

ASX Release 31 October 2024

September 2024 Quarterly Report

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HIGHLIGHTS

Khaleesi Niobium Project (East Yilgarn, WA)

- Land access and heritage agreement signed between the native title holders, represented by Upurli Upurli Nguratja Aboriginal Corporation (**UUNAC**), and RareX for the Khaleesi Project tenements, within the UUNAC native title determination area¹
 - Agreement in-line with benchmark agreements for exclusive native title determinations
 - Material terms of the agreement allow RareX to explore the Khaleesi Project in consideration for the issue of 1 million RareX shares
- Access agreement signed between RareX and AngloGold Ashanti removing final barrier for granting of E39/2504, the significant northern portion of the Khaleesi Project²
- Assays received from re-assaying of 1,470 pulps from 120 drill holes across the project (5%)³
- Elevated rare earths returned from many drill holes in the regolith profile, including in clays, and in the fresh underlying intrusives, supporting the models and improving the drill targets
- Niobe has the most elevated rare earth results with significant interval of 17m at 3878ppm TREO
- Drilling planned for early 2025 targeting basement intrusives for the first time including prospective carbonatite targets defined in the geophysics

Mt Mansbridge Project (Kimberley Region, WA)⁴

- Assessment of RareX portfolio project, Mt Mansbridge, uncovers significant heavy rare earth potential
- Mt Mansbridge Project comprises one granted tenement and two applications which are now in the final process of granting following the completion of heritage agreements
- Similarities to Browns Range Heavy Rare Earths Project and access to the Killi Killi Formation
- Outcropping xenotime mineralisation with historical pit samples up to 6% yttrium have been identified at the Sigma prospect on the Project; yttrium is a proxy element to heavy rare earths
- Sparse drilling confirmed hydrothermal xenotime mineralisation with 4m at 0.48% TREO including 1m at 1.06% - significant exploration upside due to the sparsity of previous drilling
- 2km long untested heavy rare earths soil anomaly on unconformity provides the basis of the upcoming field program which has elevated in priority – drilling planned for early 2025

Piper Project (Aileron Province, NT)⁵

- An untested 2.5km wide bullseye magnetic anomaly forming a large carbonatite target under sedimentary cover in the same Aileron tectonic province extending from the West Arunta of WA into the NT
- Aileron Province is proven to host mineralised alkaline magmatism related to a mantle hotspots, with multiple niobium (Nb), phosphate (P) and rare earth element (REE) carbonatite occurrences, such as the WA1 Resources Luni Nb discovery 380 km to the west of Piper and the Nolans Bore REE deposit 170 km to the southeast

¹ ASX Announcement 30 July 2024: Land access and heritage agreement for key Khaleesi Project licences

² ASX Announcement 20 September 2024: RareX and AngloGold Ashanti sign site access agreement for Khaleesi Project

³ ASX Announcement 14 October 2024: Khaleesi assay results confirm elevated niobium and show significant rare earths

⁴ ASX Announcement 18 September 2024: RareX review of Mt Mansbridge Project shows highly promising heavy rare earth potential

⁵ ASX Announcement 1 October 2024: RareX gains access to bull's-eye magnetic anomaly in the NT Aileron Province prospective for rare earths and niobium (as amended 2 October 2024)

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- Low-risk, low-cost, high-reward deal terms with earn-in over five-year period by drilling at least 3 x 300m deep drill holes for a total of at least 1,000m for 80% interest

Cummins Range Rare Earths & Phosphate Project (Kimberley Region, WA)⁶

- Cummins Range remains Australia's largest un-developed rare earths project, and a significant phosphate deposit
- Rare earths metallurgy and engineering placed on hold until metal prices recover
- Early phosphate product generation (Stage-1) being investigated as a standalone project consistent with the August 2023 Scoping Study
- Phosphate metallurgical program has produced phosphate product samples which are being tested with the offtake market in Australia and South East Asia
- Alternative phosphate technology in testing which is investigating a potential reduction in start-up costs for Cummins Range – a product has been produced from Cummins Range feedstock which is now being tested for agricultural efficacy.
- Ordco remain under MoU for Offtake and product R&D which may be supplied with Stage-1 product from the alternative technology process
- Cummins Range supply chain to Wyndham Port remains de-risked with infrastructure sharing agreement; port land option and freight agreement
- Native Title heritage agreement discussions continue following new representatives on the PBC board and negotiating sub-committee

Business Development

- RareX continues to assess, and apply for, complementary project acquisition opportunities, including abroad, and is advised by Hunter&Co

RareX Limited (ASX: REE) (**RareX or the Company**), is pleased to provide its activities and cash flow reports for the quarter ended 30 September 2024.

Management Comment

RareX's Managing Director, James Durrant, said: *"This quarter focussed on ensuring we have a solid portfolio platform to form a basis of the 2025 exploration programs whilst responding to the market conditions at Cummins Range. Our exploration portfolio has been systematically de-risked through geological deep-dives, re-assaying, and by agreements with native title holders and land holders. Through this process we've elevated Mt Mansbridge as a priority project due to an existing, though under-explored, xenotime mineralised system, and we've identified our primary carbonatite targets at Khaleesi. Additionally, and for the medium-term, we've brought in the Piper bullseye project in the NT along strike from both the Nolans Bore rare earth deposit and the Luni niobium deposit. At Cummins Range, we've begun refining our staged approach to determine a stand-alone phosphate startup option in light of poor rare earth metal prices – the ability to stage is a unique attribute of Cummins Range which we hope to exploit further. We have seen some marginal yet sustained improvement in rare earth prices, and increasing geopolitical aspects of the industry, and we remain confident in the rare earth outlook and the need for alternative and secure supply chains from reliable sources."*

KHALEESI NIOBIUM PROJECT

The Khaleesi project was acquired in May 2024 and is composed of 7 tenements for 1,339km² on the Northern Foreland Unit of the western Albany Fraser Orogeny⁷. The Project has been historically explored for Au-Cu-Ni by AngloGold Ashanti, IGO and Fortescue Metals.

⁶ ASX Announcement 30 August 2024: Cummins Range Development Update

⁷ ASX Announcement 23 May 2024: RareX acquires district-scale niobium project - East Yilgarn

RareX are targeting niobium (Nb) – rare earths element (REE) carbonatite intrusions like Mt Weld (to the north-west) or intrusion related hydrothermal mineralisation such as Ponton Dyke (to the south). The Khaleesi Alkaline Intrusion Complex (**KAIC**) is a highly favourable geological environment to be exploring for a Nb-REE mineralised system, due to the nativity of carbonatites from alkaline intrusion complexes and its proximity to strongly mineralised carbonatites on the eastern margin of the Yilgarn Craton.

