, as defined by the Corporations Act, were provided by any advisor.

Executive Remuneration

Remuneration Strategy

In determining KMP remuneration, the Board aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the Group to attract and retain high calibre talent,
- aligned to the Group's strategic and business objectives and the creation of shareholder value,
- transparent and easily understood, and
- supported by shareholders.

5 Year performance

The Group's performance over the past five years is as follows:

	2025	2024	2023	2022	2021
Net loss ($)	(6,465,370)	(6,257,487)	(4,846,560)	(2,039,992)	(354,092)
Loss per share (cents)	(1.29)	(1.35)	(1.11)	(0.55)	(0.08)
Dividends / distributions ($)	-	-	-	-	-
Share price at year end ($)	0.245	0.265	0.145	0.255	0.079
Market capitalisation ($M)	124.319	130.757	64.731	100.904	27.20
Director & Key Management Personnel remuneration ($)	2,240,066	1,527,864	1,244,515	1,699,776	1,481,845

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Remuneration Framework

The Group's reward structure for executives provides for a combination of fixed and variable 'at risk' pay with the following components:

- fixed remuneration in the form of base salary, superannuation and benefits (Total Fixed Remuneration or TFR);
- variable remuneration in the form of short-term variable reward (STVR) and long-term variable reward (LTVR).

In accordance with the Group's objective to ensure that executive remuneration is aligned to Group performance, a portion of executives' remuneration is placed 'at risk'. In March 2025, the Remuneration and Nomination Committee set the relative proportion of target FY25 total remuneration packages split between the fixed and variable remuneration for KMP as shown below:

KMP	TFR	Max STVR opportunity	Max LTVR opportunity
Chris Gibbs	$380,000	50% of TFR	50% of TFR

Fixed remuneration

Fixed remuneration is set at a level that is aligned to market benchmarks and reflective of executives' skills, experience, responsibilities and performance. Compensation levels are reviewed annually by the Remuneration and Nomination Committee through a process that considers the individual and overall performance of the Company.

Variable remuneration outcomes

STVR

The Company's STVR arrangements are designed to reward its executives for performance that exceeds the expectation of the role which is otherwise remunerated through a competitive TFR. The STVR framework identifies specific Key Performance Indicators (KPIs) that reflect areas of strategic emphasis where outperformance can be achieved. Each KPI is assigned a weighting to indicate its relative importance. The Remuneration Committee retains discretion to adjust individual KPI weightings by up to 10% (within a total weighting of 100%) to ensure a fair and balanced assessment of performance.

LTVR

The Company's LTVR arrangements are designed to align employee interests directly with shareholders by linking employee remuneration to the Company's share price performance over the medium to long term.

The LTVR has two measures, each of 50% of the total. The LTVR awarded will depend on the achievement of the Company's TSR relative to the two comparator groups as set out below:

1st Comparator Group (ASX companies) (50% weighting)	• Lynas Rare Earths (ASX: LYC, US: LYSDY) • Iluka Resources (ASX: ILU) • Brazilian Rare Earths (ASX: BRE) • Arafura Rare Earths (ASX: ARU) • Meteoric Resources (ASX: MEI) • Peak Rare Earths (ASX: PEK). • Hastings Technology Metals (ASX: HAS) • Northern Minerals (ASX: NTU. • Australian Strategic Materials (ASX: ASM, US: ASMMF) • Ionic Rare Earths (ASX: IXR) • Lindian Resources (ASX: LIN) • WA1 Resources (ASX: WA1)

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2nd Comparator Group (ASX 300 Metals and Mining Index companies (50% weighting)	ASX listed mining companies making up the ASX 300 Mining and Metals Index (Mining Index) on 1 July 2024, plus any company that enters the Mining Index within 12 months (together 'peers') if the peer has survived through to at least 1 July 2025.

The Board will exercise its discretion to award options to KMP and non-KMP employees as remuneration for no cash consideration, subject to shareholder approval where applicable. The issuance of options as remuneration is deemed necessary to attract and retain key personnel particularly US based personnel.

Managing Director & CEO remuneration

Chris Gibbs was appointed CEO & Managing Director of the Company on 1 August 2024. A service agreement was executed on the same day. Mr Gibb's remuneration under the Agreement is:

- Base salary of A$380,000 per annum (inclusive of statutory superannuation).
- Subject to the ASX Listing Rules and as determined by the Company's Board, Mr Gibbs is further entitled to participate in the Company's short-term variable reward plan (STVR) and long-term variable reward plan (LTVR).

On 31 July 2025, he ceased employment with the Company.

Employee share plan

At the Company's Annual General Meeting held on 28 November 2024, it was approved to issue:

1. 2,000,000 options at an exercise price of $0.3274 to a Director, Mr Chris Gibbs as remuneration for no cash consideration. The options were issued on 27 December 2024.

Former CEO Donald Swartz

Donald Swartz was appointed as CEO of the Company on 1 August 2023. Mr Swartz's remuneration was:

- Base salary of US$300,000 per annum.
- Subject to the ASX Listing Rules and as determined by the Company's Board, Mr Swartz is further entitled to participate in the Company's short-term variable reward plan (STVR) and long-term variable reward plan (LTVR).

On 8 August 2024, he ceased employment with the Company.

On 16 November 2023, the Company issued:

1. 1,500,000 options at an exercise price of $0.22 to CEO, Mr Donald Swartz as remuneration for no cash consideration. The options vested on 16 November 2023; and
2. 3,500,000 options at an exercise price of $0.22 to CEO, Mr Donald Swartz as remuneration for no cash consideration. The options vested on 1 August 2024.

Non-Executive Director's remuneration

The current maximum aggregate limit for Non-Executive Directors' fees is A$1,000,000 per annum (**Limit**) which was approved by shareholders at the 8 November 2022 Annual General Meeting.

If a Non-Executive Director performs extra services which, in the opinion of non-associated Directors, are outside the scope of the ordinary duties of the Director, the Company may remunerate that Director on normal commercial terms and conditions no more favourable than those available to other parties. The remuneration would be in addition to the fees referred to above.

A non-executive Director is entitled to be paid travelling and other expenses properly incurred by them in attending Director's or general meetings of the Company or otherwise in connection with the business of the Company.

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Directors and Officers insurance and indemnity

During the financial year, as provided for under the Company's Constitution, the Company paid an insurance premium, insuring the Company's Directors and Officers against liabilities not prohibited from insurance by the *Companies Act 1993*.

Details of Key Management Personnel

Key management personnel are those directly accountable and responsible for the operational management and strategic direction of the Company and the Group.

Name	Position	
C Gibbs	CEO & Managing Director	Appointed 1 August 2024, resigned 31 July 2025
D Swartz	CEO	Resigned 1 August 2024

Details of the nature and amount of each element of the remuneration of Directors and other Key Management Personnel of the Company during the financial year are:

		Short-Term Employee Benefits		Post-Employment	Share Based Payments		Other		Remuneration Performance Related	Based Payments as a Proportion of Remuneration
	Year	Salary & Fees	Bonus	Super-annuation Benefits	Shares	Options	Consultancy fee	Total		
Key Management Personnel		$	$	$	$	$	$	$	%	%
Richard Hudson	**2025**	**112,044**	**-**	**-**	**-**	**356,209**	**-**	**468,253**	**-**	**76.1**
	2024	31,760	-	1,899	-	-	-	33,659	-	-
Chris Gibbs[1]	**2025**	**325,000**	**-**	**27,978**	**-**	**202,098**	**29,318**	**584,394**	**34.6**	**34.6**
	2024	125,335	-	2,614	-	-	101,000	228,949	-	-
Sten Gustafson	**2025**	**149,218**	**-**	**-**	**-**	**-**	**-**	**149,218**	**-**	**-**
	2024	46,258	-	-	-	-	-	46,258	-	-
Melissa Sanderson[2]	**2025**	**53,465**	**-**	**-**	**-**	**77,639**	**163,526**	**294,630**	**-**	**26.4**
	2024	237,417	-	-	-	-	53,384	290,801	-	-
Geoff Hill[3]	**2025**	**12,500**	**-**	**-**	**-**	**-**	**-**	**12,500**	**-**	**-**
	2024	33,761	-	-	-	-	-	33,761	-	-
John Mansanti[4]	**2025**	**9,475**	**-**	**-**	**-**	**-**	**-**	**9,475**	**-**	**-**
	2024	41,547	-	-	-	64,519	-	106,066	-	60.8
Donald Swartz[5]	**2025**	**565,932**	**-**	**-**	**-**	**20,811**	**-**	**586,743**	**-**	**3.5**
	2024	381,313	-	-	-	171,590	-	552,903	31.0	31.0
Hugh Keller	**2025**	**48,690**	**-**	**-**	**-**	**77,639**	**-**	**126,329**	**-**	**61.5**
Brian Arkell	**2025**	**8,524**	**-**	**-**	**-**	**-**	**-**	**8,524**	**-**	**-**
Creagh O'Connor	2024	14,167	-	-	-	102,359	-	116,526	-	87.7
Ken Traub	2024	76,263	-	-	-	64,519	-	140,782	-	45.8
Paul Zink	2024	44,953	-	-	-	64,519	-	109,472	-	58.9
Total	**2025**	**1,284,848**	**-**	**27,978**	**-**	**734,396**	**192,844**	**2,240,066**	**9.0**	**32.8**
	2024	1,032,774	-	4,513	-	467,506	154,384	1,659,177	10.3	28.2

