ASX ANNOUNCEMENT

ARAFURA ACHIEVES MAJOR DEBT FUNDING MILESTONE

23/07/2024

- **Arafura achieves major debt funding milestone with remaining conditional approvals obtained from commercial lenders, moving closer to a final investment decision on the Nolans Project**
- **Conditional credit approvals for targeted US$775 million senior debt funding secured from export credit agencies and commercial lenders**
- **The debt package totals more than US$1 billion, including project completion support provided by an US$80 million cost overrun facility and a subordinated standby liquidity facility of US$200 million**
- **Significant support from Australian and international export credit agencies and commercial lenders highlights the geostrategic importance of developing a diversified global NdPr supply chain**
- **Sources and uses of funds confirmed for the Nolans Project**
- **Preliminary study indicates potential to expand production capacity at Nolans and ability to process third-party feedstock as downstream processing hub**

Arafura Rare Earths Limited (**ASX: ARU**) (“**Arafura**” or the “**Company**”) announces it has reached several major milestones towards a final investment decision (**FID**) for the Nolans Project (**Nolans or Project**).

Nolans is on track to be one of Australia’s first ore-to-oxide rare earths processing facilities that will deliver responsibly mined and processed products to its global customers.

<u>Debt funding completed</u>

Arafura confirms it has secured the remaining conditional approvals from commercial lenders for the US$775 million of senior debt facilities and an US$80 million Cost Overrun Facility (**COF**).

The announcement of US$533 million in debt funding (refer ASX Announcement 14 March 2024) from Export Finance Australia (**EFA**), both on EFA’s Commercial Account and under the Commonwealth Government’s A$4 billion Critical Minerals Facility (**CMF**) which EFA administers, and the Northern Australia Infrastructure Facility (**NAIF**) was the catalyst to unlock direct lending and untied loan guarantee commitments from Canadian, Korean and German export credit agencies (**ECAs**).

Strong ECA participation in the debt structure has facilitated commercial lender approvals under the ECA covered tranches, the COF and provision of a full suite of institutional banking and risk management services to support Arafura through Nolans construction and into operations.

The commercial lender group consists of KfW IPEX-Bank (mandated lead arranger and ECA structuring bank), KEXIM Global (Singapore) (KEXIM coordinator), Commonwealth Bank of Australia, ING and EFA. The debt facilities are summarised in Table 1. HCF International Advisers and Grant Thornton Australia Limited are acting as debt advisers and Ashurst as legal counsel to Arafura.

Arafura Rare Earths Limited
ABN: 22 080 933 455
Level 6, 432 Murray St, Perth WA 6000
PO Box 5773, St Georges Terrace, Perth WA 6831
T: +61 8 6370 2800 | **W:** www.arultd.com | **E:** arafura@arultd.com

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This is a pivotal milestone for the Company as it paves the way for securing the strategic equity funding required for FID.

These commitments highlight the strategic value in developing Australian downstream rare earths processing capability and a diversified NdPr global supply chain to meet forecast growth in demand for electric vehicles and wind turbines.

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The syndicate of lenders comprises EFA (under the Critical Minerals Facility), NAIF, Export Development Canada (**EDC**) and the Export-Import Bank of Korea (**KEXIM**) with untied loan guarantees from Euler Hermes and KEXIM facilitating commercial lenders KfW IPEX-Bank, KEXIM Global - Singapore, Commonwealth Bank of Australia, ING and EFA (under its Commercial Account) providing funding under the ECA covered tranches. The $775 million senior debt facilities have a weighted average tenor of 12.2 years.

The US$80 million COF is provided by both ECAs and commercial lenders. The commercial lender group has also provided commitments to contingent instrument facilities and swap lines required to manage foreign exchange exposures during construction.

The subordinated Standby Liquidity Facility (**SLF**) of up to US$200 million provided by EFA provides another layer of funding contingency[1] and ensures that Nolans is funded through first production and ramp-up to nameplate capacity of 4,440 tonnes NdPr oxide per annum.[2] The debt facilities are summarised in Table 1.