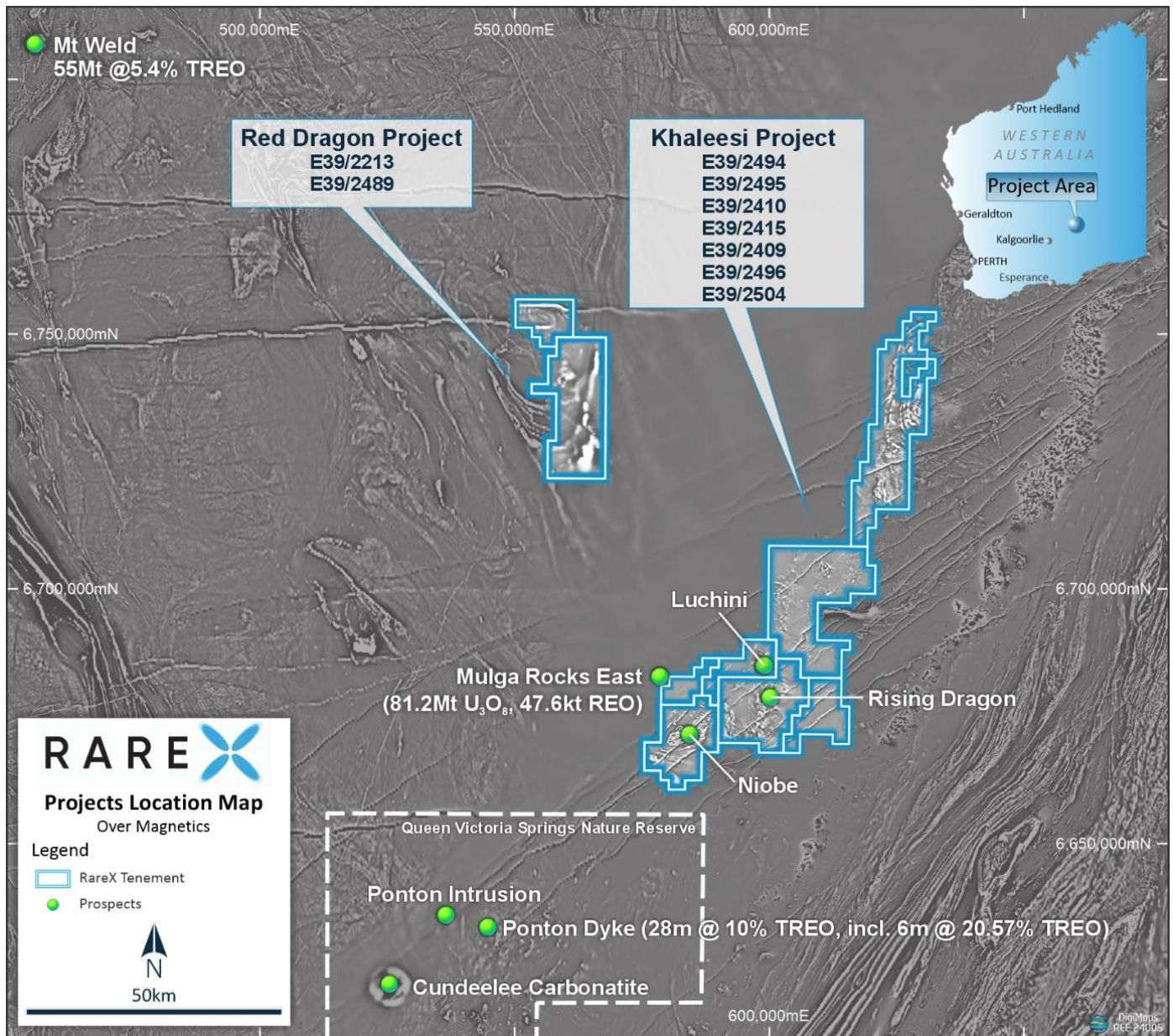


Figure 1 - Khaleesi Niobium Project location map.

Aircore drilling has historically been used as the geochemical exploration tool along the Northern Forland Unit and Tropicana Zone ascribed to the variable cover of desert sands and Phanerozoic sediments. The desert sands are less than 10m deep and the sediment cover can range from 0-150m. The identified prospects Niobe (Nb-REE), Luchini (Au-Nb-REE), and Rising Dragon (Cu-Ni) at KAIC have little to no sediment cover and below the desert sands is a typical regolith profile that has developed on top of variable intrusives of the KAIC. Aircore drilling will not penetrate far into fresh rock and will often be stopped within 1m of hitting the fresh rock boundary.

A portion of the air core chips from Fortescue Metals, and chips and pulps from historical Anglo drilling were located earlier in the year. Most of the available pulps from Anglo had existing niobium assays but no rare earths results. The pulps have now been re-assayed for previously un-tested elements including a range of indicator elements and rare earths. The pulps are from the Niobe and Luchini prospects and some regional drilling as shown in Figure 2. Assay intervals are from entire drill holes, or limited to end of hole assays.

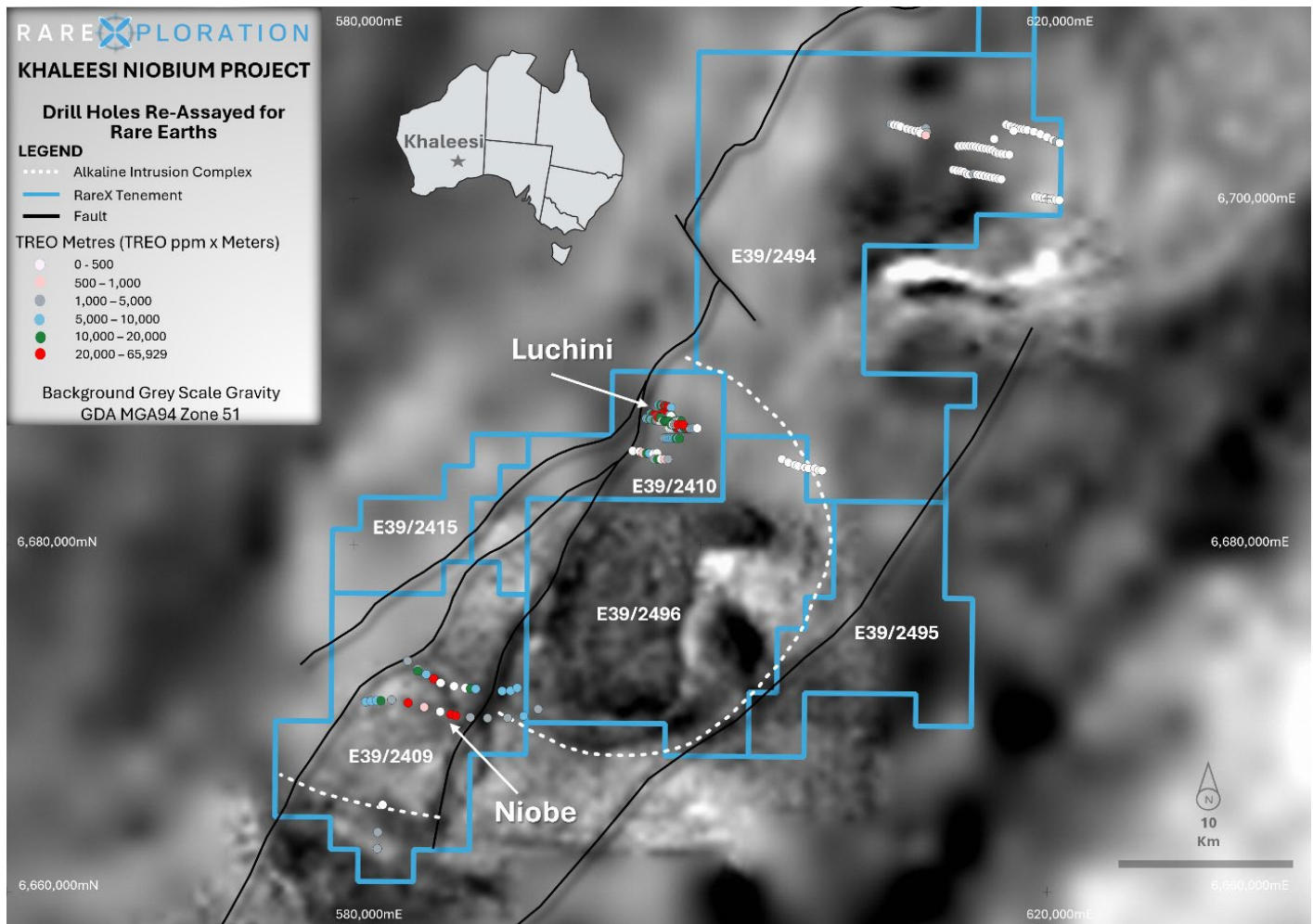


Figure 2 - location of drill holes re-assayed for rare earths. Coloured by TREO Metres. Calculated by multiplying TREO ppm by width of interval. 500ppm cut off applied.

A total of 1,470 pulps were assayed from 120 drill holes. The results from Niobe and Luchini showed significant enrichment of REE in the regolith profile particularly in clays. In some holes elevated rare earths and niobium continued from the saprolite into the saprock, then into the fresh rock intrusives. This was expected and shows the elevated background geochemistry of the KAIC.

Many drill holes contained intervals of >1000ppm TREO with the most significant interval at Niobe being 17m at 3878ppm TREO and at Luchini 14m at 2750ppm TREO.

Drilling Update

RareX are targeting carbonatites in the basement rocks of the KAIC with high priority targets being identified from geological and geophysical interpretations. Other high priority targets are driven by structural mapping and a series of significant faults bifurcate the KAIC. The highest priority targets are falling within tenement E39/2496 which has not been granted as yet.

The tenement was pegged on 9 May 2024. An immediate request to an expedited process was made to DEMIRS, however the tenement application was not referred to native title until 76 days later on 24 July 2024, and the advertising period started on 9 August 2024. The advertising period ends on 9 December 2024. RareX negotiated and signed a heritage agreement with the Upurli Upurli Nguratja people on 29 July 2024⁸.

