

4 June 2024

Execution of Donald Project Joint Venture Agreement Creation of an Australia/U.S. Critical Minerals Value Chain

HIGHLIGHTS

- Astron and U.S.-based critical minerals company Energy Fuels Inc. have executed a binding farm in and joint venture agreement for the development of the Donald Rare Earths and Mineral Sands Project in Western Victoria
- The joint venture agreement underpins development of the Donald Project as a major new long-life, source of critical minerals, establishing a Western rare earth value chain that is aligned with the Australian Government's critical minerals strategy
- Energy Fuels will contribute \$183 million to the development of the Phase 1 Project and will issue Astron with US\$17.5 million in NYSE-listed Energy Fuels Inc. shares
- Energy Fuels will earn a 49% interest in the joint venture upon completion of its farm in obligation and Astron, with a 51% interest, will manage the joint venture
- Completion of the farm in and joint venture agreement is subject to customary conditions precedent
- The joint venture agreement includes an offtake agreement with Energy Fuels for 100% of rare earths production from Phases 1 & 2 of the project (indicatively 58 years)
- Donald's rare earth elements concentrate stream will be processed at Energy Fuels' White Mesa Mill in Utah, the only commercial rare earth processing facility in North America capable of producing advanced rare earth products from the materials
- Astron has the right to contract up to 100% of the joint venture's Phase 1 and Phase 2 heavy minerals concentrate production for its Yingkou Mineral Separation Plant
- The parties have agreed to a revised Project timeline, with the Final Investment Decision for Donald Project Phase 1 as early as Q4 2024 and first production by 2026

Note: Unless otherwise stated, all dollar values are expressed in Australian Dollars.

Astron Corporation Limited ('Astron', 'ATR') (ASX:ATR) is pleased to announce that it has executed a binding farm in and joint venture agreement and ancillary agreements (Agreement) with Energy Fuels Inc. ('Energy Fuels' or 'EFI') for a joint venture (Venture) to develop the Donald Rare Earths and Mineral Sands Project in Western Victoria ('Donald Project' or 'Donald').

Astron will contribute 100% of the Donald deposit, which is contained within mining licence MIN5532 and retention licence RL2002, to the Venture. Energy Fuels will invest \$183 million to earn a 49% interest in the Venture.

In addition, Energy Fuels will issue to Astron common stock with a value of US\$17.5 million in two tranches, US\$3.5 million upon the satisfaction (or waiver) of conditions precedent to the Venture ('Conditions Precedent') becoming effective and US\$14.0 million upon approval of the Final Investment Decision (FID) for Phase 1 of the Donald Project.

Energy Fuels will immediately assume responsibility for funding 100% of Donald Project expenditure by way of an interest free loan to the joint venture company. The loan will be converted to equity in the joint venture, as part of Energy Fuels' \$183 million project development contribution, on satisfaction of the Conditions Precedent.

Energy Fuels will enter into an offtake agreement for 100% of the Donald Project's Phase 1 and Phase 2 rare earth element concentrate (REEC) production at commercial prices. The REEC will be processed into rare earth oxides at Energy Fuels' White Mesa Mill in Utah, the only commercial rare earth processing facility in North America capable of producing advanced rare earth products from the REEC.

Astron will have the right to enter into an offtake agreement for 100% of the Project's zircon and titanium minerals concentrate ('heavy minerals concentrate' or 'HMC') for processing at its mineral separation plant in Yingkou.

Astron's joint venture with Energy Fuels will establish a Western rare earth value chain that is aligned with the Australian Government's Critical Minerals Strategy.

Astron's wholly owned subsidiary, Astron Mineral Sands Pty Ltd, (AMS) will be the manager of the Venture with responsibility for overseeing the development and operation of the Project.

