



**AMERICAN RARE EARTHS LIMITED**

**ABN 83 003 453 503**

**(Company)**

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## **TRADING POLICY**

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## 1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel. This policy also applies to all subsidiary companies within the Group.

Key Management Personnel are those people who have authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Company and its subsidiary companies have determined that its Key Management Personnel are its Directors, executives, and employees. It also includes contractors and consultants who are at the time providing services to the Company and its subsidiary companies.

Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Key Management Personnel, to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

The guidelines also provide the Board with details of trading in its securities.

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## 2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities (as defined by the Corporations Act) of the Company and its subsidiaries on issue from time to time. This policy covers securities on the ASX and the OTC

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## 3. WHAT IS INSIDER TRADING?

### 3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
  - (b) that person:
    - (i) buys or sells securities in the Company; or
    - (ii) procures someone else to buy or sell securities in the Company; or
    - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be
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likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

### 3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the threat of major litigation against the Company;
- (b) the Company considering a major acquisition;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) drilling or exploration results;
- (f) metallurgy results;
- (g) scoping studies;
- (h) the grant or loss of a major contract;
- (i) a management or business restructuring proposal; and
- (j) a share issue proposal.

### 3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Connected Person**" in these guidelines).

### 3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

### 3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

#### 4.1 General rule

Key Management Personnel, must not, except in exceptional circumstances, deal in securities of the Company during the following periods:

- (a) one week prior to, and 24 hours after the release of the Company's Annual Report;
- (b) one week prior to, and 24 hours after the release of the Half Year Report of the Company; and
- (c) one week prior to, and 24 hours after the release of the Company's quarterly reports
- (d) each period of 24 hours immediately after the date upon which the Company issues a price-sensitive ASX announcement.

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel, either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time it is in possession of such information.

#### 4.2 No short-term trading in the Company's securities

Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter subject to the approval of the Chairman.

#### 4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

#### 4.4 Exceptions

- (a) Key Management Personnel may at any time:
    - (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
    - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
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- (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
  - (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
  - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
  - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
  - (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
  - (x) undertake to accept, or accept, a takeover offer;
  - (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - (xii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a
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prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or

(xiii) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

(b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### **4.5 Notification of periods when Key Management Personnel are not permitted to trade**

The Company Secretary will endeavor to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

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## **5. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **5.1 Approval requirements**

- (a) Any Key Management Personnel (other than the Chairperson of the Board) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairperson of the Board or the Board before doing so.
- (b) If the Chairperson of the Board wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairperson of the Board must obtain the prior approval of any two Board members before doing so.
- (c) This policy ensures compliance with insider trading laws and market integrity. It does not impose additional legal restrictions on an employee or KMP's right to trade shares, provided they comply with applicable laws and this policy. Approvals must not be unreasonably withheld.

### **5.2 Approvals to buy or sell securities**

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an
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estimated time frame for the sale or purchase.

- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction. The transaction must be completed within 48 hours after the approval was received.

### **5.3 Notification**

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her Connected Persons buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

### **5.4 Key Management Personnel sales of securities**

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

### **5.5 Exemption from Closed Periods restrictions due to exceptional circumstance**

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chief Executive Officer (or in the case of the Chief Executive Officer, by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

### **5.6 Severe financial hardship or exceptional circumstances**

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Chief Executive Officer (or in the case of the Chief Executive Officer, by all other members of the Board).

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

### **5.7 Financial hardship**

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Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Chief Executive Officer (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

#### **5.8 Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order or a court enforceable undertaking (for example in a bona fide family settlement), to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

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#### **6. ASX NOTIFICATION FOR DIRECTORS**

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

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#### **7. EFFECT OF COMPLIANCE WITH THIS POLICY**

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

#### **8. DEFINITIONS**

In this Policy:

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**Board** means the Board of the Company.

**A Connected Person** means a spouse or partner, child or step-child under 18 years, a parent, an unlisted body corporate which the Key Management Personnel, Senior Employee or Key Consultant or Key Contractor controls or is director of, a trust of which the Key Management Personnel, Senior Employee or Key Consultant or Key Contractor is a trustee and of which he or she or any of the persons referred to above is a beneficiary or any other person over whom the Key Management Personnel, Senior Employee or Key Consultant or Key Contractor has significant influence or control. Where this Policy requires a Restricted Person to do an act or thing, the relevant Restricted Person must do that act or thing in respect of the Connected Person.

**Securities** means fully paid ordinary shares listed on the ASX and on the OTCQB, and American Depositary Receipts.

## 9. **MINIMUM SHAREHOLDING POLICY**

Minimum Holding Condition: A Minimum Holding Condition Policy applies to our KMP, requiring a minimum value of ownership of Shares and/or vested Rights within 5 years.

The compliance requirement commences for the:

- Managing Director & CEO, Chief Financial Officer & Chief Legal Officer & Company Secretary – from 30 June 2025.
- Chief Operating Officer – from 11 February 2026, and
- Non-Executive Directors – from 30 June 2025 or five years from their appointment date, whichever is later.

The requisite level of ownership is based on the value paid (or deemed to be paid) for Shares and/or vested Rights at the time of acquisition, as a proportion of FAR in the year in which the Minimum Holding is met, as follows:

- Managing Director & CEO: 100% of FAR
- Other Executive KMP: 50% of FAR
- Non-Executive Directors: 100% NED base fee

The FY25 Annual Report will disclose compliance with this Policy by the KMP as at 30 June 2025.

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**REQUEST FOR PRIOR WRITTEN CLEARANCE TO TRADE IN COMPANY SECURITIES**

**AMERICAN RARE EARTHS LIMITED  
("ARR" OR THE "COMPANY")**

I, a director / an officer / an employee (delete as appropriate) of the Company, request prior written clearance to trade in securities of the Company in accordance with the terms of the Company's *Trading Policy* in Company Securities and provide the following information:

**1. Details of securities**

Nature of dealing: \_\_\_\_\_  
(insert here details of proposed dealing)

Number of securities: \_\_\_\_\_

Class of securities: \_\_\_\_\_

Number of registered holder: \_\_\_\_\_

**2. Reason for request**

**Request to trade in exceptional circumstances**

Please provide complete details of the circumstances which you wish to be considered as exceptional

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I confirm that I have read and understood the Company's *Trading Policy* and that the proposed dealing does not breach that policy or any legal obligations referred to in it, and in particular, that I am not in possession of any inside information in relation to the Company.

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I acknowledge that in accordance with the Company's *Trading Policy*, I cannot trade in the Company's securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.

Signed: .....

Name: ..... Date:  
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**OFFICE USE – Clearance to be completed by Approving Officer**

Clearance given by:

.....  
Name of Approving Officer                      Signature of Approving Officer                      Date

Clearance valid for:

5 business days from the date of clearance (default period)

\_\_\_\_\_ business days for the date of clearance

Reason for clearance being denied:

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Clearance declined by:

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Name of Officer                      Signature of Officer                      Date