RareX were aiming for drilling to commence before the end of the year, but due to this prolonged period of the application process, RareX cannot conduct exploration on E39/2496 until early 2025.

The Company is of the view that the drilling campaign should be a single campaign to minimise the impact of mobilisation and de-mobilisation costs and be used to test the entirety of the high priority targets. Capital efficiency is of utmost importance to RareX. Consequently, drilling at KAIC is planned in early 2025.

Land Access and Heritage Agreements

An agreement has been negotiated with UUNAC for the majority of the Khaleesi Rare Earth and Niobium Project tenure. UUNAC was legally represented by CDNTS who supported the negotiations and assisted with coming to a balanced and expedient conclusion to the negotiations.

UUNAC's native title rights were recognised in November 2023, covering the claim area and aligned with the traditional laws and customs of the Western Desert Cultural Bloc.

Material terms of the agreement allow RareX to explore the Khaleesi Project following appropriate heritage surveys in consideration for the issue of 1 million fully paid ordinary shares in the capital of RareX (**RareX Shares**) which will be issued utilising the Company's available placement capacity under Listing Rule 7.1.

The Company has also signed a site access agreement with AngloGold Ashanti in relation to Exploration Licence E39/2504. The agreement includes the use of the Tropicana access road, facilitating efficient travel into the licence area for exploration activities and is the final step for the granting of the exploration licence and access to priority drilling targets. Tenement E39/2504 sits immediately north of the Khaleesi Alkaline Intrusion Complex and 20km south of the Tropicana gold mine. The tenement traverses the eastern contact of the Canning Basin and is composed of granitic gneiss from the Northern Foreland Unit and the Tropicana zone. Magnetics suggests the geology is part of a large intrusion complex and RareX considers the tenement to be highly perspective for Nb, REE and Au.

The licencing focus for the remaining pending licences is now on finalising a site access agreement with the neighbouring Mulga Rocks Project, Deep Yellow (ASX:DYL).

MT MANSBRIDGE PROJECT

The Company completed a re-assessment of data following the completion of heritage agreements with the Tjurabalan native title holders over the 100% owned Mt Mansbridge tenement package (**Mt Mansbridge**). Given the significance of the outcomes of the re-assessment, exploration is being planned.

Mt Mansbridge is one of the RareX portfolio projects which has been re-assessed and re-prioritised following detailed data analysis and geological reinterpretation. Cummins Range is the flagship engineering project and Khaleesi is the flagship exploration project within the RareX project portfolio. Recent work has been on assessing and prioritising the portfolio exploration assets which has resulted in Mt Mansbridge being escalated in priority. Red Dragon, another RareX portfolio project, has been de-escalated in priority.

⁸ ASX Announcement 30 July 2024: Land Access and Heritage Agreement for Key Khaleesi Licences

Mt Mansbridge Heavy Rare Earths (HRE) Project is located 40km from the Browns Range heavy rare earths deposits 10.8Mt at 0.76% TREO with 88% HRE (Northern Minerals Ltd ASX announcement, 10 October 2022) in the Kimberley region of Northern Australia. A review of Mt Mansbridge has confirmed the presence of hydrothermal xenotime (dysprosium-terbium mineral) mineralisation within a larger HRE soils anomaly proximal to an unconformity, very similar to Browns Range.

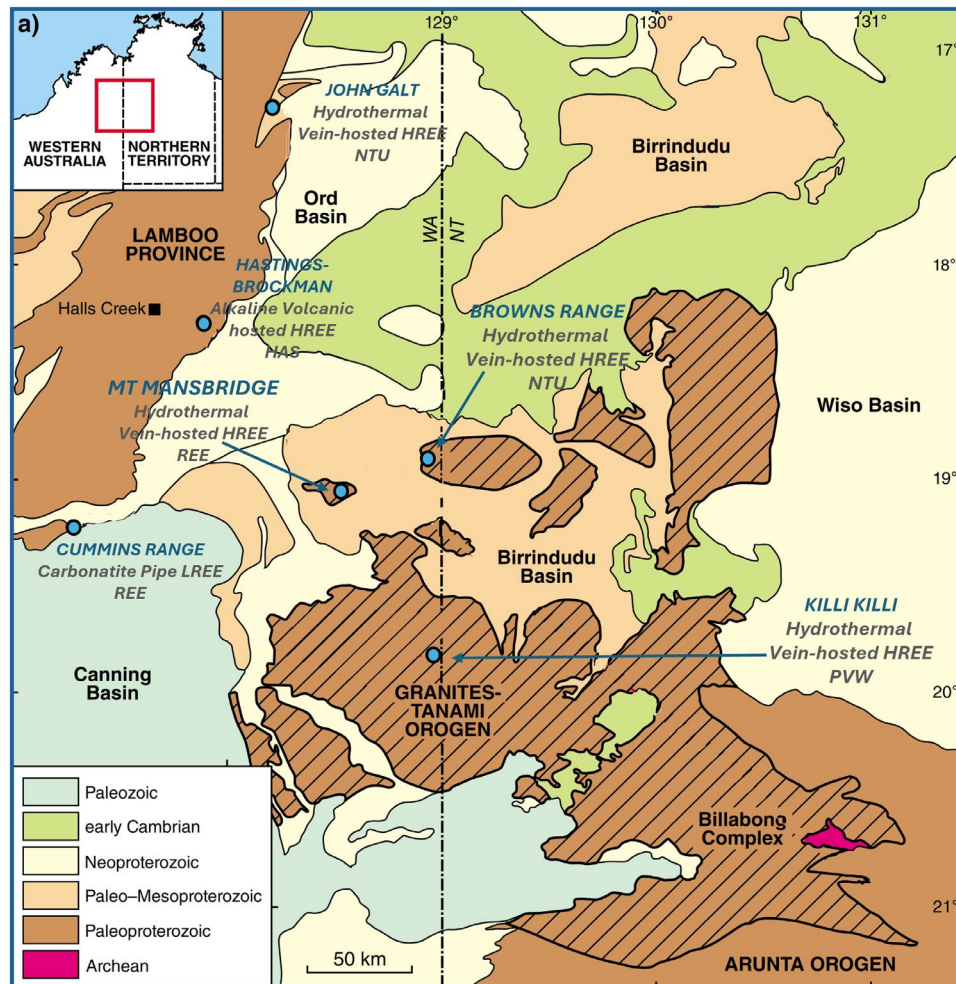


Figure 3 - Regional geology and surrounding TREO occurrences. Adapted from Morin-Ka et al, 2016 GSWA.

The Project is composed of 3 tenements for a total of 217km². Heritage agreements have been established for E80/5942 and E80/5973 and they are expected to be granted in coming months.

Table 1 - Mt Mansbridge HRE Project tenement details

Tenement	Grant date	Blocks	Registered Holder
E80/5430	24/11/2020	12	RareX Ltd
E80/5942	Pending grant	29	RareX Ltd
E80/5973	Pending grant	26	RareXploration Pty Ltd

The Project is centred around an isolated section of Paleoproterozoic Killi Killi Formation and has previously been explored for uranium and gold by companies including Sigma Resources, Quantum Resources and BHP. In recent times, rare earths exploration has been conducted by Red Mountain Resources and briefly by Northern Minerals.

