

AMERICAN RARE EARTHS APPOINTS BDO AS AUDITOR AND COMMENCES NASDAQ LISTING PROCESS

American Rare Earths (**ASX: ARR | OTCQX: ARRNF | ADR: AMRRY**) (“**ARR**” or the “**Company**”) advises, in accordance with ASX Listing Rule 3.16.3, that BDO Audit Pty Ltd (“**BDO**”) has been appointed as the Company’s auditor with effect from 12 May 2026, in order to advance the Company’s United States Nasdaq listing planned to be completed later in 2026.

The Australian Securities and Investments Commission has provided its consent to the change of auditor in accordance with section 329(5) of the *Corporations Act 2001*. A notice of consent to act has been received from BDO. In accordance with section 327C of the *Corporations Act 2001*, the Company will seek shareholder ratification of BDO’s appointment at its 2026 Annual General Meeting.

The appointment of BDO forms part of ARR’s commencement of the Nasdaq listing process, reflecting the Company’s continued alignment with U.S. capital markets. The Board selected BDO based on its experience with U.S. Securities and Exchange Commission reporting standards and the Public Company Accounting Oversight Board (PCAOB) regulatory environment.

In parallel with this appointment, the Company has also engaged Rimon as U.S. securities law adviser to support the Nasdaq listing process, including regulatory and disclosure matters.

ARR is already well advanced along this pathway, with an established sponsored Level 1 American Depositary Receipt (ADR) program trading on the OTCQX, providing U.S. investors with access to the Company’s securities during U.S. market hours. The Company is targeting progression to a compliance listing on Nasdaq (Level 2 ADR program), subject to regulatory approvals and market conditions, with a current objective of achieving listing during the second half of calendar year 2026. A compliance listing on Nasdaq does not involve the raising of any capital. ASX would remain ARR’s primary listing and Nasdaq would be a secondary listing.

Hall Chadwick (NSW) has resigned as auditor, and a letter of resignation has been received by the Company. The Board thanks Hall Chadwick for its professional service and support during its tenure as the Company’s auditor.

The Company confirms that there are no disagreements between Hall Chadwick (NSW) and management or directors of ARR and that there are no reasons that give rise to an inability to complete any audit under the *Corporations Act 2001* or the National Consumer Credit Protection Regulations 2010.



Mark Wall, CEO of American Rare Earths, said:

“During the March quarter, we announced our intention to list on the Nasdaq and these appointments demonstrate our rapid progress towards that objective. We are a company with US only assets with the intention of securing the US domestic mine to magnet supply chain, this is an important step in that journey. The appointments of BDO and Rimon mark the formal commencement of the Nasdaq listing process and reflect the progress we have already made through our U.S. ADR presence. We believe a Nasdaq listing is the appropriate market for our Company, and we are focused on executing this transition in a disciplined manner that supports long-term shareholder value and efficient funding of development.”

The Company expects to provide further updates as the Nasdaq listing process progresses.

This release was authorised by the Board of American Rare Earths.

Investors can follow the Company’s progress at www.americanree.com

For more information:

Nick Lissolo

nlissolo@americanree.com

About American Rare Earths Limited:

American Rare Earths (ASX: ARR | OTCQX: ARRNF | ADR: AMRRY) is a critical minerals company at the forefront of reshaping the U.S. rare earths industry. Through its wholly owned subsidiary, Wyoming Rare (USA) Inc. (“WRI”), the company is advancing the Halleck Creek Project in Wyoming—a world-class rare earth deposit with the potential to secure America’s critical mineral independence for generations. Located on Wyoming State land, the Cowboy State Mine within Halleck Creek offers cost-efficient open-pit mining methods and benefits from streamlined permitting processes in this mining-friendly state.

With plans for onsite mineral processing and separation facilities, Halleck Creek is strategically positioned to reduce U.S. reliance on imports—predominantly from China—while meeting the growing demand for rare earth elements essential to defense, advanced technologies, and economic security. As exploration progresses, the project’s untapped potential on both State and Federal lands further reinforces its significance as a cornerstone of U.S. supply chain security. In addition to its resource potential, American Rare Earths is committed to environmentally responsible mining practices and continues to collaborate with U.S. Government-supported R&D programs to develop innovative extraction and processing technologies for rare earth elements.

Not an offer of securities

This announcement has been prepared for publication in Australia and may not be released to US wire services. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this announcement have not been registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions registered under the US Securities Act or exempt from the registration requirements of the US Securities Act and applicable US state securities laws.