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1. Mr Chris Gibbs provided consultancy services to the Group during the period 1 September 2023 and 31 July 2024 for services separate to his role as a director.
2. Ms Melissa Sanderson is engaged as a consultant for services provided to the Group separate to her obligations and responsibilities as a director. The additional work focuses on advancing government affairs, ESG priorities and public relations. Her appointment as Co-Chair of the Critical Minerals Institute further enhances this work.
3. Mr Geoff Hill retired from the Board of ARR on 1 October 2024. As a founding shareholder and long-standing member of the Board, Mr Hill's contribution over a 35-year tenure has been instrumental in positioning the Company to unlock the full potential of the Halleck Creek Project. Mr Hill continues as a consultant to the Board of Directors.
4. Mr John Mansanti retired from the board on 31 August 2024. He continues to contribute to the Company via a consultancy agreement and is the Chair of the Technical Committee. His depth of experience and technical knowledge is invaluable as the Company progresses both the pre-feasibility and optimisation work on the Halleck Creek Project.
5. Mr Donald Swartz resigned as CEO of the Company effective 8 August 2024. Mr Swartz received a termination payment of US$325,000. As part of his separation agreement, Mr Swartz was engaged as an independent consultant for a period of 90 days receiving total payment for the services of US$75,000. He also received total compensation payments of US$240,000 over the period of the consultancy. No other termination payments, bonuses or long-term benefits have been paid or accrued for any other director or key management personnel in the year ended 30 June 2025.

Equity Instruments held by Key Management Personnel

The number of shares and options over shares in the Company held during the financial year by each Director of and each of the other key management personnel, including their personally related entities, are set out below:

Movement in Shareholdings held by Key Management Personnel [1]

	Held at 30 June 2024	**Other Changes During the Year**	**Held at 30 June 2025**
2025			
Directors and Key Management			
Richard Hudson	**300,000**	100,000	**400,000**
Chris Gibbs	**3,500,000**	329,916	**3,829,916**
Sten Gustafson	**-**	-	
Melissa Sanderson	**-**	-	**-**
Hugh Keller	**-**	130,000[2]	**130,000**
Brian Arkell	**-**	-	**-**
Geoff Hill	**77,973,392**	(77,973,392)[3]	**-**
John Mansanti	**-**	-	**-**
Donald Swartz CEO	**-**	-	**-**
Total	**81,773,392**	**(77,413,476)**	**4,359,916**

	Held at 30 June 2023	Other Changes During the Year	Held at 30 June 2024
2024			
Directors and Key Management			
Creagh O'Connor	**-**	-	**-**
Geoff Hill	**79,773,392**	(1,800,000)	**77,973,392**
Chris Gibbs	**3,500,000**	-	**3,500,000**
Melissa Sanderson	**-**	-	**-**
Sten Gustafson	**-**	-	**-**
Richard Hudson	**300,000**	-	**300,000**
Ken Traub	**-**	-	**-**
Paul Zink	**-**	-	**-**
John Mansanti	**-**	-	**-**
Donald Swartz CEO	**-**	-	**-**
Total	**83,573,392**	**(1,800,000)**	**81,773,392**

[1] Held directly and in-direct

[2] Hugh Keller became a KMP on 1 October 2024

[3] Geoff Hill ceased to be a KMP on 1 October 2024

No shares were granted as remuneration during the year ending 30 June 2025.

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Compensation options: Granted and vested during the year

There was a total of 7,000,000 options issued to KMP as remuneration during 2025. The balances and movements of the options held by the Directors and key management personnel are:

2025	Vested	Quoted	Expiry Date	Exercise Price	Opening 1 July 2024	Issued	Expired/ ceased to be KMP	Exercised	Closing 30 June 2025
Richard Hudson	Partial	No	5/12/2025 30/11/2027 23/12/2027	$0.40 $0.3274 $0.25	2,000,000 - -	- 1,000,000 2,000,000	- - -	- - -	2,000,000 1,000,000 2,000,000
Chris Gibbs	Partial	No	6/12/2024 6/12/2026 7/12/2025 7/12/2027 30/11/2027	$0.20 $0.20 $0.40 $0.47 $0.3274	1,000,000 500,000 5,000,000 5,000,000 -	- - - 2,000,000	- - - -	(1,000,000) - - - -	- 500,000 5,000,000 5,000,000 2,000,000
Sten Gustafson	Yes	No	8/11/2024	$0.20	2,000,000	-	-	(2,000,000)	-
Mel Sanderson	Partial	No	8/11/2024 30/11/2027	$0.20 $0.3274	2,000,000 -	- 1,000,000	- -	(2,000,000) -	- 1,000,000
Hugh Keller	Partial	No	30/11/2027	$03274	-	1,000,000	-	-	1,000,000
Geoff Hill	Yes	No	30/11/2024	$0.20	2,000,000	-	(2,000,000)[1]	-	-
Donald Swartz	Partial	No	16/11/2023	$0.22	5,000,000	-	(5,000,000)[2]	-	-
John Mansanti	Yes	No	21/8/2023	$0.22	1,500,000	-	(1,500,000)[3]	-	-
					26,000,000	**7,000,000**	**(8,500,000)**	**(5,000,000)**	**19,500,000**

[1] Geoff Hill ceased to be a KMP on 1 October 2024
[2] Donald Swartz ceased to be a KMP on 8 August 2024
[3] John Mansanti ceased to be a KMP on 31 August 2024

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					Number of Options				
2024	**Vested**	**Quoted**	**Expiry Date**	**Exercise Price**	**Opening 1 July 2023**	**Issued**	**Expired/ ceased to be KMP**	**Exercised**	**Closing 30 June 2024**
Creagh O'Connor	Yes	No	30/11/2026	$0.10	3,000,000	-	(3,000,000) [4]	-	-
Creagh O'Connor	Yes	No	16/11/2023	$0.22	-	2,000,000	(2,000,000) [4]	-	-
Geoff Hill	Yes	No	30/11/2024	$0.20	2,000,000	-	-	-	2,000,000
Chris Gibbs	Partial	No	6/12/2024	$0.20	1,000,000	-	-	-	1,000,000
			6/12/2026	$0.20	500,000				500,000
			7/12/2025	$0.40	5,000,000				5,000,000
			7/12/2027	$0.47	5,000,000				5,000,000
Mel Sanderson	Yes	No	8/11/2024	$0.20	2,000,000	-	-	-	2,000,000
Sten Gustafson	Yes	No	8/11/2024	$0.20	2,000,000	-	-	-	2,000,000
Richard Hudson	Yes	No	5/12/2025	$0.40	2,000,000	-	-	-	2,000,000
Donald Swartz	Partial	No	16/11/2023	$0.22	-	5,000,000	-	-	5,000,000
Ken Traub	Yes	No	18/8/2023	$0.22	-	1,500,000	(1,500,000) [5]	-	-
Paul Zink	Yes	No	21/8/2023	$0.22	-	1,500,000	(1,500,000) [6]	-	-
John Mansanti	Yes	No	21/8/2023	$0.22	-	1,500,000		-	1,500,000
					22,500,000	**11,500,000**	**(8,000,000)**	**-**	**26,000,000**

[4] Creagh O'Connor ceased to be a KMP on 16 November 2023
[5] Ken Traub ceased to be a KMP on 20 June 2024
[6] Paul Zink ceased to be a KMP on 30 June 2024

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At the Company's Annual General Meeting held on 28 November 2024, it was approved to issue:

1. 2,000,000 options at an exercise price of $0.25 to a Director, Mr R Hudson as remuneration for no cash consideration. The options were issued on 23 December 2024;
2. A total of 3,000,000 options at an exercise price of $0.3274 to Directors Mr R Hudson, Ms Melissa Sanderson and Mr Hugh Keller as remuneration for no cash consideration. The options were issued on 27 December 2024; and
3. 2,000,000 options at an exercise price of $0.3274 to a Director, Mr Chris Gibbs as remuneration for no cash consideration. The options were issued on 27 December 2024.

Loans to Key Management Personnel

There were no loans to key management personnel during the year.