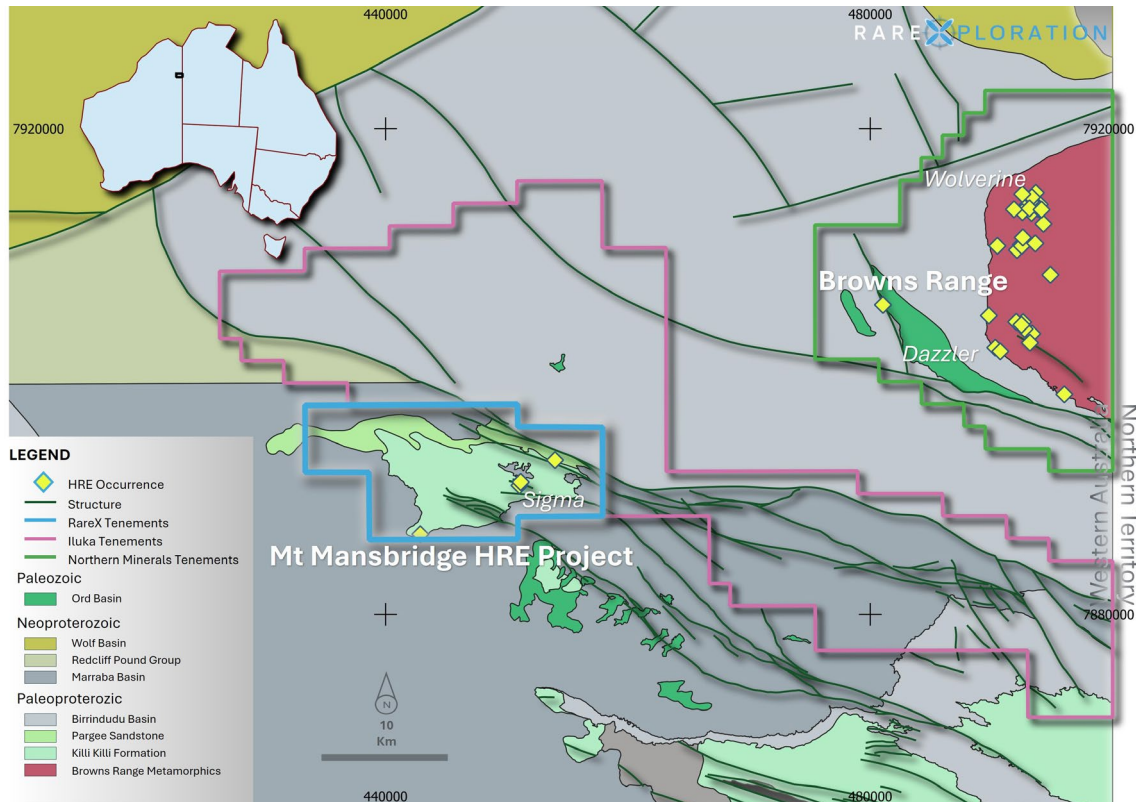


Figure 4 - Mt Mansbridge local geology and tenure map. Showing all known heavy rare earth occurrences in the area.

Northern Minerals have discovered several heavy rare earth deposits in the Browns Range complex, 40km to the north east as shown in Figure 2. The deposits can be classified into hydrothermal quartz-xenotime breccia vein deposits such as Wolverine (6.4Mt at 0.96% TREO, Northern Minerals Ltd ASX announcement 10 October 2022), and unconformity related deposits such as Dazzler (0.21Mt at 2.33% TREO, Northern Minerals Ltd ASX announcement 7 April 2020).

At Mt Mansbridge, the Killi Killi Formation has an unconformity contact with the Pargue Sandstone to the north and an unconformity contact with the Marraba Basin to the south. In the middle of the Killi Killi Formation is Mt Mansbridge which is an island of Marraba Basin sitting unconformably on the basement Killi Killi Formation. The classification of the Marraba Basin by GSWA is an area of contention, as surrounding age dates suggest the basin is significantly older than Neoproterozoic and more likely Mesoproterozoic.

In 1982, Sigma Resources discovered a clay alteration zone with xenotime quartz veins over 300m of strike, 0.4km south west of Mt Mansbridge. Seven pits were dug along the clay altered zone and returned numerous elevated yttrium results with assay values up to 6% yttrium (Figure 3 and Table 2). Sigma confirmed the mineralized trend corresponds with a broad surface uranium-yttrium anomaly and an aerial electromagnetic (EM) anomaly. The aerial EM anomaly was confirmed by a ground electromagnetic survey.

In 2021-22, Red Mountain drilled 6 RC holes along the strike of the outcropping horizon (Figure 3) and the two central holes intersected the heavy rare earths mineralization with 5m at 0.31% REO from 51m in hole MMRC002. Hole MMRC007 was drilled down dip and slightly to the south of hole 2 and intersect a broader mineralised zone of 16m at 0.28% TREO from 77m with a stronger mineralised zone of 4m at 0.48% TREO from 87m including 1m at 1.06%. The heavy rare earth content for this mineralised zone is averaging 63%.

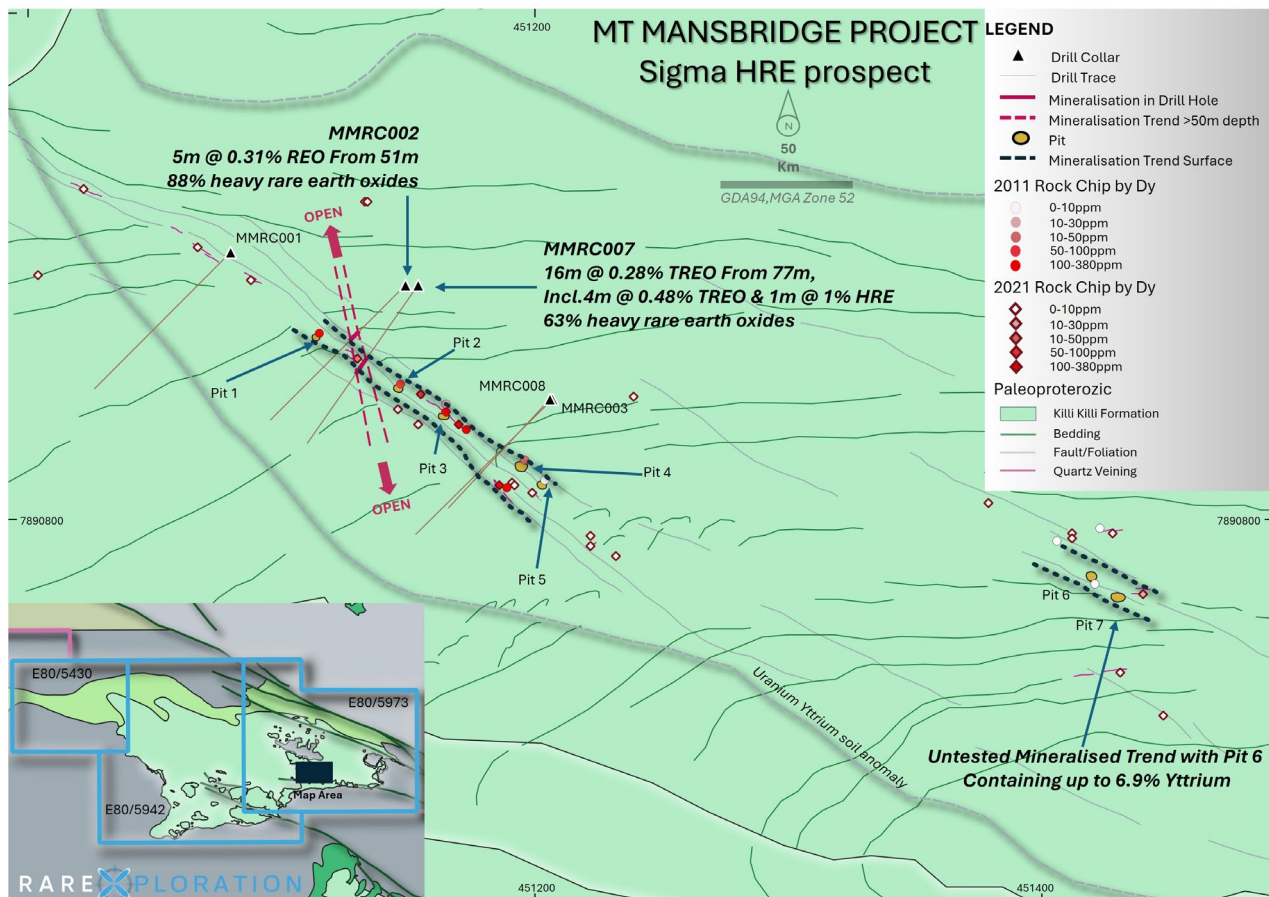


Figure 5 - Sigma HRE prospect geology showing surface geochemistry and drilling. Pit assay results are shown below.

