

Pre-Quotation Disclosure

5E Advanced Materials, Inc. (**5EA** or the **Company**) provides the following information as at the date of this announcement in respect of its admission to the Official List of ASX and the quotation of its securities on ASX.

Unless stated otherwise, defined terms have the meanings given to them in the American Pacific Borates Limited (**ABR**) scheme booklet dated 27 October 2021 (**Scheme Booklet**).

1 **Conditions Precedent**

5EA confirms that all Conditions Precedent for the Scheme have been satisfied, including Shareholder approval of the Scheme, Court approval of the Scheme and the Court orders approving the Scheme being lodged with ASIC.

2 **Scheme Implementation Agreement and Deed Poll**

5EA confirms that the Scheme Implementation Agreement and Deed Poll both remain in full force and effect.

3 **Continuous Disclosure**

ABR has confirmed to 5EA that it was in compliance with ASX Listing Rule 3.1 at the time ABR ceased trading on ASX.

4 **Indicative Distribution Schedule**

Set out in **Annexure A** is an indicative distribution schedule of the number of holders of 5EA CHESS Depository Interests (**CDIs**), based on the ABR share register as at 23 February 2022, categorised by the size of their indicative holdings and assuming all issued 5EA securities are held as CDIs.

5 **Indicative Top 20 Holders**

Set out in **Annexure B** is an indicative statement of the 20 largest holders of 5EA CDIs, based on the ABR share register as at 23 February 2022, categorized by the number and percentage of CDIs held by those holders and assuming that all issued 5EA securities are held as CDIs.

6 **Unquoted Securities**

5EA confirms that, since the date of the Scheme Booklet, 5EA has not issued any unquoted securities.

7 **Capital Structure**

Based on the ABR share register as at 23 February 2022, 41,769,310 5EA securities are anticipated to be issued to Scheme Shareholders (either as shares of common stock or an equivalent number of CDIs, on the basis of 10 CDIs for every 1 share of common stock).



US Headquarters

US Field Office

Australian Office



Accordingly, the capital structure of 5EA immediately following implementation of the Scheme will be:

- (a) 41,769,310 shares of common stock (equivalent to 417,693,100 CDIs on the basis of 10 CDIs for every 1 share of common stock); and
- (b) 5,510,000 options.

These figures are subject to the rounding of entitlements pursuant to the terms of the Scheme.

Details of the options are set out in section 6.3(b) of the Scheme Booklet.

An additional 400,000 shares of common stock will be issued to the Company's Advisory Board upon the listing of 5EA on NASDAQ. In addition, 5EA has agreed to provide share-based remuneration for services provided by its Advisory Board as follows:

- (a) 150,000 shares of common stock, to be issued on 12 April 2022; and
- (b) up to an additional 1,000,000 shares of common stock to be issued in four equal tranches if the 10-day VWAP of 5EA shares exceeds the benchmark amounts of A\$30, A\$40, A\$50 and A\$60 (converted to USD at the USD:AUD exchange rate on the Business Day prior to the Scheme Implementation Date) within six months of 5EA listing on NASDAQ or by 31 December 2022 (whichever occurs later).

8 Despatch of Holding Statements

5EA advises that on 10 March 2022, it will despatch:

- (a) in relation to all holdings on the CHESSE sub-register, a CHESSE allotment confirmation notice under ASX Settlement Operating Rule 8.9.1; and
 - (b) in relation to all other holdings, an issuer sponsored statement,
- to Scheme Shareholders (other than Ineligible Foreign Shareholders).

9 Deferred Settlement Trading

5EA CDIs will commence trading on ASX on a deferred settlement basis on 1 March 2022. It is anticipated that 5EA CDIs will commence trading on a normal settlement basis on 10 March 2022.

Scheme Shareholders who trade 5EA CDIs during the deferred settlement trading period will not necessarily know the exact number of 5EA CDIs they will receive as Scheme Consideration until after the Scheme Implementation Date. This information will be included in the CHESSE allotment confirmation notices and issuer sponsored holding statements referred to above.

Accordingly, Scheme Shareholders should be aware that if they trade in 5EA CDIs during the deferred settlement trading period and prior to receipt of their CHESSE allotment confirmation notice or issuer sponsored holding statement, they do so at their own risk.

Scheme Shareholders who wish to determine their entitlements to receive 5EA CDIs for the purposes of deferred settlement trading should refer to the Scheme Booklet, which contains details in relation to the Scheme Consideration and the treatment of fractional entitlements.



10 ASX Waivers and Confirmations

Set out in **Annexure C** are the waivers and confirmations granted by ASX to 5EA.