Astron Managing Director Tiger Brown commented,

"The execution of this Agreement represents a transformational moment in our Company's history. In Energy Fuels, we have found a joint venture partner that shares our values, our goals and focus, one that strongly complements our mineral sands experience and aspirations with their own rare earth experience and strategy. We look forward to a long and productive relationship with our new partner to collectively bring to life what, in Donald, is one of the world's most significant critical mineral resources and delivering value to our respective securityholders and stakeholders."

Energy Fuels' President and Chief Executive Officer Mark Chalmers commented,

"Energy Fuels is truly excited to embark on this joint venture with Astron on the development and operation of the Donald Project in Australia. We have enjoyed working with the Astron team, and we look forward to making this world-class rare earth and critical mineral deposit a reality in a jurisdiction such as Australia."

"I'll add that our joint venture plans with Astron and the timing of the Donald Project development could not be better and fits very nicely with the sequencing of our "U.S. Critical Mineral Hub" initiative, which includes advancing our rare earth element and heavy mineral sand production. We are currently completing the final commissioning of the Phase 1 REE separation circuit at our White Mesa Mill in Utah, which has a commercial REE processing capacity of up to 10,000 tonnes of REEC per year (producing up to 1,000 tonnes of NdPr oxides per year along with samarium-plus heavy rare earth element carbonate) and which the Donald project Phase 1 could provide up to 80% of our feed for that circuit in the 2026/27 time period. We are also currently in the process of designing and permitting our Phase 2 and 3 REE separation circuits at the Mill, which are expected to increase our REEC processing capacity in future years (between 4 to 6-fold including the addition of separated heavy REE oxide production in the 2027/28 time period), which would tie nicely into the timing of the planned development of Phase 2 of the Donald Project. This means that Phase 2 of the Donald Project could provide up to 35% of our planned increased REEC processing capacity at the Mill starting as early as 2029/2030. These milestones, if achieved, would make the Venture world significant by any standard. We believe the Donald Project will be a 'flagship' mining project for Australia and the State of Victoria and the USA, producing many of the REE raw materials needed for the energy transition perfectly aligned with the critical mineral objectives of both countries."

Joint Venture Agreement

A high-level summary of some key terms of the joint venture agreement are set out in Appendix A to this announcement.

The Agreement provides for Energy Fuels to invest the first \$183 million of capital ('Earn-in Amount') required for the Donald Project. The Earn-in Amount comprises:

- \$1.5 million which has already been paid, by way of an exclusivity fee, and used for project development activities,
- an immediately available interest-free loan to fund 100% of Project activities until the satisfaction (or waiver) of the Conditions Precedent, following which the loan will be converted to equity in the joint venture company, and
- sole funding of the balance of Donald Project development costs up to the Earn-in Amount.

On expenditure of the full Earn-in Amount, Energy Fuels will have earned a 49% interest in the joint venture and Astron will retain a 51% interest. Any additional capital contributions will be funded by the parties pro-rata to their interests in the joint venture.

The Conditions Precedent include the transfer of assets, comprising the Donald deposit tenements (MIN5532 and RL2002) and Astron's Donald Project water rights, to the joint venture company, and

Energy Fuels obtaining Foreign Investment Review Board (FIRB) approval of its investment in the Project. The parties do not anticipate any issues in satisfying the Conditions Precedent.

It is expected that Energy Fuel's investment will satisfy the majority of the equity capital requirement for Phase 1 of the Donald Project. The remaining capital is expected to be debt-funded at the joint venture company level. If additional equity capital is required, it will be funded by the parties pro-rata to their Venture interests.

Once constructed, the Phase 1 Project will comprise operations to mine and process 7.5 million tonnes per year of ore. During the first 5 years of operations, the Project is expected to produce approximately 250,000 tonnes per year of HMC and approximately 7,000 to 8,000 tonnes per year of REEC.

After the start of Phase 1 commercial production, it is intended that the Venture will proceed to develop Phase 2 of the Project as soon as reasonably practical. It is envisioned that Phase 2 will include a doubling of ore mined 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 REEC¹. The development of Phase 2 will be subject to obtaining the necessary further approvals and positive economic studies.