Table 2 - 1982 Sigma Resources pit assays from Sigma HRE prospect. Results from annual report A12076

Location	Sample	Description	U ppm	Au ppm	Y %	Sr%
Pit 1	D-32	Silicesous Arenite	270	0.008	1.2	
Pit 2	D-28	Altered Arenaceous Killi Killi	130	0	0.4	
Pit 3	D-43A	Brecciated Siliceous	430	0.032	1.4	
Pit 3	D-44	Brecciated Siliceous	580	0.064	1.8	
Pit 3	D-45	Brecciated Siliceous	630	0.16	2	
Pit 3	D-46	Brecciated Siliceous	510	0.056	1.8	
Pit 3	D-47	Brecciated Siliceous	740	0.016	2.5	
Pit 3	D-48	Brecciated Siliceous	340	0	1.2	
12m SE of Pit 3	D-58	Siliceous Breccia	280	0.12	1	
20m SE of Pit 3	D-62	Kaolinitic Rubble	430	0.024	1.9	
Pit 4	D-63	Altered Arenaceous	190	0.008	0.01	
Pit 5	D-71	Dirt and Chunks of Kaolin	330	0	0.15	1.4
Pit 6	D-69	Kaolinitic Granular Dirt	560	0	4.1	
Pit 6	D-70	Semi-consolidated Crumbly Altered Killi Killi	700	0	6.9	
Pit 7	D-66	Kaolinitic Killi Killi No Dirt in Sample	280	0		
Pit 7	D-68	Kaolinitic Killi Killi No Dirt in Sample	380	0		

The drill intercepts from these two holes indicate the mineralised horizon has rotated from 305 degrees at surface, to a north south direction of 350 degrees at depth. This rotation provides some evidence to explain why three of the drill holes MMRC001, MMRC003 and MMRC008 missed the xenotime horizon.

Recent drilling from the partly government funded (Critical Mineral Development Program) drill program on the Wolverine deposit at Browns Range has shown these structurally controlled HRE hydrothermal veins extend to over 500m below surface and can thicken with depth. The HRE hydrothermal veining at Sigma is poorly understood and structural modelling supported by surface structural mapping, soil geochemistry and geophysics will lead to a more informed targeted drilling campaign.

Soils geochemistry completed by Quantum in 2011 and Red Mountain in 2021 has confirmed and produced substantial HRE anomalies, and has highlighted two sets of HRE anomalous structures in the Killi Killi basement outcrops. The Sigma prospect structural trend at 310°-320° and a conjugate set at 50°-70°. This hydrothermal systematics is very similar to the Browns Range mineralisation and the most mineralised areas are at the junction of these structures as shown in the below geological model Figure 5.

The Sigma HRE prospect has a 700m strong HRE-Y-U geochemical signature, suggesting the HRE mineralisation is open along strike. The geochemistry and radiometric readings indicated that, in addition to the Sigma HRE occurrence, there are at least two other lode structures in the Killi Killi that require follow up.

400m to the north of the Sigma HRE vein, at the base of Mt Mansbridge, is a 2km HRE-Y-U surface geochemical anomaly that traverses the unconformity contact between Mt Mansbridge and the basement Killi Killi Formation. The soils suggest there is anomalism coming from the base of Mt Mansbridge sandstone and from the underlying Killi Killi Formation. This target will be a priority for RareX to establish the origin of the HRE anomalism.

The RareX team are looking forward to getting boots on the ground and testing the hydrothermal xenotime veining and unconformity targets.

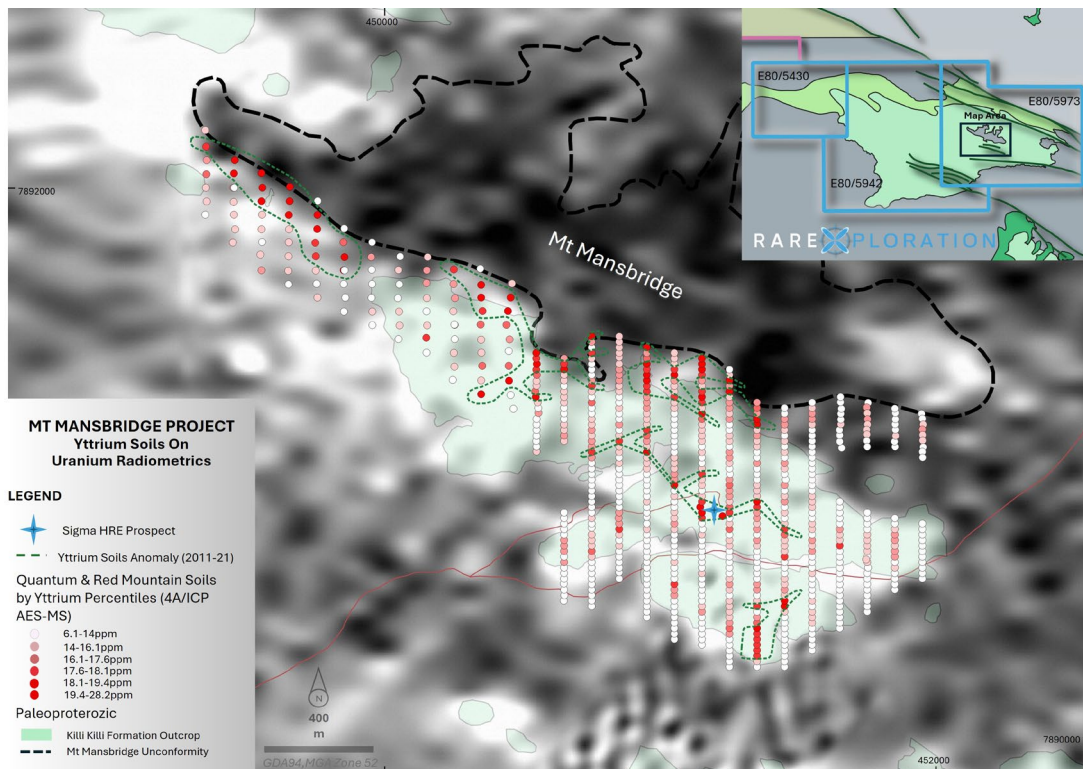


Figure 6 – Uranium radiometrics with yttrium soil geochemistry over Sigma HRE Prospect and Mt Mansbridge Unconformity.

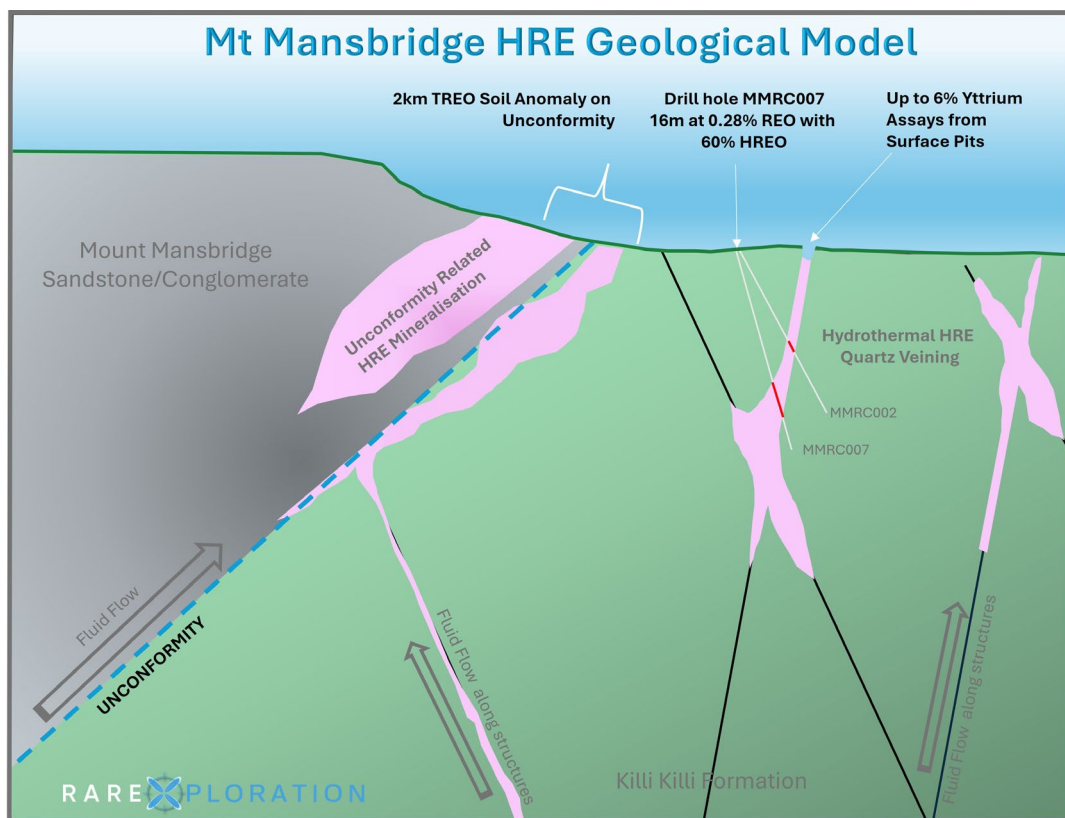


Figure 7 – Conceptual geological model for Mt Mansbridge Project. Mineralisation styles are based on the Wolverine hydrothermal xenotime-quartz vein deposit and the Dazzler unconformity related HRE deposit at Browns Range.