- ENDS -

Authorised for release by: Chantel Jordan, General Counsel and Corporate Secretary

For further information contact:

Henri Tausch
CEO

Ph: +1 (442) 292-2120

Chance Pipitone

Investor Relations - US

Ph: +1 (442) 267-6274

Elvis Jurcevic

Investor Relations - AU

Ph: +61 408 268 271



Annexure A | Indicative Distribution Schedule

Range	Number of 5EA CDI Holders	Number of 5EA CDIs Held	Percentage of 5EA CDIs Held (%)
1 to 1,000	825	444,340	0.11
1,001 to 5,000	1,245	3,421,380	0.82
5,001 to 10,000	532	4,138,220	0.99
10,001 to 100,000	1,068	36,935,860	8.84
100,001 and Over	374	372,753,300	89.24
Total	4,044	417,693,100	100



Annexure B | Indicative Top 20 Holders

Rank	Name	Number of 5EA CDIs Held	Percentage of 5EA CDIs Held (%)
1	VIRTOVA CAPITAL MANAGEMENT LIMITED	51,282,060	12.28
2	ATLAS PRECIOUS METALS INC	45,920,000	10.99
3	MAYFAIR VENTURES PTE LTD	38,339,540	9.18
4	CITICORP NOMINEES PTY LIMITED	16,359,720	3.92
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	14,362,460	3.44
6	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	12,692,860	3.04
7	METECH SUPER PTY LTD <METECH NO2 SUPER A/C>	7,008,340	1.68
8	MR DANIEL EDDINGTON + MRS JULIE EDDINGTON <DJ HOLDINGS A/C>	6,650,000	1.59
9	BRING ON RETIREMENT LTD	6,610,150	1.58
10	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	5,764,220	1.38
11	BASS FAMILY FOUNDATION PTY LTD <BASS FAMILY FOUNDATION A/C>	5,750,000	1.38
12	JAWAF ENTERPRISES PTY LTD <HALL FAMILY A/C>	5,228,340	1.25
13	UBS NOMINEES PTY LTD	4,664,800	1.12
14	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	4,451,070	1.07
15	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,374,970	1.05
16	ISLV PARTNERS LLC	4,238,920	1.01
17	MR ZACHARY PURTON	3,608,800	0.86
18	ALLEN GROUP HOLDINGS PTY LTD	2,500,000	0.60
19	E & E HALL PTY LTD <E & E HALL P/L S/F A/C>	2,310,000	0.55
20	BPM CAPITAL LIMITED	2,000,000	0.48
Top 20 Total		244,116,250	58.45
Remaining Holders		173,576,850	41.55
Grand Total		417,693,100	100



Annexure C | ASX Waivers and Confirmations

ASX has provided the following confirmations and waivers to 5EA:

- **Bylaws:** Confirmation that the bylaws of 5EA satisfy the requirements of Listing Rule 1.1, Condition 2 (on the basis that the bylaws contain the provisions of Appendix 15A).
- **Information Memorandum:** Confirmation that ASX will accept an information memorandum incorporating the Scheme Booklet (**Information Memorandum**) as acceptable in place of a prospectus or PDS for the purposes of 5EA's application for admission to the official list of ASX pursuant to Listing Rule 1.1, Condition 4.
- **Free Float:** Confirmation that ASX will accept that 5EA will satisfy the free float requirement in Listing Rule 1.1, Condition 7 on the basis that ABR continues to comply with Listing Rule 12.4 at the time that it ceases trading on ASX and, therefore, 5EA will comply with Listing Rule 12.4 at the time of its admission to the official list of ASX.
- **Restricted Securities:** Confirmation that Listing Rule 1.1, Condition 10 will not apply to CDIs in 5EA issued to ABR shareholders under the Scheme.
- **Good Fame and Character:** Confirmation that ASX will accept that the directors, CEO and CFO of 5EA are of good fame and character (to the extent that each person was a director, CEO and CFO of ABR prior to completion of the Scheme) for the purposes of Listing Rule 1.1, Condition 20.
- **Nomination of Directors:** Confirmation that 5EA may, for the purposes of Listing Rule 14.3, accept nominations for the election of directors in accordance with its bylaws and the General Corporation Law of the State of Delaware.
- **Financial Accounts:** Confirmation that, for the purposes of Listing Rule 19.11A, ASX will accept the preparation of the financial accounts (including any audits or reviews of those accounts) being conducted by Chartered Professional Accountants in accordance with the United States Generally Accepted Auditing Standards.
- **Appendix 1A Information and Checklist:** Confirmation that 5EA is not required to provide information under the following items of the Appendix 1A Information Form and Checklist (**Listing Checklist**) as required by Listing Rule 1.7:
 - Items 12 to 18 (inclusive) of the Listing Checklist - to the extent necessary that 5EA is only required to provide the details of the good fame and character of new directors of 5EA, being those persons that have not been previously subject to criminal history and bankruptcy checks in connection with an existing director or relevant officer position with ABR;
 - Items 22 and 23 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include the nature of each material child entity's business;
 - Item 29 of the Listing Checklist - to the extent necessary to permit the Information Memorandum not to include confirmation that 5EA's free float at the time of listing will not be less than 20%, on the basis that ABR is in compliance with Listing Rule 12.4 at the time it ceases to be admitted to the official list of ASX;