Astron will remain responsible for the day-to-day operations of the Project through its wholly owned subsidiary, Astron Mineral Sands Pty Ltd, which will be the manager of the Venture. Joint decision making will commence immediately after execution of the Agreement, and a technical committee will be established as an advisory body to the Venture.

Off-take Agreement(s)

The REEC Offtake Agreement provides for Energy Fuels to purchase all of Donald REEC from the Venture on a take-or-pay basis for the life of the Phase 1 and Phase 2 projects (which indicatively is 58 years¹). Energy Fuels will process the REEC at its White Mesa refinery in Utah to produce rare earth oxides for a wide range of uses including electric vehicle and wind turbine motors, defence systems, and sophisticated componentry in many domestic and industrial applications.

The Venture will deliver between 7,000 to 8,000 tonnes per year of REEC to Energy Fuels over the life of the Phase 1 Project. Following the commissioning of the Phase 2 Project, Energy Fuels will purchase approximately 13,000 tonnes to 14,000 tonnes of REEC per year¹ containing up to 1,700 tonnes of neodymium-praseodymium (NdPr) oxide, 70 to 140 tonnes of dysprosium (Dy) oxide and 12 to 25 tonnes of Terbium (Tb) oxide. For context, the typical EV requires about one kilogram of NdPr oxide per vehicle. Therefore, REEC from the Donald Project contains enough of these critical mineral elements for up to 1.7 million EVs per year.

The Donald REEC product's exceptional heavy rare earth assemblage provides a significant advantage to both the Venture and Energy Fuels. Based on Adamas Intelligence forecasts, while light rare earth elements of Nd and Pr are forecast to enter into a supply deficit from 2027, the heavy rare earth elements of Dy and Tb are forecast to enter into a supply deficit from 2024.

Most the world's rare earth projects currently operating, or in development, are focused on the production of light rare earth elements. Historically, heavy rare earth elements have been sourced from mines in the south of China which are depleting. To meet the increasing heavy rare earth demand, processors have been turning to sources in lower regulatory and human rights control environments. In strong contrast, the Astron/Energy Fuels joint venture will provide an ethical alternative source of strategic heavy rare earth elements that is auditable from mine to final product.

The REEC Offtake Agreement will come into effect following the Venture's Final Investment Decision on Phase 1 of the Donald Project. The price of REEC will be based on a formula derived from the market price of the constituent rare earth oxides, a payability factor, and the actual assemblage of the REEC product. The Venture will be responsible for organising transport to Energy Fuels' White Mesa Mill in Utah, and the parties will work collectively on obtaining the necessary Export Permits.

¹ Based on Astron's Announcement 27 June 2023, *RL2002 Ore Reserve Update and Project Financial Update*

The REEC Offtake Agreement will be subject to a floor price whereby, should the unit price of the REEC drop below the floor price, EFI may elect to suspend REEC offtake until the realised prices of the downstream rare earth products recover. During this period, the Venture may market the REEC product to third parties on the spot market. For context, current spot rare earth prices are above the floor price.

As advised in Astron's most recent Quarterly Activities Report, Astron is undertaking a study to evaluate, amongst other options, separating Donald HMC at Astron's wholly-owned mineral separation plant in Yingkou, China. Astron retains the option to enter into an Offtake Agreement for up to 100% of the Project's HMC production on arms-length terms based on market pricing for the constituent products.

Other core Transaction terms

All relevant reporting for the Venture (including Mineral Resource and Ore Reserve reporting, as well as other information for FID) will be prepared in compliance with each of JORC Code, NI 43-101 and S-K 1300. This will ensure the listed parent companies of the joint venturers can report on all relevant matters in a manner that complies with the respective requirements of ASX, NYSE and TSX. Accordingly, additional time and an additional \$3 million funding contribution from Energy Fuels, have been provided to update the Phase 1 Definitive Feasibility Study and to satisfy these reporting requirements. A revised project timetable has been developed to reflect these changes. Phase 1 FID is now anticipated in Q4 2024, and commissioning is now scheduled for Q3 2026 with first production and shipment planned for Q4 2026.