Transactions with Related Entities

Amounts charged to a director related entity for share of office rental and use of office facilities during the year was $8,601 (2024: $36,203).

End of remuneration report – Audited.

Signed in accordance with a resolution of the directors





Richard Hudson	Hugh Keller
Chairman	Director
22 September 2025	22 September 2025

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HALL CHADWICK
Chartered Accountants & Business Advisors

AMERICAN RARE EARTHS LIMITED
ABN 83 003 453 503
AND ITS CONTROLLED ENTITIES

AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF AMERICAN RARE EARTHS LIMITED

In accordance with s 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of American Rare Earths Limited. As the lead audit partner for the audit of the financial report of American Rare Earths Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

i. the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

ii. any applicable code of professional conduct in relation to the audit.

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

DREW TOWNSEND
Partner
Dated: 22 September 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2025

	Note	Consolidated 2025 A$	2024 A$
Continuing operations			
Administrative, exploration and other expenses	3	**(6,339,988)**	(6,038,193)
Other income / (loss)	2	**(125,382)**	(219,294)
Income tax expenses	4	**-**	-
(Loss) for the year		**(6,465,370)**	(6,257,487)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Foreign currency translation differences		**(220,415)**	98,281
Total other comprehensive income		**(220,415)**	98,281
Total (losses) / comprehensive income to members of the parent entity		**(6,685,785)**	(6,159,206)

Losses/earnings per Share		**Cents per share**	Cents per share
Continued operations:			
Basic (loss)/earning	22	**(1.29)**	(1.35)
Diluted (loss)/earning	22	**(1.29)**	(1.35)

The accompanying notes form part of these consolidated financial statements

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

	Note	Consolidated 2025 A$	2024 A$
ASSETS			
Current assets			
Cash and cash equivalents		**9,353,143**	16,299,550
Receivables	5	**248,558**	26,833
Prepayments		**34,488**	22,537
Financial assets	10	**1,026,795**	3,223,734
Total current assets		**10,662,984**	19,572,654
Non-current assets			
Receivables	5	**164,029**	-
Property, plant and equipment	6	**114,995**	132,422
Right-of-use assets	7	**175,401**	335,453
Exploration and evaluation assets	8	**18,827,252**	12,773,702
Security deposits	9	**393,124**	300,163
Financial assets	10	**996,493**	905,339
Total non-current assets		**20,671,294**	14,447,079
Total assets		**31,334,278**	34,019,733
LIABILITIES			
Current liabilities			
Trade and other payables	11	**955,419**	592,950
Provisions		**85,494**	26,605
Lease liabilities	12	**155,947**	170,390
Total current liabilities		**1,196,860**	789,945
Non-current liabilities			
Lease liabilities	12	**26,924**	171,667
Total non-current liabilities		**26,924**	171,667
Total liabilities		**1,223,784**	961,612
Net assets		**30,110,494**	33,058,121
EQUITY			
Share capital	13	**50,338,838**	46,687,101
Options reserves	14	**3,461,032**	3,381,350
Foreign currency reserve		**(15,636)**	204,779
Accumulated Losses	15	**(23,673,740)**	(17,215,109)
Total equity		**30,110,494**	33,058,121

The accompanying notes form part of these consolidated financial statements.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2025

	Consolidated				
	Share capital	**Options reserve**	**Accumulated losses**	**Foreign currency translation**	**Total equity**
2025	**A$ (Note 13)**	**A$ (Note 14)**	**A$**	**A$**	**A$**
Equity at beginning of year	**46,687,101**	**3,381,350**	**(17,215,109)**	**204,779**	**33,058,121**
Loss for the year	**-**	**-**	**(6,465,370)**	**-**	**(6,465,370)**
Share based payments	**-**	**1,018,158**	**-**	**-**	**1,018,158**
Share issue net of costs	**3,651,737**	**(931,737)**	**-**	**-**	**2,720,000**
Options cancelled	**-**	**(6,739)**	**6,739**	**-**	**-**
Exchange difference arising on foreign operations	**-**	**-**	**-**	**(220,415)**	**(220,415)**
Movement in equity for the year	**3,651,737**	**79,682**	**(6,458,631)**	**(220,415)**	**(2,947,627)**
Equity at end of year	**50,338,838**	**3,461,032**	**(23,673,740)**	**(15,636)**	**30,110,494**
2024					
Equity at beginning of year	34,010,645	2,265,650	(11,183,945)	106,498	25,198,848
Loss for the year	-	-	(6,257,487)	-	(6,257,487)
Share based payments	-	928,539	-	-	928,539
Share issue net of costs	12,676,456	(116,472)	-	-	12,559,984
Options issued to consultant	-	529,956	-	-	529,956
Options cancelled	-	(226,323)	226,323	-	-
Exchange difference arising on foreign operations	-	-	-	98,281	98,281
Movement in equity for the year	12,676,456	1,115,700	(6,031,164)	98,281	7,859,273
Equity at end of year	46,687,101	3,381,350	(17,215,109)	204,779	33,058,121

The accompanying notes form part of these consolidated financial statements.

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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2025

	Note	Consolidated 2025 A$	Consolidated 2024 A$
Cash flows from operating activities			
Interest received		**673,282**	480,825
Other amounts received		**-**	163,574
Interest paid on lease liabilities		**-**	(25,384)
Payments to suppliers and employees		**(5,094,947)**	(4,753,880)
Net cash (applied to) operating activities	19	**(4,421,665)**	(4,134,865)
Cash flows from investing activities			
Exploration and evaluation expenditure		**(6,157,502)**	(3,994,082)
Payment for plant, property and equipment		**(12,320)**	(55,704)
Purchase of investments		**(712,931)**	(1,087,823)
Proceeds from investments		**-**	180,000
Proceeds from sale of financial assets		**-**	1,499
Security deposits paid		**(92,961)**	(59,480)
Net cash (applied to) investing activities		**(6,975,714)**	(5,015,590)
Cash flows from financing activities			
Issue of shares		**2,720,000**	13,900,000
Share issue costs		**-**	(810,060)
Proceeds from promissory notes		**2,000,000**	-
Repayment of lease liabilities		**(269,028)**	(125,155)
Net cash provided from financing activities		**4,450,972**	12,964,785
Net increase in cash and cash equivalents held		**(6,946,407)**	3,814,330
Effects of exchange rate changes		**-**	-
Cash and cash equivalents at the beginning of the year		**16,299,550**	12,485,220
Cash and cash equivalents at the end of the year		**9,353,143**	16,299,550
Cash comprises:			
Cash at bank		**9,353,143**	16,299,550

The accompanying notes form part of these consolidated financial statements.

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NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. Statement of material accounting policies

Reporting entity: American Rare Earths Limited (**ARR** or **Company**) is a profit-oriented company incorporated in Australia registered under the *Corporations Act 2001* and listed on the Australian Securities Exchange (ASX).

The group consists of American Rare Earths Limited and its 100% owned subsidiaries (the "Group") as at 30 June 2025. A list of the subsidiaries is provided in Note 24. These financial statements comprise the consolidated financial statement of the Group. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation.

The Company and its subsidiaries are engaged in minerals exploration.

The Directors authorised these financial statements for issue on 22 September 2025.

Statement of compliance: These financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) and other applicable financial reporting standards, as appropriate for-profit oriented entities.

Measurement base: The accounting principles adopted are those recognised as appropriate for the measurement and reporting of financial performance and financial position on the historical cost basis modified by the revaluation of certain assets. The accruals basis of accounting has been used unless otherwise stated and the financial statements have been prepared on a going concern basis.

Reporting currency: The functional and presentation currency is Australian dollars (A$).

Going Concern:

The financial report has been prepared on a going concern basis.

The Group had a net loss of A$6,465,370 and had operating cash outflows of A$4,421,665 for the year ended 30 June 2025. As at 30 June 2025, the Group has cash and cash equivalents of A$9,353,143, net current assets of A$9,466,124, financial assets of A$2,023,288 and net assets of A$30,110,494.

Management believes that current cash levels are sufficient to fund ongoing administration and budgeted exploration. In the event additional exploration activities are undertaken, there may be a requirement to raise capital.