Table 1 – Debt Facilities

Facilities	**Tenor** (Years)	**Amount** (US$ million)
Senior Debt Facilities		
Export Finance Australia	15	125
Northern Australia Infrastructure Facility	15	100 (1)
Export Development Canada	12	290 (2)
KEXIM	10	75
ECA Covered Tranches		
KfW IPEX-Bank KEXIM Global (Singapore) Commonwealth Bank of Australia ING Export Finance Australia		
Total ECA Covered Tranches(3)	10	185
TOTAL		**775**
Cost Overrun Facility	8	80 (4)
TOTAL SENIOR DEBT		**855** (5)
Subordinated Debt		
EFA Standby Liquidity Facility	15	200
TOTAL DEBT		**1,055**

(1) NAIF commitment of A$150 million converted to US$ for comparison purposes only at AUD/USD 0.6667428.
(2) US$10m of EDC funding is included in the COF.
(3) Commercial bank lenders supported by untied loan guarantees from Euler Hermes of US$110 million and KEXIM of US$75 million (Refer to ASX Announcements dated 4 July 2024 and 1 July 2024).
(4) US$160m total Cost Overrun funding, 50% debt funded (COF) with the remaining US$80 million to be funded by equity. COF debt includes A$ tranche with NAIF commitment up to A$50 million.
(5) Excludes Contingent Instrument Facilities to support the provision of bank guarantees.

[1] Refer ASX Announcement dated 14 March 2024
[2] Refer ASX Announcement dated 11 May 2021

The loan facilities are eligible Green Facilities under Arafura's Green Loan Framework (**GLF**).

The GLF aligns Arafura's financing strategy with its offtake, sustainability and climate change related objectives and is based on the Green Loan Principles jointly issued by the Loan Market Association, Asia Pacific Loan Market Association and the Loan Syndications and Trading Association.

The GLF enables Arafura to access capital and liquidity from commercial lenders provided the use of proceeds is to fund expenditure that supports transition to a low-carbon economy whilst aligning with Arafura's sustainability and climate change strategy. Arafura is eligible for its expenditure dedicated to NdPr Oxide extraction and processing for the production of wind turbines and electric vehicles. This reflects the product traceability and strong ESG credentials associated with Nolans Project single site ore to oxide production.

The Company has completed an extensive legal, technical, market, environmental and social due diligence program with financiers to obtain credit approved commitments.

Negotiation of loan documentation including the Common Terms Deed with lenders is well progressed. All debt facilities remain conditional on final documentation and satisfaction of conditions to drawdown customary for secured project financing arrangements of this nature.

Conditions to drawdown include providing an updated Financial Model based off, amongst other things, independent commodity price forecasts which demonstrates compliance with financial ratios and debt sizing criteria. Other customary project financing conditions include entry into material project contracts with associated tripartite agreements, project authorisations, representations, undertakings and Offtake Policy compliance.

Offtake discussions with potential counterparties are well advanced toward achieving the required minimum 80 percent of nameplate production[3] after project ramp up. For ECA-linked offtake, including Euler Hermes and KEXIM, Arafura must maintain ECA-linked offtake agreements for the term of the loan facilities. The Company will provide further details of these arrangements as and when binding agreements are entered into.

Sources and uses of funds

The completion of conditional credit approvals required for the senior debt finance facilities of US$775 million and robust Project Economics[4] has provided a basis for disclosing the sources and uses of funds, including the amount of new equity required to meet the balance of the Project's funding requirement.

The Project's total funding requirement includes:

- Pre-production capital costs (including escalation and contingency) of US$1,226 million
- Working capital over the construction period and initial stage of operational ramp up of US$66 million
- Financing costs over the construction period and initial stage of operational ramp up of US$168 million

As part of the due diligence undertaken by the Project's lenders, an independent technical expert reviewed the Project and recommended various assumptions be adopted in the lenders base case financial model to ensure a robust and conservative funding solution was designed for the Project (**Lenders Contingency**). The Lenders Contingency increases the Project's total funding requirement by US$67 million.