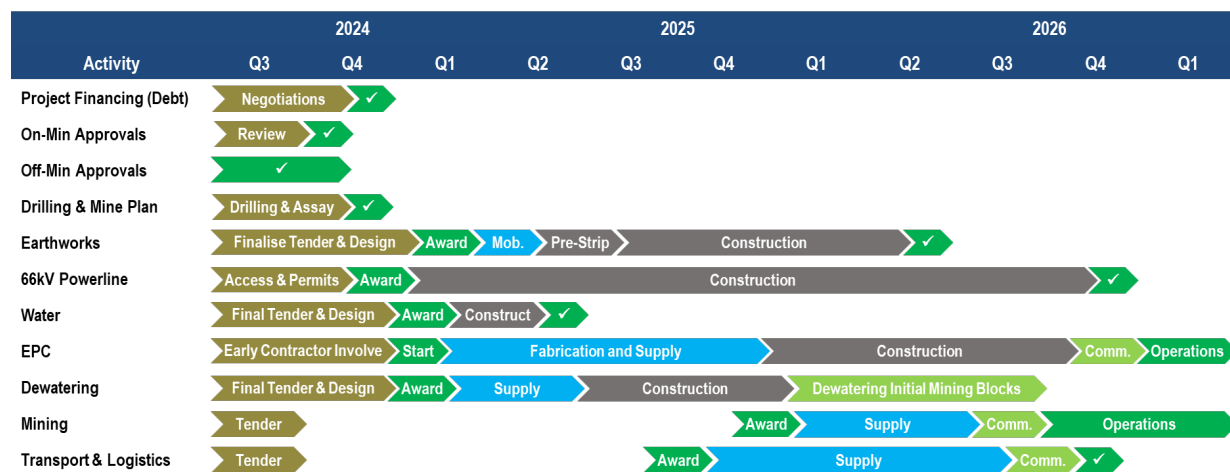


Figure 1. Updated Project Delivery Schedule Post-Execution

Project Update – Next Steps

The Agreement with EFI forms part of the wider-funding solution required for the construction of the Donald Project. Following the satisfaction of the Conditions Precedent, Astron will re-commence debt funding discussions with prospective project financiers. With EFI as a co-venturer and REEC off-taker, the debt arrangement process is expected to be positive, especially given the extensive due diligence undertaken by Energy Fuels and its technical consultants, TZ Minerals Inc. (TZMI), the strength of the Project's economics, and the diversity of the revenue streams. The strategic nature of this alignment, involving Australian and American participants, also presents the potential for the Venture to access cheaper funding sources.

Last week, Astron resubmitted its Work Plan to the Earth Resources Regulators (ERR) Victoria. The newly submitted Work Plan has been amended to incorporate and address the formal feedback and comments received from ERR and its referral agencies. The Company is targeting the final approval of the Work Plan, which would represent the conclusion of the main regulatory approvals required for project commencement, in Q3 2024. Supplementary approvals and permit applications are also being progressed according to a similar time frame.

As mentioned above, Astron will prepare an Updated Feasibility Study that complies with the NI 43-101 and SK-1300 requirements for Donald Project Phase 1 prior to Final Investment Decision. The study is expected to include updated information from the Company's drilling campaign, undertaken in April 2024 as well as cost estimates reflecting tenders accepted or received. The Updated Feasibility Study, which is to form a part of the broader Final Investment Decision pack, is planned for Q4 2024.

Astron and EFI are both strongly committed to delivering the Project in a way that maximises the economic benefits to the community while minimising potential adverse environmental impacts. A framework has been developed to ensure that ESG-friendly outcomes are achieved in Project delivery and operations.

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, hafnium 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 joint venture) and the Jackson Deposit (RL2003).