Table 3 - Red Mountain Resources RC drill collar table 4

Hole Id	Easting	Northing	Elevation	Total Depth	Dip	Azimuth true
MMRC001	451079	7890904	425	151	-60	225
MMRC002	451148	7890891	425	150	-60	225
MMRC003	451206	7890846	425	150	-60	225
MMRC007	451153	7890891	425	180	-65	215
MMRC008	451205	7890846	425	138	-65	223

Table 4 – Significant Intercepts Table for RC drilling

TREO=All Lanthanide Oxides, HREO % = $\text{Sm}_{203} + \text{Eu}_{203} + \text{Gd}_{203} + \text{Tb}_{407} + \text{Dy}_{203} + \text{Ho}_{203} + \text{Er}_{203} + \text{Tm}_{203} + \text{Yb}_{203} + \text{Lu}_{203} + \text{Y}_{203}$

Hole ID	From (m)	To (m)	Interval (m)	TREO+ Y_{203} %	HREO %	Pr_{6011} ppm	Nd_{203} ppm	Tb_{407} ppm	Dy_{203} ppm
MMRC002	51	56	5	0.31	92	246	14	75	277
MMRC007	77	93	16	0.28	65	83	364	96	210
Incl.	88	92	4	0.48	62	203	896	237	446
Incl.	91	92	1	1.35	85	131	590	216	1059

PIPER PROJECT

The Piper Project is a carbonatite pipe target located in the Aileron Province, Northern Territory, which has similarities to RareX's Cummins Range carbonatite in WA, and has been identified as a high priority drill target by the Resource Potentials geophysical team, who helped WA1 Resources discover the Luni carbonatite.

The Piper Project is located 320km north west of Alice Springs and 170km along strike to the north west from Nolans Bore REE deposit (resource 56Mt at 2.6% TREO⁹, see Figure 1). The Piper Project is comprised of 2 tenements (see below), with the smaller of the two granted and the larger tenement pending a heritage land access agreement.

Both tenements were pegged in 2023 and, in recent months, all the surrounding ground has been applied for by WA1 Resources, supporting the Nb-REE-P prospectivity of the region.

Table 5 – Piper Project tenement details

Tenement	Status	Grant date	Area (km ²)	Heritage Land Access Agreement
EL33675	Granted	29/04/2024	48	No
EL33674	Pending		284	No

⁹ ARU ASX Announcement 7 June 2017: *Completion of Detailed Resource Assessment*

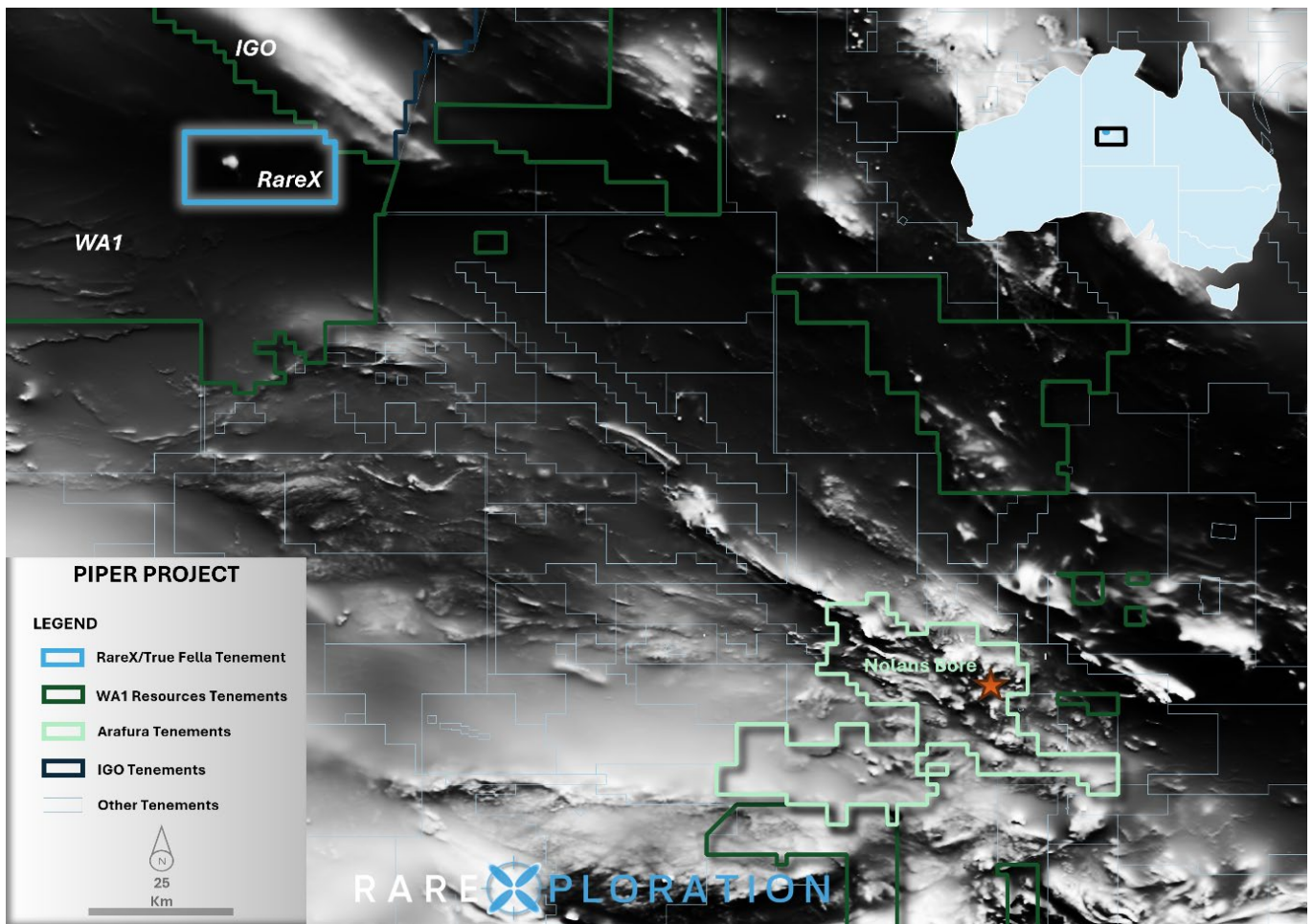


Figure 8 – Piper Project tenement outline (blue) and other regional tenements on grey scale Total Magnetic Intensity Image. The Piper Project tenements are now completely surrounded by recent WA1 Resources tenement applications.