- Item 34 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include a description of the history of 5EA;
 - Item 35 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include a description of 5EA's existing and proposed activities and level of operations;
 - Item 36 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include a description of the material business risks faced by 5EA;
 - Item 43 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include details of the existence and main terms of, and the provision of copies of, any material contracts to ASX;
 - Items 44 and 45 of the Listing Checklist - to the extent necessary to permit the Information Memorandum to not include a summary of the material terms of, or a copy of, any employment, service or consultancy agreement, and a summary of any other material contract, which 5EA or any of its subsidiaries has entered into with:
 - its chief executive officer (or equivalent);
 - any of its directors or proposed directors; or
 - any other person or entity who is a related party of the persons referred to above;
 - Item 46 of the Listing Checklist - to the extent necessary to permit 5EA to not provide a confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with the Listing Checklist, on the condition that ABR complies with Listing Rule 3.1 up until its removal from ASX's official list;
 - Item 47 of the Listing Checklist - to the extent necessary to permit 5EA to not lodge a copy of its most recent annual report; and
 - Items 51 to 68 (inclusive) of the Listing Checklist - to the extent necessary to permit 5EA to not provide the information in connection with ASX Listing Rules 1.2 and 1.3, on the basis that ASX waives Listing Rule 1.1, Condition 9.
- **Quotation:** A waiver from:
 - Listing Rule 1.1, Condition 6 to the extent necessary to permit 5EA to apply for quotation only of those fully paid shares of common stock (to be settled on ASX in the form of CDIs) issued into the Australian market, subject to the following conditions:
 - 5EA applies for quotation of new fully paid shares issued into the Australian market on a monthly basis, and provides to the market a monthly Appendix 4A as required by Listing Rule 4.11; and
 - 5EA releases details of this waiver as pre-quotation disclosure;
 - Listing Rule 2.4 to the extent necessary to permit 5EA to apply for quotation only of those fully paid shares of common stock issued into the Australian market (to be settled on ASX in the form of CDIs), subject to the following conditions:



- 5EA applies for quotation of new fully paid shares issued into the Australian market on a monthly basis, and provides to the market in a form acceptable to ASX a monthly update of the net changes in the number of shares over which CDIs are issued; and
- 5EA releases details of this waiver as pre-quotation disclosure; and
- Listing Rule 2.8 to the extent necessary to allow 5EA not to apply for quotation of fully paid shares of common stock transferred to the Australian sub-register as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions:
 - 5EA provides an Appendix 4A which provides a monthly update of the net changes in the number of common shares over which CDIs are issued; and
 - 5EA releases details of this waiver as pre-quotation disclosure.
- **Minimum Spread:** A waiver from Listing Rule 1.1, Condition 8 to the extent necessary to permit 5EA to be admitted to the official list of ASX without satisfying the spread requirements of that rule, on the condition that ABR was in compliance with Listing Rule 12.4 at the time it ceased to trade on ASX.
- **Profit or Asset Test:** A waiver from Listing Rule 1.1, Condition 9 to the extent necessary to permit 5EA to be admitted to the official list of ASX without complying with either Listing Rules 1.2 or 1.3, on the condition that ABR is in compliance with Listing Rules 12.1 and 12.2 at the time it ceases to trade on ASX.
- **Performance Rights:** A waiver from Listing Rule 1.1, Condition 12 to the extent necessary to permit 5EA to have on issue 1,000,000 performance rights (**Performance Rights**) with a nil exercise price on condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Information Memorandum.
- **Information Memorandum:** A waiver from:
 - Listing Rule 1.4.1 to the extent necessary to permit the Information Memorandum not to state that it contains all the information required under section 710 of the *Corporations Act 2001* (Cth), subject to the following conditions:
 - the Information Memorandum incorporates the Scheme Booklet;
 - 5EA releases all of the documents incorporated into the Scheme Booklet by reference to the market as pre-quotation disclosure; and
 - 5EA provides a statement to the market that ABR has confirmed to it that ABR was in compliance with Listing Rule 3.1 at the time that ABR ceased trading on ASX;
 - Listing Rule 1.4.4 to the extent necessary to permit 5EA to issue the Information Memorandum dated on or about the date on which the Court makes orders to convene the Scheme Meeting;
 - Listing Rule 1.4.7 to the extent necessary to permit the Information Memorandum not to include a statement that 5EA has not raised any capital for the three months before the date of issue of the Information Memorandum and will not need to raise capital in the three months after the date of issue of the Information Memorandum; and