The joint venture agreement contemplates that the Venture will initially consist of Phase 1 operations to mine 7.5 million tonnes per year of ore to produce approximately 200,000 to 250,000 tonnes per year of HMC and approximately 7,000 to 8,000 tonnes per year of REEC. 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 during Phase 2.

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, and the marketing and sales of zirconium and titanium related products. Astron's prime focus is 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, which includes a mineral separation facility processing mineral concentrate products into final products, in Yingkou, China.

About Energy Fuels Resources Inc. (USA)

Energy Fuels is a leading US-based critical minerals company. The Company, as the 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. Energy Fuels recently began the production of advanced rare earth element materials, including mixed REE carbonate, and plans to produce commercial quantities of separated REE oxides. Energy Fuels also produces vanadium from certain of its projects, as market conditions warrant, and is evaluating the recovery of radionuclides needed for emerging cancer treatments. Its corporate offices are in Lakewood, Colorado, near Denver, and substantially all its assets and employees are in the United States. Energy Fuels holds two of America's key uranium production centres: the White Mesa Mill in Utah and the Nichols Ranch in-situ recovery ("ISR") Project in Wyoming. The White Mesa Mill is the only conventional uranium mill operating in the US today, has a licensed capacity of over 8 million pounds of U3O8 per year, and has the ability to produce REE products from various uranium-bearing ores. 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.

Appendix A

Summary of main terms of transaction documents between Astron and Energy Fuels and related parties

Joint Venture Agreement

Key Terms	
Structure	<ul style="list-style-type: none">• Incorporated Joint Venture – Donald Project Pty Ltd (DPJV)• At execution of the Agreement, Astron holds 100% of the shares in DPJV• EFR's shareholding increases in accordance with the earn-In mechanism to a maximum of 49%
Conditions Precedent	Principally: <ul style="list-style-type: none">• Transfer of MIN5532 and RL2002 from Donald Mineral Sands Pty Ltd (DMS) to DPJV• Foreign Investment Review Board approval for EFR to enter into the transaction• Transfer of Water Rights held by DMS to DPJV
Completion Period	<ul style="list-style-type: none">• Four months from execution of Agreements, with a further three months if required
Earn-In Mechanism	<ul style="list-style-type: none">• Following Completion, EFR's interest in DPJV will be calculated based on the proportion of total funding provided by EFR at the relevant time, with the total funding to be provided being:<ul style="list-style-type: none">○ Total farm-in expenditure (comprising Pre-Completion Funding, Pre-FID funding and Post-FID Funding) of \$183 million; and○ Energy Fuels Inc. (EFI) shares to be issued to Astron which are deemed, for the purposes of the Agreement, to have a value of \$25 million (US\$17.5 million) (EFI Shares) <p>A total investment by EFR of \$208 million.</p>
Funding	
Pre-Completion Funding	<ul style="list-style-type: none">• EFR will fund all activities of DPJV up to Completion (i.e. satisfaction of Conditions Precedent) in the form of an interest free loan, which automatically converts into shares in DPJV at Completion• In the event that Completion does not occur, the interest free loan will be repaid by Astron
Pre-FID Funding	<ul style="list-style-type: none">• EFR will fund a total of \$16 million (including the Pre-Completion Funding outlined above) to FID (expected in Q4 2024)• In the event that FID does not occur in Q4 2024, EFR will continue to fund DPJV based on an approved program and budget agreed by the parties
Post-FID Funding	<ul style="list-style-type: none">• EFR will fund DPJV to a total of \$183 million less the Pre-FID funding• If equity in excess of \$183 million is required to fully fund the Project, Astron and EFR will fund such amounts on a pro-rata basis
EFI Shares	
Completion Shares	<ul style="list-style-type: none">• On Completion, EFI will issue US\$3.5 million (for the purposes of the Agreement with a value deemed to be \$5 million) in EFI common shares

FID Shares	<ul style="list-style-type: none"> Following approval of the FID, EFI will issue US\$14.0 million (for the purposes of the Agreement with a value deemed to be \$20 million) in EFI common shares
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Other terms