Directors believe that the going concern basis of preparation is appropriate due to the following reasons:

- The Group has cash and financial assets as at 30 June 2025 of A$11,376,431 in total;
- Subsequent to year end, the Company successfully raised A$15,000,000 (before costs) and raised an additional A$1,465,000 via the exercise of unquoted options;
- Repayment of a $1,000,000 promissory note and accrued interest by Cobalt Blue Limited is due on 1 October 2025; and
- The current cash levels are sufficient to fund ongoing administration and budgeted exploration activities. It is further noted that budgeted exploration activities is discretionary and is not committed.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

Material accounting policies

The following accounting policies which materially affect the measurement of profit and financial position has been applied:

(a) Current versus non-current classification: The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle**;**
- Held primarily for the purpose of trading**;** and
- Expected to be realised within twelve months after the reporting period**;** or
- Cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Group classifies all other assets as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle**;**
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period**;** and
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

(b) Fair value measurement: The Group measures financial instruments such as derivatives and non-financial assets at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised using the fair value hierarchy, described as follows based on the lowest level input that is significant to the fair value measure as a whole:

- Level 1 – quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable and
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

(c) Revenue recognition: The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

(d) Research and development tax incentive: incentive is recognised where there is reasonable assurance that the incentive will be received**,** and all attached conditions will be complied with. When the incentive relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the incentive relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

(e) Foreign currencies: The functional and presentation currency is Australian dollars. Monetary assets and liabilities in foreign currencies are translated into Australian currency at the closing rates of exchange.

Transactions in foreign currencies are converted into Australian currency at the rate of exchange ruling at the date of receipt or payment.

All exchange variations are included in the statement of comprehensive income.

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(f) Income tax: The income tax benefit (expense) for the year comprises current income tax benefit (expense) and deferred tax benefit (expense). Current income tax benefit (expense) credited (charged) to profit or loss is the tax receivable (payable) on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority. Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the years, as well as unused tax losses.

The credit (charge) for current income tax benefit (expense) is based on the profit (loss) for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted**,** or are substantially enacted**,** by the reporting date.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(g) Financial instruments:

Financial instruments recognised in the consolidated statement of financial position include cash at bank, receivables, payables and borrowings. Receivables and payables are initially recorded at fair value and subsequently amortised using the effective interest method. Borrowings are initially recorded at fair value net of transaction costs and subsequently at amortised cost using the effective interest method. Borrowing costs are recognized as an expense in the period incurred.

The Company’s promissory note receivable is measured at fair value using market rates for comparable transactions. Judgment is required in determining market and comparable lending or discount rates.

A fair value measurement of an asset using a present value technique captures an estimate of future cash flows, expectations about possible variations in the amount and timing of the cash flows, the time value of money (risk-free rate), a risk premium, and other factors that market participants would take into account in the circumstances.

The Company has no off-balance sheet financial instruments.

The consolidated entity has adopted IFRS 9 to classify and measure financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value. All other financial assets are classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading or contingent consideration recognised in a business combination) in other comprehensive income ('OCI'). Despite these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or

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eliminate, an accounting mismatch. For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). Impairment requirements use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment is measured using a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. For receivables, a simplified approach to measuring expected credit losses using a lifetime expected loss allowance is available.

(h) Prospecting costs: Acquisition, exploration and development expenditure on exploration and mining tenements is initially recorded at cost. Exploration and evaluation costs are capitalised as deferred expenditure.

In the event where exploration demonstrates a tenement is no longer prospective for economically recoverable reserves, or the exploration licence is relinquished, the value or cost of the tenement is immediately recognised as an expense in the statement of comprehensive income.

Prospecting costs are expected to be recovered from future mining revenues. The recoverability of the exploration and evaluation asset is contingent upon future events, such as technical success and commercial development, sale of the area of interest, the results of further exploration, agreements entered into with other parties, and also upon meeting commitments under the terms of the tenement licences.

(i) Mining tenements: When a tenement is assessed as capable of sustaining commercial mining operations, capitalised exploration and evaluation expenditure is reclassified as assets under construction and is disclosed as a component of property, plant and equipment. All subsequent development expenditure, net of any proceeds from ore sales during the development stage, is capitalised and classified as assets under construction. On completion of development, the value or cost of accumulated exploration and development costs will be reclassified as other mineral assets and amortised on the basis of units of production over the expected productive life of the mine.

Provision is made for any estimated future rehabilitation and reinstatement costs following mining. These costs will be amortised over the life of the mine.

(j) Impairment of non-financial assets:

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's (cash generating unit's) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

(k) Cash and cash equivalent: cash and cash equivalent in the statement of financial position comprise cash at banks and on hand and at call deposits, which are subject to an insignificant risk of changes in value.

(l) Segment information: Operating segments are reported if:

- Revenue is 10% or more of combined operating segment revenues;
- The absolute value of profit or loss is greater than 10% of the combined reported profits or losses of all operating segments, whichever is greater;
- Assets are 10% or more of combined assets of all operating segments; or
- Information about the segment would be useful to users of the financial statements.

(m) Share capital: Ordinary shares and options are classified as equity. Direct costs of issuing shares and options are deducted from the proceeds of the issue.

(n) Property, plant, and equipment: The Group has one class of property, plant and equipment – Computer and office equipment. All property, plant and equipment is initially recorded at cost.

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When an item of property, plant and equipment is disposed of, any gain or loss is recognised in profit or loss and is calculated as the difference between the sale price and the carrying value of the item. Depreciation is provided for on a straight-line basis on all plant and equipment at depreciation rates calculated to allocate the assets' cost or valuation less estimated residual value over their estimated useful lives.

Leased assets are depreciated over the shorter of the unexpired period of the lease and the estimated useful life of the assets.

Major depreciation periods are:

Computer and office equipment – 4 to 5 years

(o) Cashflows: For the purpose of the statement of cash flows, cash includes cash on hand and deposits held on term deposit or at call with banks.

(p) Goods and service tax: All amounts are shown exclusive of Goods and Service Tax (GST), except for receivables and payables that are stated inclusive of GST.

The net amount of GST recoverable from, or payable to, the Australian Taxation Office (ATO) is included as part of the receivables or payables balance in the statement of financial position.

(q) Lease liabilities: A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are re-measured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is re-measured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(r) (Losses) / Earnings per share: The Company presents basic and diluted (losses) earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shareholders outstanding, adjusted for shares held for the effects of all dilutive potential ordinary shares which comprise share options.

(s) Consolidation: The consolidated financial statements incorporate the financial statements of the Company and all subsidiaries over which the Company has the power to control the financial reporting and operating policies. The purchase method is used to prepare the consolidated financial statements, which involves adding together like terms of assets, liabilities, income and expenses on a line-by-line basis. All significant intercompany transactions are eliminated on consolidation. In the Company's separate financial statements, the investment in subsidiaries is stated at cost less any impairment losses.

(t) Restoration and rehabilitation provisions: For any close-down restoration and environmental clean-up costs from exploration programs, a provision will be made in the accounting period when the related disturbance occurs, based on the net present value of estimated future costs.

(u) Provision for employee entitlements: Provision is made in the accounts for obligations in respect of annual leave entitlements not taken by employees at balance sheet date.

(v) Share-based payments: The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised in employee benefits expense, together with a corresponding increase in equity over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Where material, information on significant assumptions and estimates is provided in the relevant accounting policy or will be provided in the relevant Note.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future periods affected.

Judgement and estimation uncertainty

The effect of judgement is greatest in the assessment of impairment to capitalised exploration expenditure. Directors have reviewed facts and circumstances surrounding the capitalised exploration expenditure and have impaired those assets which no longer have any value.

New and amended standards and interpretations:

The Group has adopted all the new or amended Accounting Standards and Interpretations under the International Financial Reporting Standards ("IFRS") that are mandatory for the current reporting period.

2. Other Income / (Loss)

	Consolidated	
	2025	2024
Other Income / (Loss)	**A$**	A$
Interest received	**700,077**	480,825
Other income	**26,861**	175,044
Profit on disposal of financial assets	**-**	743
Fair value adjustments on equity instruments	**(845,511)**	(934,200)
Realised gain on foreign exchange	**(6,809)**	58,294
Total Other Income / (Loss)	**(125,382)**	(219,294)

3. Administrative, exploration and other expenses

	Consolidated	
	2025	2024
	A$	A$
Auditors' remuneration	**(53,956)**	(51,500)
Accounting, company secretarial and legal	**(165,484)**	(568,903)
Consulting fees	**(1,193,235)**	(434,958)
Directors' fees	**(377,448)**	(451,056)
Share based payment expenses	**(1,018,158)**	(928,539)
Depreciation	**(134,652)**	(136,937)
Salaries and related expenses	**(2,153,114)**	(1,548,636)
Listing and registry	**(150,144)**	(186,652)
Marketing and promotion	**(111,019)**	(207,653)
Other administrative and exploration expenses	**(639,202)**	(1,136,229)
Investor relations	**(337,962)**	(361,746)
Interest paid on lease liabilities	**(5,614)**	(25,384)
Total administrative and exploration expenses	**(6,339,988)**	(6,038,193)

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4. Taxation

	Consolidated 2025 A$	2024 A$
(Loss) for the year before income tax	**(6,465,370)**	(6,257,487)
Prima facie income tax benefit/(expense) at 30% (2024: 30%)	**1,939,611**	1,877,246
Subtract effect of permanent differences	**(1,000,495)**	(1,248,845)
	939,116	628,401
Temporary differences	**(434,233)**	(92,176)
Income tax benefit/(expense)	**504,883**	536,225
Prior year tax under-provided	**-**	-
Income tax benefit recognised /(not recognised)	**(504,883)**	(536,225)
Income tax expense recognised	**-**	-

Deferred tax and income tax benefits are not recognised unless future taxable income is probable.