- Listing Rule 1.4.8 to the extent necessary to permit the Information Memorandum not to include a statement that a supplementary information memorandum will be issued if, following the issue of the Information Memorandum and the date 5EA's securities are quoted on ASX, 5EA becomes aware of any of the matters referred to in that rule, on the condition that ABR undertakes to release such information over the ASX Market Announcements Platform (which undertaking is to be given and executed in the form of a deed no later than the date the Information Memorandum is released).
- **Half Year Reports:** A waiver from Listing Rules 4.2A and 4.2B to the extent necessary to permit 5EA to not be required to lodge a Half Year Report, subject to the following conditions:
 - 5EA instead lodges with ASX the Form 10-Q it is required to lodge with the United States Securities and Exchange Commission (**SEC**) in accordance with its obligations under the relevant US laws and in accordance with the SEC timetable (being within 45 days of the end of each of the first two quarters of each financial year); and
 - 5EA also provides ASX a copy of the audited review report when it lodges its Form 10-Q for the second quarter of the financial year.
- **Quarterly Activity Reports:** A waiver from Listing Rule 5.3 to the extent necessary to permit 5EA to prepare its quarterly activity and expenditure reports under the rules and regulations of the SEC and file them with ASX at the same time that 5EA lodges those documents with the SEC, and in accordance with the following:
 - as a Form 10-Q in relation to the first, second and third quarter of each financial year, within 45 days of the end of the relevant quarter; and
 - in lieu of the fourth quarter of each financial year, 5EA lodges an annual report as a Form 10-K, in accordance with the following (depending on 5EA's classification):
 - within 60 days (in the case of a Large Accelerated Filer);
 - within 75 days (in the case of an Accelerated Filer); or
 - within 90 days (in the case of a Non-Accelerated Filer),of the end of the fiscal year.
- **Quarterly Cash Flow Reports:** A waiver from Listing Rule 5.5 to the extent necessary to permit 5EA to prepare its quarterly activity and expenditure reports under the rules and regulations of the SEC and file them with ASX at the same time that 5EA lodges those documents with the SEC, and in accordance with the following:
 - as a Form 10-Q in relation to the first, second and third quarter of each financial year, within 45 days of the end of the relevant quarter; and
 - in lieu of the fourth quarter of each financial year, 5EA lodges an annual report as a Form 10-K, in accordance with the following (depending on 5EA's classification):
 - within 60 days (in the case of a Large Accelerated Filer);
 - within 75 days (in the case of an Accelerated Filer); or



- within 90 days (in the case of a Non-Accelerated Filer),
of the end of the fiscal year.
- **Voting:** A waiver from Listing Rule 6.10.3 to the extent necessary to permit 5EA to comply with the laws of Delaware on security holders' rights to vote.
- **Forfeited Shares:** A waiver from Listing Rule 7.26.2 to the extent necessary to permit 5EA's bylaws not to have a provision causing former holders of cancelled or forfeited shares to remain liable (in the absence of the approval of the holders of ordinary shares) for any amount called but unpaid on the shares despite the fact that they have been forfeited, on the condition that 5EA undertakes not to issue partly paid shares without the written consent of ASX (such undertaking to be given and executed in the form of a deed).
- **Proxy Forms:** A waiver from listing Rule 14.2.1 to the extent necessary to permit 5EA not to provide in its proxy form an option for a holder of shares of common stock or CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:
 - 5EA complies with the relevant Delaware laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors and the appointment of auditors;
 - the notice given by 5EA to shareholders and CDI holders under ASX Settlement Operation Rule 13.8.9 makes clear that shareholders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;
 - 5EA releases details of the waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and
 - without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent 5EA from permitting security holders to vote against a resolution to elect a director and to vote against a resolution to appoint an auditor.
- **Director Rotation:** A waiver from Listing Rule 14.4 to the extent necessary to permit 5EA to permit a director appointed by the Board to fill a casual vacancy or as an additional director to hold office beyond the next annual meeting after that person's appointment if the term of office of the class of director into which that person has been appointed expires at a later annual meeting, in accordance with 5EA's constituent documents.