

28 December 2023

Non-Binding Memorandum of Understanding for Donald Project Joint Venture and REEC Off-take Agreement

Astron Corporation Limited (“Astron”) (ASX:ATR) is pleased to announce that it has entered into a non-binding Memorandum of Understanding (“MoU”) with Energy Fuels Resources (USA) Inc. (“Energy Fuels”) to jointly develop the Donald Rare Earths and Mineral Sands Project, a globally significant critical minerals resource located in the Wimmera Region of Victoria, Australia.

The MoU sets out in broad terms the basis upon which the parties are prepared to enter into an Australian incorporated Joint Venture (the “Venture”) covering the tenements MIN5532 and RL2002 which together form the Donald Deposit. The MoU provides for the continuation of due diligence by Energy Fuels and the negotiation of definitive and binding agreements governing the Venture.

The MoU contemplates that the Venture will initially consist of operations to mine 7.5 million tonnes per year of ore to produce approximately 200,000 to 250,000 tonnes per year of heavy mineral concentrate (“HMC”) and approximately 7,000 to 8,000 tonnes per year of rare earth element concentrate (“REEC”) (“Phase 1”). It is further contemplated that, as soon as practicable after commencing Phase 1 commercial production, the Venture will double ore production to 15 million tonnes per year to produce approximately 400,000 to 500,000 tonnes per year of HMC and approximately 13,000 to 14,000 tonnes per year of REEC (“Phase 2”).

The MoU provides for Energy Fuels to invest A\$180 million to earn a 49% interest in the Venture. In addition, Energy Fuels Inc., the public company parent of Energy Fuels, will issue to Astron common shares having a value of US\$17.5 million in consideration of RL2002 being included in the Venture to cover the entire Donald Deposit.

Energy Fuels’ investment of A\$180 million is expected to satisfy most of the equity capital requirements for the construction of the Phase 1 project. Astron, with a 51% interest, will be the Manager and Operator of the Venture, with specified major decisions subject to approval of both parties.

Under the Venture, Energy Fuels will enter into an offtake agreement for 100% of the Donald Project’s Phase 1 and Phase 2 REEC production based on market prices of contained rare earth elements. Astron will have the right, but not the obligation, to enter into an offtake agreement with the Venture for up to 100% of the HMC product at market prices.

The MoU provides for an exclusivity period until 1 March 2024 during which Energy Fuels will complete its remaining due diligence and the parties will negotiate and execute definitive agreements for the Venture. The exclusivity period may be extended with the mutual consent of both parties.

The agreements will also provide Energy Fuels with a first right of refusal over participation in the development of Astron’s Jackson Deposit which is contained in the tenement (RL2003) and adjoins the Donald Deposit to the south-west. The Donald Deposit and the Jackson Deposit, together, form the Donald Rare Earth and Mineral Sands Project.

The proposed Joint Venture will establish a western rare earth value chain that is aligned with the Australian Government’s Critical Minerals Strategy, whereby rare earths from the Donald deposit will be used to supply Energy Fuels’ White Mesa Mill in Utah, one of two operating rare earth processing facilities in North America.

About Donald Rare Earths and Mineral Sands Project

The Donald Project, located in the Wimmera Region of Victoria, Australia, has the potential to become a globally significant, long-life supplier of critical rare earth elements (REE), including neodymium, praseodymium, dysprosium, and terbium as well as zirconium and titanium minerals. It contains over 2.6 billion tonnes of Mineral Resources at 4.4% HM grade and comprises two adjoining deposits, the Donald Deposit (which constitutes the area covered by MIN5532 and RL2002 and the subject of this proposed Joint Venture) and the Jackson Deposit (RL2003).

For personal use only

About Astron

Astron Corporation Limited (ASX: ATR) is an Australian-based company listed on the ASX. With over 35 years of operating history, Astron has been involved in mineral sands processing, downstream product development, as well as the marketing and sales of zirconium and titanium related products. Astron's prime focus is on the development of its large, long-life Donald Rare Earths and Mineral Sands Project in regional Victoria, Australia. In addition to its Australian assets, the company also conducts a mineral sands trading operation based in Shenyang, China and owns and operates a zircon and titanium chemicals research facility in Yingkou, China, which includes a mineral separation facility processing mineral concentrate products into final products.

About Energy Fuels

Energy Fuels Inc. is a leading US-based critical minerals company. The Company, as a leading producer of uranium in the United States, mines uranium and produces natural uranium concentrates that are sold to major nuclear utilities for the production of carbon-free nuclear energy. Amongst other uranium and vanadium-related assets, Energy Fuels owns the White Mesa Mill in Utah which is the only conventional uranium mill operating in the US today. The White Mesa Mill has a licensed capacity of over 8 million pounds of U_3O_8 per year and is the only facility in North America with the licences and capabilities to process the Venture's rare earth elements concentrate and produce advanced rare earth elements products. Energy Fuels also owns the Bahia Project in Brazil, a heavy mineral sands project containing titanium (ilmenite and rutile), zirconium (zircon) and REE (monazite) minerals, currently under exploration and development. Energy Fuels has a market capitalisation of approximately US\$1.2 billion. It is financially strong with no debt and (at 30 September 2023) working capital balances of US\$162.5 million. The primary trading market for Energy Fuels' common shares is the NYSE American under the trading symbol "UUUU," and the Company's common shares are also listed on the Toronto Stock Exchange under the trading symbol "EFR." Energy Fuels' website is www.energyfuels.com