



## Announcement Summary

**Entity name**

AUSTRALIAN RARE EARTHS LIMITED

**Date of this announcement**

Friday December 02, 2022

**The +securities the subject of this notification are:** +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

<b>ASX +security code</b>	<b>Security description</b>	<b>Total number of +securities to be issued/transferred</b>	<b>Issue date</b>
New class - code to be confirmed	Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2025.	1,750,000	02/12/2022
New class - code to be confirmed	Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2026.	750,000	02/12/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of entity**

AUSTRALIAN RARE EARTHS LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

**1.2 Registered number type**

ACN

**Registration number**

632645302

**1.3 ASX issuer code**

AR3

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

2/12/2022



Part 2 - Issue details

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**2.1 The +securities the subject of this notification are:**

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

**2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:**

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

**ASX +security code**

New class - code to be confirmed

**+Security description**

Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2025.

**+Security type**

Options

**ISIN code****Date the +securities the subject of this notification were issued**

2/12/2022

**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?** Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Dudley Kingsnorth	Dudley John Kingsnorth	750,000
Pauline Carr	Equinalia Pty Ltd ATF Equinalia Trust	500,000
Bryn Jones	BEECHCREST INVESTMENTS PTY LTD <JONES FAMILY A/C>	500,000

**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?** No**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**Refer to the Notice of Annual General Meeting dated 20 October 2022 <https://www.asx.com.au/asxpdf/20221020/pdf/45gjt2kcbbkr3w.pdf>

## Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.50000000	2/12/2025

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of**



**company option**

Other

**Description**

Each option is exercisable into one fully paid ordinary share in the Company (ASX code: AR3)

**Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms**

Employee Share Option Plan lodged with ASX on 29 June 2021 as part of the Company's Admission to the Official List of ASX. <https://www.asx.com.au/asxpdf/20210629/pdf/44xsjnb8xl3lh9.pdf>  
Summary of terms also included in the Notice of Annual General Meeting dated 20 October 2022 <https://www.asx.com.au/asxpdf/20221020/pdf/45gjt2kcbbkr3w.pdf>

**Any other information the entity wishes to provide about the +securities the subject of this notification**

Shareholder approval pursuant to ASX Listing Rule 10.11 was obtained at the Company's Annual General Meeting held on 24 November 2022.  
All Options vest on the date of issue

Issue details

**Number of +securities**

1,750,000

**ASX +security code**

New class - code to be confirmed

**+Security description**

Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2026.

**+Security type**

Options

**ISIN code**

**Date the +securities the subject of this notification were issued**

2/12/2022

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**

Yes

**Provide details of the KMP or +associates being issued +securities.**



Name of KMP	Name of registered holder	Number of +securities
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Rickie Pobjoy	TOO UP HOLDINGS PTY LTD ATF THE POBJOY FAMILY TRUST	750,000
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Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

Refer to the Notice of Annual General Meeting dated 20 October 2022 <https://www.asx.com.au/asxpdf/20221020/pdf/45gjt2kcbbkr3w.pdf>

#### Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.50000000	2/12/2026

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

#### Description

Each option is exercisable into one fully paid ordinary share in the Company (ASX code: AR3)

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Employee Share Option Plan lodged with ASX on 29 June 2021 as part of the Company's Admission to the Official List of ASX. <https://www.asx.com.au/asxpdf/20210629/pdf/44xsjnb8xl3lh9.pdf>  
Summary of terms also included in the Notice of Annual General Meeting dated 20 October 2022 <https://www.asx.com.au/asxpdf/20221020/pdf/45gjt2kcbbkr3w.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

Shareholder approval pursuant to ASX Listing Rule 10.11 was obtained at the Company's Annual General Meeting held on 24 November 2022.  
Options will vest as follows:  
a) 1/3rd vest on 2 December 2023;  
b) 1/3rd vest on 2 December 2024; and  
c) 1/3rd vest on 2 December 2025



Issue details

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**Number of +securities**

750,000

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## Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

## 4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
AR3 : ORDINARY FULLY PAID	95,201,552

## 4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
AR3AK : OPTION EXPIRING 13-DEC-2023 EX \$0.57	9,237,106
AR3AL : OPTION EXPIRING 04-JUL-2025 EX \$0.5743	500,000
AR3AI : OPTION EXPIRING 29-JUN-2024 EX \$0.45	430,000
AR3AB : ORDINARY FULLY PAID RESTRICTED	34,296,668
AR3AE : OPTION EXPIRING 01-DEC-2024 EX \$1.44	1,600,000
AR3AJ : OPTION EXPIRING 09-MAY-2025 EX \$1.02	1,000,000
AR3AC : OPTION EXPIRING 29-JUN-2024 RESTRICTED	6,167,200
AR3AD : OPTION EXPIRING 25-JAN-2025 RESTRICTED	6,000,000
AR3AF : OPTION EXPIRING 29-JUL-2025 EX \$0.60	2,000,000
AR3AG : OPTION EXPIRING 01-DEC-2024 EX \$1.46	2,000,000
AR3AH : OPTION EXPIRING 01-DEC-2025 EX \$1.95	2,000,000
New class - code to be confirmed : Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2025.	1,750,000
New class - code to be confirmed : Unlisted Options, exercisable at \$0.50 each and expiring on 2 December 2026.	750,000





Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

Yes

**5.1a Select the number of the applicable exception in Listing Rule 7.2**

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