The Company has established that the business operations and the central management and control are currently in Australia. It follows that in accordance with the double tax agreement between Australia and New Zealand, the Company is treated as a resident of Australia.

Losses accrued in Australia will be available to offset future taxable income only if:

(a) The Company derives future assessable income of a nature and amount sufficient to offset the losses.

(b) The Company continues to comply with the conditions for deductibility imposed by the Law; and

(c) There are no changes in the legislation that would adversely affect the deductibility of the losses.

From 1 July 2014, the Company is part of a consolidated tax group. Carried forward losses of the Group are A$9,792,721 (2024: A$8,350,289).

5. Receivables

	Consolidated 2025 A$	2024 A$
Current		
Wyoming Grant	**211,884**	-
GST refundable	**30,090**	25,823
Other receivables:		
- miscellaneous receivables	**6,584**	1,010
	248,558	26,833
Non-current		
Wyoming Grant	**164,029**	-
	164,029	-

On 27 June 2024, the Company announced that the Cowboy State Mine at Halleck Creek had been approved by the State of Wyoming for a three-year matching grant for up to AU$10.7 million (or US$7.1m). During the year, total submissions made under the grant were A$1.5 million (or US$1.07 million). As of 30 June 2025, approximately A$9.24 million (USD $6.03 million) of the grant remains available, providing meaningful support for ongoing development.

The grants received are applied against exploration and evaluation expenditure. 10% of all grant submissions is retained until the end of the three-year period.

The Company has assessed historical, current, and future looking information on factors that may affect the ability for receivables to be settled. All receivable assets are within the contracted terms, and any financial consequences from a default is deemed immaterial. As such no loss allowance is recognised.

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6. Property, Plant and Equipment

	Consolidated 2025 A$	2024 A$
Computers and office equipment		
Opening balance	**132,422**	89,008
Additions	**12,320**	55,704
Transfer motor vehicle from RUA	**72,181**	-
Disposals	**(27,298)**	-
Depreciation	**(74,630)**	(12,290)
Total computer and office equipment	**114,995**	132,422

7. Right-of-use assets: office leases and motor vehicle

	Consolidated 2025 A$	2024 A$
Opening balance	**335,453**	109,043
Additions	**66,446**	351,057
Transfer motor vehicle from RUA	**(72,181)**	-
Depreciation[#]	**(154,317)**	(124,647)
Total right-of-use assets	**175,401**	335,453
[#] Includes $94,295 capitalised to exploration and evaluation asset		
Additional information on right-of-use assets:		
Office lease		
(i) Depreciation charge	**(154,317)**	(124,647)
(ii) Income on sub-leasing	**26,861**	34,757
(iii) Total cash outflow on lease	**(269,028)**	(125,155)
(iv) Interest paid on lease liabilities	**(5,614)**	(25,384)

8. Exploration and evaluation assets

	Consolidated 2025 A$	2024 A$
Prospecting costs and mining tenements		
Balance at the beginning of the year	**12,773,702**	8,682,600
Exploration and evaluation expenses	**6,157,502**	3,994,082
Exchange difference	**(103,952)**	97,020
Balance at year end	**18,827,252**	12,773,702

Prospecting expenditure including exploration and evaluation expenditure is recorded as a non-current asset and carried at historic cost less any adjustment for impairment.

The ultimate recovery of the carrying amount in the exploration and evaluation expenditure is dependent on the establishment of economic operations or the realisation of the Group's economic interest in the relevant mining tenements.

In accordance with IFRS 6, management has verified that there are no facts and circumstances that may suggest that the carrying value of the exploration and evaluation asset may exceed its recoverable amount.

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9. Security deposits

	Consolidated	
	2025	2024
	A$	A$
Security deposits for tenements	**393,124**	300,163

10. Financial assets

	Consolidated	
	2025	2024
	A$	A$
Current		
5-year promissory note at fair value	**1,026,795**	3,223,734
	1,026,795	3,223,734

The 5-year promissory note had a face value of A$3,000,000 maturing on 17 January 2025. A$2,180,000 (including interest of $180,000) was repaid on that date. The repayment of the remaining balance of A$1,000,000 was extended to 1 October 2025. Interest totalling A$42,082 (A$26,795 accrued as at 30 June 2025) is also payable at maturity accruing at a rate of 6% per annum commencing from 18 January 2025. As part of the consideration for agreeing to the amended terms of the promissory note, ARR was issued with 335,882 fully paid ordinary shares in Cobalt Blue Limited (ASX: COB).

	Consolidated	
	2025	2024
	A$	A$
Non-current		
Shares in listed entities at fair value	**996,493**	905,339
	996,493	905,339

11. Trade and other payables

	Consolidated	
	2025	2024
	A$	A$
Trade payables	**341,375**	196,432
Other payables and accrued expenses	**614,044**	396,518
	955,419	592,950

12. Lease liabilities

	Consolidated	
	2025	2024
	A$	A$
Current liabilities	**155,947**	170,390
Non-current liabilities	**26,924**	171,667
Total Lease liabilities	**182,871**	342,057

Sydney office lease was renewed on 1 April 2025 for 15 months at A$6,667 per month indexed annually at 3.25%. Denver office lease initiated on 31 August 2023 for 38 months with rent incentive for first two months and fixed at 1.89% per annum. Motor vehicle lease was initiated 30 May 2024 for 5 years at 5.85% per annum with first payment due July 2024. This lease was paid out during the financial year ended 30 June 2025.

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13. Issued share capital

	Consolidated	
	2025	2024
	A$	A$
507,423,299 ordinary shares (2024: 493,423,299)	**50,338,838**	46,687,101

Movement in share capital	**No. of shares**	**A$**
Share capital at 30 June 2023	446,423,299	34,010,645
Movements during the year ended 30 June 2024:		
Shares issued from placement 23 February 2024	45,000,000	13,500,000
Shares issued on exercising options	2,000,000	516,411
Shares issue costs	-	(1,339,955)
Share capital at 30 June 2024	493,423,299	46,687,101
Movements during the year ended 30 June 2025:		
Shares issued from placement	**-**	-
Shares issued on exercising options	**14,000,000**	3,651,737
Shares issue costs	**-**	-
Share capital at 30 June 2025	**507,423,299**	**50,338,838**

Terms and Conditions

Holders of ordinary shares are entitled to receive dividends, as declared from time to time, and are entitled to one vote per share at shareholders' meetings. In the event of winding up of the Company, ordinary shareholders rank after all creditors and are entitled to any proceeds of liquidation. Ordinary shares have no par value and the Company has an unlimited amount of authorised capital.

Capital Management

Management controls the capital of the Company in order to provide capital growth to shareholders and ensure the Company can fund its operations and continue as a going concern. The Company's capital includes ordinary share capital, reserves and accumulated losses as disclosed in the Statement of Financial Position. There are no externally imposed capital requirements. Management effectively manages the Company's capital by assessing the Company's financial risks and adjusting its capital structure in response to changes in these risks and the market. These responses include the management of share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

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14. Options reserve

	Consolidated	
	2025	2024
	A$	A$
57,500,000 options (2024: 57,100,000)	**3,461,032**	3,381,350

Movement in options	**No of options**	**A$**
Options at 30 June 2023	42,494,223	2,265,650
Movements during the year ending 30 June 2024:		
Options issued from share-based payments 18-21 August 2023	14,500,000	928,539
Options cancelled during the year[1]	(3,894,223)	(226,323)
Options issued from placement 23 February 2024	6,000,000	529,956
Options exercised	(2,000,000)	(116,472)
Options at 30 June 2024	57,100,000	3,381,350
Movements during the year ending 30 June 2025:		
Options cancelled during the year[1]	**(100,000)**	(6,739)
Options issued during the year	**14,500,000**	1,018,158
Options exercised	**(14,000,000)**	(931,737)
Options at 30 June 2025	**57,500,000**	3,461,032

Details of outstanding options at 30 June 2025 are:

	Expiry Date	Exercise Price	No. of options
Unquoted			
	5 December 2025	$0.40	2,000,000
	5 December 2025	$0.435	6,000,000
	7 December 2025	$0.40	5,000,000
	18 December 2025	$0.40	2,000,000
	1 August 2026	$0.22	7,000,000
	17 August 2026	$0.22	4,500,000
	16 November 2026	$0.22	2,000,000
	30 November 2026	$0.10	2,000,000
	6 December 2026	$0.20	500,000
	7 December 2027	$0.47	5,000,000
	18 December 2027	$0.47	1,000,000
	23 February 2027	$0.45	6,000,000
	1 August 2027	$0.30	1,500,000
	30 November 2027	$0.3274	5,000,000
	23 December 2027	$0.25	2,000,000
	11 July 2029	$0.35	3,000,000
	16 July 2029	$0.30	3,000,000
			57,500,000

[1] Upon expiry or cancellation of options, the balance of the share-based payments reserve relating to those options is transferred to accumulated losses.