The sources and uses of funds for the Project are shown in Table 2 and include the following completion support facilities which remain unutilised under the Project's base case:

- The COF debt component of US$80 million which has been conditionally approved by participating lenders

[3] Refer ASX Announcement dated 11 May 2021

[4] Refer to ASX presentation dated 23 July 2024

- The COF equity component of US$80 million which is targeted to be raised at the same time as the new equity
- The subordinated SLF of US$200 million conditionally approved by EFA [5]

The completion support facilities are reserved to fund additional project and ramp up costs outside the base case, should they arise.

The total new equity targeted to be raised for the Project is US$793 million (including COF).

The sources and uses contains four layers of contingency including the project contingency (included in Capital expenses), Lenders Contingency, COF and SLF reducing risk of requiring additional capital for both lenders and equity investors.

Table 2 – Sources and Uses of Funds*

Sources and Uses of Funds[1]	
Sources of Funds	**US$m**
Cash and MMI Grant Funding[2]	39
New base equity	713
New COF equity	80
Senior base debt	775
Senior COF debt	80
Subordinated SLF	200
Total Sources of Funds	**1,887**
Uses of Funds	**US$m**
Capital expenses[3]	1,226
Working capital[4]	66
Financing costs[5]	168
Lenders Contingency[6]	67
Unused COF (total)	160
Unused SLF	200
Total Uses of Funds	**1,887**

* Subject to drawdowns under the debt funding facilities occurring and all funds being raised under the equity component of the funding.

(1) Excludes environmental bonds required by the Northern Territory Government and financial guarantees which are anticipated to be funded by a Contingent Instrument Facility (CIF).
(2) Comprises cash and cash equivalents of US$28m as 30 June 2024 plus remaining grant funding under the Modern Manufacturing Initiative of US$11m.
(3) Includes pre-production capital, project contingency, pre-production costs and escalation.
(4) Net of pre-completion revenue.
(5) Includes interest, debt establishment and commitment fees and equity raising fees over the construction period and initial stage of operational ramp up.
(6) Includes additional project continency of A$50m, increase in ramp-up period (from 2 years to 3 years), 3-month delay in first production and adjustments to mining and labour costs.

[5] Refer to ASX announcement dated 14 March 2024

Nolans Phase 2 preliminary study completed

The Company has completed an in-house preliminary study which considered the possibility of expanding the size of the processing facility at Nolans (**Phase 2 Study**).

The Phase 2 Study explored whether the Company (using the existing mining inventory that is based off mineral resources and ore reserves (and which includes inferred resources) and the same pit designs, sequencing and mining methods used for the base case production scenario at Nolans – refer ASX Announcement dated 11 November 2022) could significantly expand the size of the planned processing facility by factors of up to a further 150 percent, and how such an expansion would impact the mine life of the Project and production capacity. The Phase 2 Study also considered whether a potential expansion to the processing facility could enable the Company to process third-party rare-earth feedstocks (including monazite concentrates) as a downstream processing hub. This would enable Arafura to operate a leading rare earths processing facility in Australia, underpinning a diversification of the global supply chain.

The results from the Phase 2 Study were positive and the Company will carry out a more detailed investigation into a potential Phase 2 expansion through a pre-feasibility study (**PFS**). The PFS will explore two options, building a discrete second processing plant or an integrated expansion of existing processing capacity. The PFS will require an investment of approximately A$15 million and is planned to be commissioned once a final investment decision has been made with respect to Nolans. The Company intends to commence the process of obtaining the necessary government and regulatory approvals for a Phase 2 expansion around the same time.

If the results of the PFS are positive (and commercially viable), a final investment decision on Phase 2 may be made following commencement of commercial production. Planning for the PFS is currently underway to ensure that the Company is appropriately positioned to make a decision regarding Phase 2 in order to meet the expected increasing demand for NdPr driven by global decarbonisation, particularly for electric vehicles and wind turbines.

Managing Director and CEO Darryl Cuzzubbo said:

"Today I am proud to announce the completion of Arafura's debt funding strategy. Securing conditional approval for more than US$1 billion of debt funding and completion support is an incredible result and one that reinforces the value of Nolans in diversifying a global NdPr supply chain.

"The Australian government has led the way in debt funding through EFA and NAIF, which unlocked international support from export credit agencies in Korea, Canada and Germany.