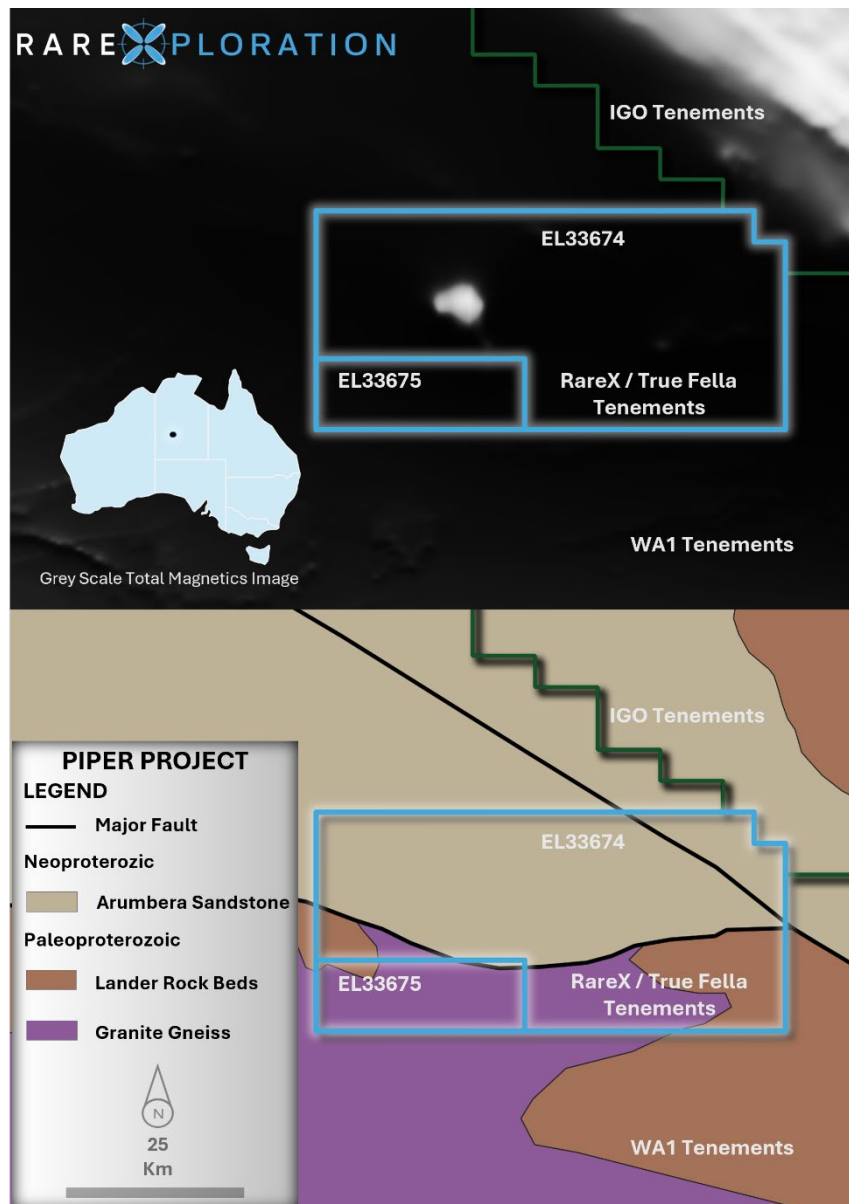


Figure 9 – Image at top shows Piper Project tenements on Total Magnetic Intensity image, and bottom image shows Piper Project tenements on interpreted bedrock geology. Note the magnetic carbonatite target in the top image.

The Piper Project is located in the central Aileron Province of the NT and is composed of Palaeoproterozoic granite-gneiss and Lander Rock Beds greenstone-gneiss domains, with the northern half of the tenement covered by younger Neoproterozoic Arumbera Sandstone from the Georgina Basin, which forms a layer that sits over the magnetic carbonatite target which is hosted in the Palaeoproterozoic gneiss.

The carbonatite target is comprised of a strong bull's-eye magnetic anomaly 2.5km in diameter (Figure 2 upper image). The geophysical anomaly sits under the Arumbera Sandstone which is interpreted to be 100m to 200m thick based on geophysical survey data and two historical air-core drill holes to a max depth of 93m over the magnetic anomaly, where none of the holes reached magnetic basement rocks (see Table 2).

The magnetic anomaly response of the carbonatite target indicates that the source body is in the upper 100m to 200m, and the target mineralisation is Nb-REE-P similar to the Cummins Range and Mt Weld carbonatite hosted deposits. The Aileron province has numerous alkaline intrusion complexes along its length, including mineralised bodies such as niobium enriched carbonatites in the western portion of the province forming the Western Arunta,

such as WA1 Resources and Encounter Resources projects, and the Nolans Bore rare earths deposit located 170km along strike to the south east of the Piper Project.

RareX will negotiate a land access agreement with the Central Land Council on tenement EL33674 in coming months and will aim for a drilling program in 2025.

Table 6 – Drill collars on Piper Project

Hole ID	Northing	Easting	Total depth (m)	Source	Company	Year
AHAC0002	7592500	191960	93	CR2002-0143	Newmont	2002
AHAC0003	7593500	192035	90	CR2002-0143	Newmont	2002

(coordinates are in AGD66 datum and AMG Zone 53 projection)

Under the agreement, RareX will earn-in to the Piper Project over a five-year period by drilling at least 3x 300m deep reverse circulation or diamond holes for a total of at least 1,000m to gain an 80% interest. Following the decision-to-mine, the project vendor, True Fella Pty Ltd (an unrelated party), can elect to match joint venture spending in line with its interest to retain 20% of the Project or be diluted down to a 5% ownership stake. At 5% interest, True Fella Pty Ltd will either need to contribute to joint venture spending or relinquish its interest in the tenure in exchange for a 1.0% NSR type royalty. Full details of the terms are set out in the Company's announcement dated 1 October 2024.

CUMMINS RANGE RARE-EARTHS-PHOSPHATE PROJECT

Cummins Range is a significant deposit containing 1.6Mt of rare earths and 24Mt phosphate¹⁰. It is located 50km off the Tanami Road, 135km south east of Halls Creek. The Tanami Road is undergoing an upgrade led by Main Roads to fully seal the road to the Northern Territory border. This will result in a sealed haulage corridor through Halls Creek and on to Wyndham Port. At Wyndham Port, RareX has an option over 4Ha of port-side land¹¹ and is in the advanced stages of an infrastructure sharing agreement with KMG Logistics Pty Ltd (**KMG**) to utilise the iron ore belt loading facility to load ocean going vessels with bulk mineral products¹².

Environmental baseline monitoring has been completed to the requisite level for pre-engagement with the regulator¹³ and ongoing monitoring is occurring to ensure a continuation of baseline data pre-operations.

The native title heritage agreement process has slowed following a dissolution and reforming of the Jaru PBC board and the sub-committee tasked with negotiating the agreement. Additionally, the Jaru's legal counsel has changed and there is less involvement of the KLC. Whilst this is resulting in some delays, the new board of directors and sub-committee members are more closely related to the land around Cummins Range and most of the members were present on the site visit hosted by RareX for the traditional owners in October 2023. More-so the new PBC board members, sub-committee and new lawyer are positively and actively engaged in reviewing, modifying where necessary, and executing the advanced long-form draft agreement.

In August 2023, RareX released its second Scoping Study¹⁴ which proposed a development path that leveraged the phosphate content of the Resource as a low capital entrance into operations (Stage-1) before expanding into rare earths (Stage-2). Rock phosphate and mineral concentrate are fertilisers in their own right and precursor ingredients for synthetic fertilisers. Increasingly high-quality phosphate is used in the high purity phosphoric acid sector for batteries. RareX have an MOU with Nitron¹⁵, the world's second largest fertiliser distributor, and with

¹⁰ ASX Announcement 25 January 2024: Cummins Range Mineral Resource Estimate update. Indicated: 77.4Mt at 0.46% TREO and 6.7% P₂O₅; Inferred: 446.9Mt at 0.28% and 4.2% P₂O₅.

¹¹ ASX Announcement 27 November 2023: Land secured at Wyndham Port for product storage & transfer

¹² ASX Announcement 08 November 2023: Infrastructure sharing for bulk loading facility at Wyndham

¹³ ASX Announcement 10 May 2024: RareX finalises key baselines studies to support permitting at Cummins Range

¹⁴ ASX Announcement 22 August 2023: Enhanced Scoping Study for Cummins Range

¹⁵ ASX Announcement 9 November 23: RareX signs offtake MOU with Nitron for Stages 1-2 products

OrdCo¹⁶, the local fertiliser distributor in Kununurra, for phosphate-product related work. The Ord River agricultural region is heavily reliant on imported, synthetic fertilisers, often sourced from the east coast at substantial costs to local businesses. RareX have been engaging with offtake discussions in conjunction with laboratory-generated product samples to identify mineral concentrate product pathways across South East Asia.

Adjusted development approach

Due to the prevailing metal market conditions, the PFS has been revised to focus on improving metallurgical solutions for phosphate extraction, including via biotechnological methods, so that significant capital cost savings over conventional flotation methods may be achieved. Leveraging the clean nature of the apatite mineral, a possible pathway exists to extract phosphate using a fraction of the infrastructure previously considered.

The refined PFS continues to progress environmental studies to de-risk and add value to the project with regulatory engagements occurring in September 2024.

Phosphate processing

RareX sees the staged development of Cummins Range as a practical, fundable and lower risk approach which plays to the strengths of the deposit where parts of the shallow orebody are more enriched in phosphate relative to rare earths.

Flotation is the obvious initial beneficiation method at scale due to favourable lab results and the use of the same facilities in the subsequent rare earths flotation, however this remains a relatively capital intense approach. Therefore, a more targeted, microbe assisted, leaching of the phosphate with Australian and US partners, already engaged, could enable much lower start-up costs and significantly reduced logistics costs for mine gate products going to market.