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15. Accumulated losses

	Consolidated	
	2025	2024
	A$	A$
Balance at the beginning of the year	**(17,215,109)**	(11,183,945)
(Loss) for the year	**(6,465,370)**	(6,257,487)
Transfer from option reserve [1]	**6,739**	226,323
Balance at the end of the year	**(23,673,740)**	(17,215,109)

[1] Upon expiry or cancellation of options, the balance of the share-based payments reserve relating to those options is transferred to accumulated losses.

16. Related parties

Refer to Note 17 and the remuneration report contained in the director's report for details of remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2025.

Amounts due to directors related entities as at balance date was A$8,534 (2024: A$ Nil)

No related party debts were written off during the year.

Amounts charged to a director related entity for share of office rental and use of office facilities during the year was $8,601 (2024: $36,203).

	2025	2024
Entity relating to	**A$**	A$
GG Hill[1]	**8,601**	36,203
Purchase of Financial Assets acquired on behalf of the Company:		
GG Hill	**-**	259,258
	8,601	295,461

Amounts due from directors related entities as at balance date was A$ Nil (2024: A$ Nil).

[1] GG Hill retired as a director of the Company on 1 October 2024.

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17. Key management personnel

	Consolidated	
	2025	2024
	A$	A$
Short-term benefits	**1,477,692**	1,187,158
Post-employment benefits	**27,978**	4,513
Share based payments	**734,396**	467,506
	2,240,066	1,659,177

Remuneration of employees: The number of employees who are not Directors and whose remuneration and benefits exceeded A$100,000 during the financial year, was 5 (2024: 4).

18. Share-based payments

At the Company's Annual General Meeting held on 28 November 2024, it was approved to issue:

i. 2,000,000 options at a strike price of $0.25 to Director R Hudson as remuneration for no cash consideration. The options were issued on 23 December 2024;

ii. 1,000,000 options at a strike price of $0.3274 to Director R Hudson as remuneration for no cash consideration. The options were issued on 27 December 2024;

iii. 1,000,000 options at a strike price of $0.3274 to Director M Sanderson as remuneration for no cash consideration. The options were issued on 27 December 2024;

iv. 1,000,000 options at a strike price of $0.3274 to Director H Keller as remuneration for no cash consideration. The options were issued on 27 December 2024; and

v. 2,000,000 options at a strike price of $0.3274 to Director/ CEO C Gibbs as remuneration for no cash consideration. The options were issued on 27 December 2024.

4,500,000 options at a strike price of $0.30 and 3,000,000 options at a strike price of $0.35 were issued to US domiciled executives of the Company. The vesting of the options is subject to continued employment in addition to performance hurdles where appropriate. The options were issued on 14 April 2025.

100,000 options lapsed upon the expiration of the exercise period.

A summary of the movements of all Company options issued as equity-settled share-based payments and related weighted average exercise price (WAEP) is as follows:

	Consolidated			
	Number of options 2025	**WAEP A$ 2025**	**Number of options** 2024	**WAEP A$** 2024
Options outstanding as at 1st July	**45,100,000**	**0.28**	32,600,000	0.30
Lapsed/Cancelled	**(100,000)**	**-**	-	-
Exercised	**(14,000,000)**	**0.19**	(2,000,000)	0.22
Granted	**14,500,000**	**0.31**	14,500,000	0.22
Options outstanding as at 30 June	**45,500,000**	**0.28**	45,100,000	0.28

Of these outstanding options, 29,666,667 options are vested and exercisable.

The weighted average contractual life of options outstanding at year-end was 1.92 years (2024: 1.85 years). Share based payments that were included in the statement of comprehensive income was $1,018,158 (2024: $928,539).

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19. Reconciliation of operating cash flow & net income

	Consolidated	
	2025 A$	2024 A$
(Loss) after tax	**(6,465,370)**	(6,257,487)
Non-cash items:		
Depreciation	**134,652**	136,937
Share based payments	**1,018,158**	928,539
(Gain)/Loss on revaluation of financial assets	**845,511**	934,200
Profit on sale of financial assets	**-**	(743)
Assets written off	**9,309**	-
Net exchange differences	**12,422**	1,261
Add / (less) movement in working capital:		
(Increase)/decrease in other receivable	**(361,695)**	49,436
(Increase)/decrease in prepayments	**(36,010)**	53,091
Increase/(decrease) in payables and accruals	**421,358**	19,901
Net cash flows applied to operating activities	**(4,421,665)**	(4,134,865)

20. Financial instruments

Credit Risk: Financial instruments, which potentially subject the Group to credit risk, principally consist of bank balances and receivables. Maximum exposure to credit risk at balance date is represented by the carrying value of the financial instruments. No collateral is held on these assets, and none are considered overdue or impaired. All bank deposits were held with an authorised bank in Australia and United States with at least an A credit rating and represent 100% of cash.

Currency Risk: The Group has little direct exposure to foreign currency exchange risk as the majority of cash held is denominated in Australian currencies. On balance date, the Group had cash balances made up of Australian and United States Dollars as follows:

Currency	**2025 $**	2024 $
AUD	**8,869,245**	16,124,392
USD	**483,898**	175,158
	9,353,143	16,299,550

At 30 June, if the USD:AUD exchange rate had moved as illustrated in the table below with all other variables held constant, the post tax profit and equity would have been affected as follows:

Judgments of reasonably possible movements:	**Post Tax Profit Higher/(Lower)**		**Equity Higher/(Lower)**	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	$	$	**$**	$
Group				
+10.00%	**53,229**	19,462	**53,229**	19,462
- 10.00%	**(43,551)**	(15,924)	**(43,551)**	(15,924)

Liquidity Risk: Management supervises liquidity by budgeting and by carefully monitoring cash inflows from receivables and controlling cash outflows on payables from existing cash resources. The Group relies on new equity to fund exploration expenditure.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will affect the Group's income or the value of its instruments which arises on floating rate instruments. The Group's exposure to market interest rates relates primarily to cash and cash equivalents.

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At reporting date, the Group had the following mix of financial assets and liabilities exposed to Australian variable interest rate risk that are not designated in cash flow hedges:

	2025	2024
	$	$
Financial Assets:		
Cash assets	**9,353,143**	16,299,550
	9,353,143	16,299,550

Interest rates over the 12-month period were analysed and a sensitivity analysis determined to show the effect on profit and equity after tax if the interest rates at the reporting date had been 1.0% higher or lower, with all other variables held constant. This level of sensitivity was considered reasonable given the current level of both short-term and long-term Australian interest rates. The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At 30 June, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax profit and equity would have been affected as follows:

Judgments of reasonably possible movements:	**Post Tax Profit Higher/(Lower)**		**Equity Higher/(Lower)**	
	30 June 25	30 June 24	**30 June 25**	30 June 24
	$	$	**$**	$
Group				
+1.00%	**4,887**	1,769	**4,887**	1,769
- 1.00%	**(4,791)**	(1,735)	**(4,791)**	(1,735)

Fair Values: Estimated fair values of financial instruments are considered to be the same as carrying values.

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21. Segment information

The Company has identified its operating segments based on internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. The Company does not yet have any products or services from which it derives revenue.

During the year to 30 June 2025, CODM has identified the Company as having two reportable segments, being the geographic location of assets in United States and Australia.