"The cost overrun facility and standby liquidity facility have further derisked the Project for commercial lenders and investors. The significant support we have received from our commercial lenders, both domestic and international, reinforces the role of Nolans in a globally diversified rare earth supply chain.

"I acknowledge the Arafura finance team who have worked tirelessly to successfully execute the strategy.

"Finalising the debt funding enabled a review of the sources and uses of funds for Nolans.

"We continue to make monumental leaps toward reaching FID at Nolans, and today is a very significant milestone.

"While it is important to acknowledge today's achievement, we are also looking at future growth opportunities. The Nolans Phase 2 preliminary study has confirmed there is merit to further investigating the potential to increase the processing capacity by up to a further 150 percent. Looking at expansion potential today will underpin our growth in two ways, aligning to growing global demand for rare earths as the world decarbonises, and becoming a third-party rare earths downstream processing hub, building Australia's downstream capability.

"Our next major milestone is securing equity funding and reaching FID at Nolans in 2024."

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Investor briefing call

CEO and MD Darryl Cuzzubbo will host an investor briefing on **Tuesday 23 July at 10.30am AWST / 12.30pm AEST**

Participants can register by accessing the links below:

Phone registration: https://s1.c-conf.com/diamondpass/10040183-4dvgg6.html

Webcast: https://ccmediaframe.com/?id=M4jAFTlH

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Further Information:

Investors
Shaan Beccarelli
Head of Corporate Affairs & Investor Relations
+61 455 559 553
sbeccarelli@arultd.com

Media
Luke Forrestal
GRA Partners
+61 411 479 144
luke.forrestal@grapartners.com.au

Authorised by:
The Board of Directors
Arafura Rare Earths Limited

Summary Information

This announcement has been prepared by Arafura and is of a summary form only It should be read in conjunction with, and full review made of Arafura Rare Earths' most recent financial report and other periodic disclosures and releases lodged with the ASX and available at www.asx.com.au.

Forward looking statements

This announcement contains certain statements which may constitute "forward-looking statements." Such statements are only expectations or beliefs and are subject to inherent risks and uncertainties which could cause actual values, results or performance achievements to differ materially from those expressed or implied in this announcement. No representation or warranty, express or implied is made by Arafura that any forward-looking statement contained in this announcement will occur, be achieved or prove to be correct. You are cautioned against relying upon any forward-looking statement.

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Mineral Resources and Ore Reserves

The information in this announcement that relates to Mineral Resources is extracted from the Company's ASX announcement dated 7 June 2017 (Detailed Resource Assessment Completed) and was completed in accordance with the guidelines of the JORC Code (2012). The information in this announcement that relates to Ore Reserves is extracted from the Company's ASX announcement dated 16 March 2020 (Major Increase in Mine Life for the Nolans Project) and was completed in accordance with the guidelines of the JORC Code (2012). Arafura Rare Earths confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the original market announcements continue to apply and have not materially changed. Arafura Rare Earths confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Production Targets and Forecast Financial Information

The information in this announcement that relates to production targets is extracted from the Company's ASX announcement dated 11 November 2022 (Nolans Project Update). The production target is based on 12% Proved Reserves, 62% Probable Reserves and 26% inferred resources as reported in the Company's ASX announcement dated 11 November 2022. There is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised. Arafura confirms that, all material assumptions underpinning the production target set out in the Company's ASX announcement dated 11 November 2022 (including any assumptions referred to in the Company's ASX announcement dated 11 November 2022 that were used from the DFS as set out in the Company's ASX announcement dated 7 February 2019 (Nolans Project Definitive Feasibility Study) or from the Updated Mining Study as set out in the Company's ASX announcement dated 16 March 2020 (Major Increase in Mine Life for the Nolans Project)), continue to apply and have not materially changed.

The information in this announcement that relates to forecast financial information (including forecast financial information derived from the production target) is extracted from the Company's ASX presentation dated 23 July 2024 (*Arafura achieves major debt funding milestone*). Arafura confirms that, all material assumptions underpinning the forecast financial information (and forecast financial information derived from the production target) set out in the announcement released on 23 July 2024 continue to apply and have not materially changed.