Bench scale and comparative glasshouse trials indicate a clear economic benefit to farmers relying on large quantities of synthetic fertilisers. Specifically, initial tests of the bio-microbial phosphate product by our partners appear to compete very well in substitution of synthetic fertilisers in soils similar to those in the Ord River region, one of RareX's natural initial customer bases.

RareX is currently testing sample product from Cummins Range with our partners to ascertain its suitability as a feedstock for their process and to determine the quality of the resulting highly concentrated phosphate product.

The phosphate product will then be tested on Ord River-like soils, as well as others, in further glass house trials and, if successful, RareX will develop an updated study with consideration to adjusted capital costs whilst at the same time collaborate with the Ord River Cooperative to conduct field trials in the region, which is key to acclimatise and on-board the local farmers. This would be a stepping stone to expand the potential customer base.

Given Australia's reliance on phosphate-based fertilisers internationally, developing this technology to pilot scale at Cummins Range and then into full production is anticipated to attract significant local and national support.

For initial processing and chemical testing of the product six weeks are currently planned. A nominal further six to eight weeks will then be required for plant trials at glasshouse scale in order to test performance on crops in a range of soil types. This is currently under way.

MOROCCAN COBALT PROJECTS

No work was undertaken on the Moroccan projects during the quarter. The Company is in the final stages of the divestment of these assets.

¹⁶ ASX Announcement 2 November 2022: RareX signs MOU for Supply of Phosphate Products Locally

CORPORATE

On 15 July 2024, the Company announced the following changes to its board structure:

- CEO James Durrant has been promoted to the board as Managing Director following his stewardship of the Company over the past 18 months, which has seen it reshape its development approach at the Cummins Range Project and acquire an exciting new niobium project in Western Australia; and
- Non-executive Directors John Young and Cameron Henry have stepped down from the board to focus on their other business interests.

Jeremy Robinson remains as non-executive Chairman while Shaun Hardcastle and Danny Goeman remain as non-executive Directors and will continue to provide important strategic input, particularly into the off-take and strategic partnering process for Cummins Range. The changes to the board are consistent with RareX's current business focus and strategic direction, as articulated in recent announcements, as well as its focus on reducing corporate overheads.

On 18 September 2024, Shareholders of the Company passed resolutions ratifying the prior issue of shares in the May 2024 placement and with respect to the acquisition of the Khaleesi Project, and for the participation of directors (current and previous) in the placement. Subsequent to the end of the quarter, the Company placed 10,714,286 shares to directors raising \$150,000 (before costs).

On 24 October 2024, the Company announced the receipt of \$827,000 refundable tax offset for eligible research and development activities conducted on the Cummins Range Project during the financial year ended 30 June 2024.

This announcement has been authorised for release by the Board of RareX Limited.

Competent Person's Statement

The exploration results referred to in this announcement were released in accordance with Listing Rule 5.7. The Company confirms it is not aware of any new information that would materially change these results since first reported.

Appendix A: RareX Limited Interests in Mining Tenements

The following information is provided pursuant to Listing Rule 5.3.3 for the quarter ended and as at 30 September 2024. As noted above, the Company acquired an interest in the Piper Project tenement subsequent to the quarter (marked with * below). There were no tenements relinquished.

Australian Tenement Schedule					
State	Project	Tenement ID	RareX Interest	Status	Notes
WA	Cummins Range	E80/5092	100%	Granted	Rare Earths and Phosphate
WA	Cummins Range Extension	E80/5372	100%	Granted	Rare Earths and Phosphate
WA	Cummins Range	M80/648	100%	Pending	Rare Earths and Phosphate
WA	Khaleesi	E39/2409	100%	Granted	Niobium and Rare Earths
WA	Khaleesi	E39/2494	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2495	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2410	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2415	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2409	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2496	100%	Pending	Niobium and Rare Earths
WA	Khaleesi	E39/2504	100%	Pending	Niobium and Rare Earths
WA	Mt Mansbridge	E80/5430	100%	Granted	Heavy Rare Earths
WA	Mt Mansbridge	E80/5942	100%	Pending	Heavy Rare Earths
WA	Mt Mansbridge	E80/5973	100%	Pending	Heavy Rare Earths
WA	Maude Creek	E80/5943	100%	Pending	Rare Earths
WA	Red Dragon	E39/2213	100%	Granted	Rare Earths
WA	Red Dragon	E39/2489	100%	Pending	Rare Earths
NT	Piper Project	EL33675*	Up to 80%	Granted	Niobium and Rare Earths
NT	Piper Project	EL33674*	Up to 80%	Pending	Niobium and Rare Earths

Moroccan Tenement Schedule			
Licence Name	Licence No	RareX interest	Note
Tizi Belhaj	234 08 79	20%	Divesting this asset
Bou Amzil	233 88 04	20%	Divesting this asset
Imdere	233 94 05	20%	Divesting this asset

The Company continues to review its existing asset portfolio with a view to ensuring that projects complementary to RareX's exploration and development strategy are retained or acquired and those that are no longer considered a strategic fit are divested in a way that can add shareholder value, through either joint venture, sale or spin-out.

Appendix B: Disclosures in relation to Quarterly Cashflow Report

In line with its obligations under ASX Listing Rule 5.3.5, RareX Limited notes that the only payments to related parties of the Company, as advised in the Appendix 5B for the period ended 30 September 2024, pertain to payments to the directors as fees, salary and superannuation. During the quarter, the Company spent approximately \$394k on project and exploration activities. The exploration expenditure relates primarily to sample preparation and assaying costs, consulting fees for study work, and metallurgical test work.

Appendix C: RareX Limited Investments

In addition to its cash reserves, RareX maintains the following investments in listed companies as at 30 September 2024:

Company	Ticker	Number of shares	Price (native currency)	FX	Value (A\$)	Pricing date
Cosmos Exploration Limited	ASX: C1X	10,000,000	A\$0.055	1.00	\$550,000	30/09/2024
Kincora Copper Limited	ASX: KCC	44,983,333	A\$0.044	1.00	\$1,979,266	30/09/2024
Canadian Rare Earth Company	TSXV: LL	24,579,658	CAD\$0.02	1.07	\$526,004	30/09/2024
Value of share investments (C1X, KCC, LL)					\$3,055,260	30/09/2024

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

RareX Limited

ABN

65 105 578 756

Quarter ended ("current quarter")

30 September 2024

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	43	43
1.2	Payments for		
	(a) exploration & evaluation	(394)	(394)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(320)	(320)
	(e) administration and corporate costs	(408)	(408)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	(12)	(12)
1.5	Interest and other costs of finance paid	-	-
1.6	Income and other taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	-	-
1.9	Net cash from / (used in) operating activities	(1,067)	(1,067)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment		
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (Refund of security deposit)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options		
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(3)	(3)
3.5	Proceeds from borrowings		
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid	-	-
3.9	Other (Reduction in finance lease liability)	(7)	(7)
3.10	Net cash from / (used in) financing activities	(10)	(10)

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,936	1,936
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(1,067)	(1,067)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(10)	(10)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	859	859

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	819	1,899
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other* (provide details)	40	40
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	859	1,939

*The Company holds funds in a term deposit as security against a credit card facility.

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	149
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		
Payment of Director fees, salaries and superannuation of \$149k.		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7.	Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
	<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	40	1
7.3	Other— Instalment arrangement	-	-
7.4	Total financing facilities	40	1
7.5	Unused financing facilities available at quarter end		39
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
	The Company has a credit card facility of which it has a secured term deposit against.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(1,067)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(1,067)
8.4	Cash and cash equivalents at quarter end (item 4.6)	859
8.5	Unused finance facilities available at quarter end (item 7.5)	39
8.6	Total available funding (item 8.4 + item 8.5)	898
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	0.84
	<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	Answer: The Company has taken steps to reduce its ongoing working capital requirements as announced on 15 July 2024 as part of a board restructure and has further optimised its corporate structure to reduce corporate overheads. The Company will continue to review and optimise its costs and reduce as necessary.	
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
	Answer: The Company has its LR7.1 capacity available and its LR7.1A capacity available if required and has investments in listed companies, Kincora Copper (KCC), Cosmos Exploration (C1X) and Canada Rare Earth Corp (CREC). The Company has a strong track record of being able to raise funds if required and has received \$827k from the ATO in relation to the R&D rebate for FY2024 as announced on 24 October 2024.	

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes. The Company expects to continue its operations and exploration activities and will review and adjust according to its available funding.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 October 2024

Authorised by: The Board of RareX Limited

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.