The CODM review EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

	USA A$	Australia A$	Total A$
Consolidated Year Ended June 2025			
Other Income / (Loss)			
Interest received	**4,634**	**695,443**	**700,077**
Other income	**-**	**26,861**	**26,861**
Revaluation of financial assets	**-**	**(845,511)**	**(845,511)**
	4,634	**(123,207)**	**(118,573)**
Expenses			
General operating expenses	**(2,294,873)**	**(4,046,310)**	**(6,341,183)**
Interest paid on lease liabilities	**(1,559)**	**(4,055)**	**(5,614)**
(Loss) for the year	**(2,291,798)**	**(4,173,572)**	**(6,465,370)**

	USA A$	Australia A$	Total A$
Consolidated Year Ended June 2024			
Other Income / (Loss)			
Interest received	16,680	464,145	480,825
Other income	140,285	93,796	234,081
Revaluation of financial assets	-	(934,200)	(934,200)
	156,965	(376,259)	(219,294)
Expenses			
General operating expenses	(3,358,870)	(2,653,939)	(6,012,809)
Interest paid on lease liabilities	(19,606)	(5,778)	(25,384)
(Loss) for the year	(3,221,511)	(3,035,976)	(6,257,487)

Below is an analysis of the Company's assets and liabilities from reportable segments:

	USA A$	Australia A$	Total A$
Consolidated June 2025			
Current assets	**723,124**	**9,939,860**	**10,662,984**
Non- current assets	**19,242,853**	**1,428,441**	**20,671,294**
Total assets	**19,965,977**	**11,368,301**	**31,334,278**
Current liabilities	**908,536**	**288,324**	**1,196,860**
Non-current liabilities	**26,924**	**-**	**26,924**
Total liabilities	**935,460**	**288,324**	**1,223,784**
Net segment assets	**19,030,517**	**11,079,977**	**30,110,494**

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Segment information (continued)

	USA A$	Australia A$	Total A$
Consolidated June 2024			
Current assets	191,935	16,156,985	16,348,920
Non- current assets	13,198,308	4,472,505	17,670,813
Total assets	13,390,243	20,629,490	34,019,733
Current liabilities	630,261	159,684	789,945
Non-current liabilities	171,667	-	171,667
Total liabilities	801,928	159,684	961,612
Net segment assets	12,588,315	20,469,806	33,058,121

22. Earnings per Share

	Consolidated 2025 A$	2024 A$
(Loss) from continued operations	**(6,465,370)**	(6,257,487)
Weighted average number of shares on issue	**502,274,812**	462,182,203
Basic (loss) per share	**(1.29) cents**	(1.35) cents
Diluted average shares on issue	**550,922,095**	514,117,157
Diluted (loss) per share	**(1.29) cents**	(1.35) cents

Earnings per share is based on the average weighted number of ordinary shares on issue during the year and on the operating deficit after tax attributable to shareholders. Movement in the number of shares on issue is shown in Note 13.

23. Commitments

Expenditure requirements for tenements

The Company had no expenditure requirements for tenements as at 30 June 2025 (2024: A$ Nil).

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24. Interests in subsidiaries

Name of Entity	Equity Held 2025	Equity Held 2024	Country of Incorporation	Reporting date	Activity
Broken Hill Uranium Pty Ltd	**100%**	100%	Australia	30 June	Inactive
Broken Hill Chemical Pty Ltd	**100%**	100%	Australia	30 June	Inactive
Broken Hill Minerals Pty Ltd	**100%**	100%	Australia	30 June	Inactive
Murray Basin Minerals Pty Ltd	**100%**	100%	Australia	30 June	Inactive
Wyoming Rare Pty Ltd	**100%**	100%	Australia	30 June	Mineral Exploration
Western Rare Earth LLC	**100%**	100%	USA	30 June	Mineral Exploration
La Paz Rare Earth LLC	**100%**	100%	USA	31 December	Mineral Exploration
Wyoming Rare (USA) Inc.	**100%**	100%	USA	30 June	Mineral Exploration
ARE Management LLC	**100%**	100%	USA	31 December	General Management

The investment in each subsidiary is recorded at cost in the Company's statement of financial position and is eliminated in consolidation.

25. Contingencies

The Company did not have any contingencies at the balance date 30 June 2025 (2024: A$ nil).

26. Parent entity information

The parent entity within the Group is American Rare Earths Limited. The ultimate parent entity in Australia is American Rare Earths Limited.

	2025 A$	2024 A$
Current assets	**37,759,478**	37,709,136
Non-current assets	**1,331,650**	1,689,107
Total assets	**39,091,128**	39,398,243
Current liabilities	**1,637,932**	1,509,633
Non-current liabilities	**-**	-
Total liabilities	**1,637,932**	1,509,633
Net assets	**37,453,196**	37,888,610
Equity		
Share capital	**50,338,838**	46,687,101
Options Reserve	**3,461,032**	3,381,350
Accumulated Losses	**(16,346,674)**	(12,179,841)
Total equity	**37,453,196**	37,888,610
(Loss) for the year	**(4,173,572)**	(3,035,088)
Total (loss) for the year	**(4,173,572)**	(3,035,088)

(a) Guarantees entered into by the parent entity

The parent entity has not provided any financial guarantees as at 30 June 2025 (2024: A$ Nil)

(b) Contractual commitments for acquisition of property, plant and equipment

As at 30 June 2025, the parent entity did not have any contractual commitments for the acquisition of property, plant or equipment.

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27. Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in financial years subsequent to 30 June 2025 other than:

On the 9 July 2025, the Company announced the results of an extensive leach testing program undertaken on Cowboy State Mine ore, part of the Halleck Creek Rare Earths Project in Wyoming USA. These tests represent a significant milestone in the technical de-risking of the project.

On 21 July 2025, the Company announced the resignation of Chief Executive Officer and Managing Director, Mr Chris Gibbs effective 31 July 2025. To ensure continuity and maintain momentum, Mr Joe Evers will continue to lead the US operations and Ms Megan McPherson will have oversight of the Company's headquarters in Australia.

On 24 July 2025, the Company announced that it had received firm commitments for a placement of approximately 46.9 million new fully paid ordinary shares at an issue price of A$0.32 per share to raise gross proceeds of A$15 million. The funds will be used to fund a demonstration plant, in-fill drilling and engineering works at Halleck Creek.

On 15 August 2025, the Company announced first production of Light Rare Earth Oxides ("LREO") and Heavy Rare Earth Oxides ("HREO") using Halleck Creek ore. Both of the oxides are used in the production of permanent magnets. The oxides were produced as part of the Department of Defense's (DoD") on-going Defense Advanced Research Project Agency ("DARPA") Environmental Microbes as a BioEngineering Resource ("EMBER") project.

On 18 August 2025, the Company announced that through its subsidiary Wyoming Rare (USA) Inc. ("WRI"), it has commenced construction of a test mine at the Cowboy State Mine ("CSM"), part of the Halleck Creek deposit, under its State of Wyoming License to Explore by Dozing.

On 26 August 2025, the Company announced that through its subsidiary Wyoming Rare (USA) Inc. ("WRI"), it performed a 24-hour groundwater pump test on a water monitoring well at the Cowboy State Mine ("CSM") area1 of Halleck Creek Deposit. This test will provide data required to build a three-dimensional groundwater model for the CSM, which is a key piece of baseline environmental data needed for the Wyoming Department of Environmental Quality – Land Quality Division ("WDEQ-LQD") permit to mine application.

Subsequent to year end, the Company has raised $1,465,000 via the exercise of 7,750,000 options.

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CONSOLIDATED ENTITY DISCLOSURE STATEMENT FOR THE YEAR ENDED 30 JUNE 2025

Name of Entity	Entity Type	Place Formed/Country of Incorporation	Ownership Interest %	Tax Residency
American Rare Earths Limited	Body Corporate	Australia		Australia
Controlled entities (wholly owned) of American Rare earths Limited				
Broken Hill Uranium Pty Ltd	Body Corporate	Australia	100%	Australia
Broken Hill Chemical Pty Ltd	Body Corporate	Australia	100%	Australia
Broken Hill Minerals Pty Ltd	Body Corporate	Australia	100%	Australia
Murray Basin Minerals Pty Ltd	Body Corporate	Australia	100%	Australia
Wyoming Rare Pty Ltd	Body Corporate	Australia	100%	Australia
Western Rare Earth LLC	Body Corporate	USA	100%	USA
La Paz Rare Earth LLC	Body Corporate	USA	100%	USA
Wyoming Rare (USA) Inc.	Body Corporate	USA	100%	USA
ARE Management LLC	Body Corporate	USA	100%	USA

American Rare Earths Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime.

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DIRECTOR'S DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out in the financial statements to 30 June 2025:
   (a) Comply with the *Corporations Act 2001 (Cth)*, the Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
   (b) Comply with International Financial Reporting Standards issued by the International Accounting Standards Board; and
   (c) Give a true and fair view of the Group's financial position as at 30 June 2025 and its performance and cash flows for the period ended on that date; and
   (d) The Consolidated Entity Disclosure is true and correct.

2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable

For and on behalf of the Board.



Richard Hudson
Chairman
22 September 2025



Hugh Keller
Director
22 September 2025

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HALL CHADWICK
Chartered Accountants & Business Advisors

AMERICAN RARE EARTHS LIMITED
ABN 83 003 453 503
AND ITS CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
AMERICAN RARE EARTHS LIMITED

Report on the Financial Report

Opinion

We have audited the financial report of American Rare Earths Limited (the company) and its controlled entities (the group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information, consolidated entity disclosure statement and the director's declaration.

In our opinion the accompanying financial report of the group is in accordance with the *Corporations Act 2001*, including:

a. giving a true and fair view of the group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and

b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2025. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Capitalised exploration and evaluation assets *Refer to Note 9 "Exploration and evaluation assets" and Note 1(a) "Significant accounting policies"*	
As at 30 June 2025 the group's statement of financial position includes capitalised exploration and evaluation assets amounting to $18,827,252 This is a key audit matter due to significant management judgement applied in determining whether capitalised exploration and evaluation expenditure meets the requirements of AASB 6 "Exploration for and Evaluation of Mineral Resources".	Our audit procedures included, amongst others: • Evaluating the nature of the type of the exploration and evaluation expenditure that was capitalised to verify such expenditure had met the capitalisation criteria as prescribed in AASB 6. • Assessing the renewal of exploration licences to confirm exploration licences are current. • Verifying a sample of additions of capitalised exploration and evaluation expenditure incurred during the year to supporting documentation. • Conducting a review for any impairment indicators to assess the carrying value of capitalised exploration expenditure. • Reviewing the adequacy of disclosure in relation to the carrying value of capitalised exploration and evaluation assets.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the group's annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

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AMERICAN RARE EARTHS LIMITED
ABN 83 003 453 503
AND ITS CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
AMERICAN RARE EARTHS LIMITED

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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AMERICAN RARE EARTHS LIMITED
ABN 83 003 453 503
AND ITS CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
AMERICAN RARE EARTHS LIMITED

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2025.

In our opinion, the remuneration report of American Rare Earths Limited for the year ended 30 June 2025 complies with s 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

DREW TOWNSEND
Partner
Dated: 22 September 2025

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Additional Information

Distribution of Equity Securities as at 9 September 2025

SIZE OF HOLDING	Ordinary shares	
	Number of Holders	Number of Shares
1 – 1,000	171	22,169
1,001 - 5,000	1,051	3,194,363
5,001 – 10,000	802	6,599,826
10,001 to 100,000	1,562	56,702,175
100,001 and over	407	495,529,766
Totals	**3,993**	**562,048,299**

There were 293 holders of less than a marketable parcel of ordinary shares (33.0 cents each share).

Voting Rights

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hand.

Substantial Shareholders

The Company has three Substantial Shareholders as at 9 September 2025.

Name	%	No of shares
Hill Family Group Pty Ltd	9.55	53,520,000
FIL Limited	8.94	45,355,311
The Bank of New York Mellon Corporation	7.32	41,139,500

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20 Largest Shareholders 9 September 2025

Rank	Name	Units	% of units
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	90,123,292	16.03
2	CITICORP NOMINEES PTY LIMITED	86,424,915	15.38
3	HILL FAMILY GROUP PTY LTD	53,250,000	9.47
4	USA CONTROL ACCOUNT\C	27,620,304	8.47
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	26,312,234	4.68
6	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	19,154,963	3.41
7	BNP PARIBAS NOMS PTY LTD	7,163,008	1.27
8	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	6,329,876	1.13
9	MR ROBERT BRUCE WOODLAND + MRS ERIKA WOODLAND <R WOODLAND EXHIBIT S/F A/C>	4,100,000	0.73
10	COONAN FAMILY SUPERANNUATION FUND PTY LTD <COONAN FAMILY S/F A/C>	4,000,000	0.71
11	ABS NOMINEES LIMITED <156563 A/C>	3,400,000	0.60
12	ACM GROUP PTY LIMITED	3,319,946	0.59
13	ODYLS PTY LTD <THE ODYLS A/C>	3,317,769	0.59
14	LAKEVIEW HOLDING GMBH	3,000,000	0.53
15	MRS DEBORAH ELIZABETH O'SULLIVAN + MR GAVIN ANDREW O'SULLIVAN	2,895,696	0.52
16	MS PHAIK CHIN LIM	2,665,334	0.47
17	WINKARA PTY LTD	2,399,914	0.43
18	DOVIDO PTY LTD	2,300,000	0.41
19	HFT NOMINEES PTY LTD <HILL FAMILY SUPER A/C>	2,200,000	0.39
20	MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE PTY LIMITED <NO 1 ACCOUNT>	2,135,151	0.38

Unquoted Options

At 9 September 2025 there were 49,750,000 unquoted options.

Exercise Price	Grant Date	Vesting Date	Expiry Date	Number
$0.20	06 Dec 2021	Various	06 Dec 2026	500,000
$0.435	06 Dec 2022	06 Dec 2022	05 Dec 2025	6,000,000
$0.40	06 Dec 2022	06 Dec 2022	05 Dec 2025	2,000,000
$0.40	08 Dec 2022	01 Oct 2023	07 Dec 2025	5,000,000
$0.47	08 Dec 2022	Various	07 Dec 2027	5,000,000
$0.40	19 Dec 2022	Various	18 Dec 2025	2,000,000
$0.47	19 Dec 2022	Various	18 Dec 2027	1,000,000
$0.22	17 Aug 2023	17 Aug 2023	17 Aug 2026	4,250,000
$0.22	16 Nov 2023	16 Nov 2023	16 Nov 2026	2,000,000
$0.22	16 Nov 2023	16 Nov 2024	01 Aug 2026	1,500,000
$0.45	29 Feb 2024	29 Feb 2024	28 Feb 2027	6,000,000
$0.25	23 Dec 2024	23 Dec 2024	23 Dec 2027	2,000,000
$0.3274	27 Dec 2024	Various	30 Nov 2027	5,000,000
$0.30	14 Apr 2025	1 Aug 2025	1 Aug 2027	1,500,000
$0.35	14 Apr 2025	Various	11 Jul 2029	3,000,000
$0.30	14 Apr 2025	Various	16 Jul 2029	3,000,000

Each option provides the right for the option holder to be issued one fully paid share by the Company, upon payment of the exercise price of each option.

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CORPORATE DIRECTORY

Directors

Richard Hudson (Chairman)
Sten L. Gustafson (Non-Executive Director and Deputy Chairman)
Melissa Sanderson (Non-Executive Director)
Hugh Keller (Non-Executive Director)
Brian Arkell (Non-Executive Director)

Company Secretary

Wayne Kernaghan

Registered Office

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Australia

Australian Office

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US Office

1658 Cole Boulevard, Suite G30
Lakewood, Colorado 80401
United States

Auditor

Hall Chadwick
40/2 Park Street
Sydney NSW 2000
Australia

Bankers

National Australia Bank
Wells Fargo Bank

Listed Securities

Australian Securities Exchange
ASX Code: ARR

OTXQX - ADRs: AMRRY
OTCQB - Common Shares: ARRNF

Share Registry

Computershare Investor Services Pty Ltd.
Level 5, 115 Grenfell Street
Adelaide, South Australia 5000

Phone
Within Australia: 1300 555 159
Outside Australia: (+61 3) 9415 4062

www.computershare.com.au

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TENEMENT SCHEDULE 30 June 2025

Tenement Holder	Tenement Type and Number	Location	Group Ownership
La Paz Rare Earth LLC	Lease Number 008-125126-00-100	Arizona United States	100%
La Paz Rare Earth LLC	La Paz 1 – 14	Arizona United States	100%
La Paz Rare Earth LLC	La Paz 33 – 69	Arizona United States	100%
La Paz Rare Earth LLC	La Paz 71, 73, 75	Arizona United States	100%
La Paz Rare Earth LLC	La Paz 92 – 101	Arizona United States	100%
La Paz Rare Earth LLC	La Paz 108 – 376	Arizona United States	100%
Wyoming Rare (USA) Inc	REX 1 - 5	Wyoming United States	100%
Wyoming Rare (USA) Inc	REX 10 - 72	Wyoming United States	100%
Wyoming Rare (USA) Inc	REX 258 - 375	Wyoming United States	100%
Wyoming Rare (USA) Inc	0-43568 – 0-43571	Wyoming United States	100%
Wyoming Rare (USA) Inc	TREX 79 - 165	Wyoming United States	100%
Wyoming Rare (USA) Inc	TREX 167 - 176	Wyoming United States	100%
Wyoming Rare (USA) Inc	TREX 178 - 181	Wyoming United States	100%
Wyoming Rare (USA) Inc	TREX 183 - 254	Wyoming United States	100%
Wyoming Rare (USA) Inc	BM 1 - 27	Wyoming United States	100%
Wyoming Rare (USA) Inc	0-43773	Wyoming United States	100%
Western Rare Earth LLC	Nevada T-01 – T80	Nevada United States	100%

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ASX : **ARR** | OTCQX : **ARRNF** | OTCQB : **AMRRY**