Manager	<ul style="list-style-type: none"> The Manager of the Donald Project will be Astron Mineral Sands Pty Ltd, a 100% owned subsidiary of Astron Pty Ltd
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Decision making	<ul style="list-style-type: none"> DPJV Board will comprise directors representing the parties who, in aggregate, may cast a number of votes corresponding to their appointing joint venturer's percentage interest in the Venture. Customary decision-making mechanisms are included in the Agreement including for matters which require either special majority or unanimous resolutions
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Phase 1 FID	<ul style="list-style-type: none"> The Manager will propose a FID to the DPJV Board and will provide all matters necessary to consider the decision Both EFR and Astron will agree to proceed with Phase 1 unless there are reasonable commercial reasons not to proceed If the parties cannot agree to proceed with Phase 1 FID within two years of Completion, the parties will enter into a negotiations period for 12 months, following which, if an agreement cannot be reached, Astron may purchase EFR's interest in DPJV at fair market value (provided Astron voted in favour of FID)
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Phase 2	<ul style="list-style-type: none"> The Manager will carry out a Phase 2 definitive feasibility study within 24 months of achieving steady state production for Phase 1.
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HMC Offtake	<ul style="list-style-type: none"> Astron has the right to enter into an offtake with the Venture for 100% of the HMC production over Phase 1 and Phase 2 based on the market prices of the final products produced, standard processing costs and margins, and anticipated or realised mineral recoveries
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ROFR	<ul style="list-style-type: none"> In the event a development of RL2003 (Jackson deposit) is planned with a third party, EFR has a first right of refusal to participate. Astron is entitled to develop RL2003 independently.
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Other	<ul style="list-style-type: none"> The Agreements contain other customary conditions including confidentiality, default and consequential buy-out rights, dilution, dispute resolution and warranties and representations EFI and Astron have provided parent company guarantees in respect of subsidiary companies complying with the Agreement, and other transaction documents. A general security deed over the Project assets has been granted to EFR until Completion to secure the interest-free, pre-completion funding loan, and will be discharged on satisfaction of the Conditions Precedent
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Management Agreement

Key Terms

Manager	<ul style="list-style-type: none"> Astron Mineral Sands Pty Ltd (AMS), a 100% owned subsidiary of Astron
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Responsibilities	<ul style="list-style-type: none"> AMS has been appointed to carry out all activities under the Agreement or any act ancillary thereto including the management, supervision and conduct of all exploration, development, expansion, mining, treatment,
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	<p>rehabilitation and mine closure activities involved in the acquisition, use, development, operation and maintenance of the Donald Project and all other activities, undertakings and operations undertaken by DPJV at the Donald Project and activities required under any applicable law or policy, as well as maintaining the corporate registers and financial statements of DPJV</p> <ul style="list-style-type: none"> • AMS to maintain all reporting and records necessary for the Donald Project including all necessary reporting under JORC, NI 43-101 and S-K 1300
Term	<ul style="list-style-type: none"> • AMS appointed until terminated in accordance with the Management Agreement • Customary termination clauses include permanent cessation of the Donald Project, termination of the Venture and defined changes in the ownership structure of EFR, Astron and/or DPJV
Management Fee	<ul style="list-style-type: none"> • Pre-FID – 5% of allowable Project costs • Post-FID: <ul style="list-style-type: none"> ○ All costs directly incurred by the Manager in carrying out its duties as Manager; plus ○ 1.25% of allowable Project costs

REEC Offtake Agreement

Key Terms

Conditions	<ul style="list-style-type: none"> • EFR and Astron agreeing to the FID for the Donald Project
Product	<ul style="list-style-type: none"> • Rare Earth Element Concentrate (REEC) containing monazite (neodymium and praseodymium) and xenotime (dysprosium and terbium)
Price	<ul style="list-style-type: none"> • Pricing of REEC will be based on total rare earth oxides contained in each delivery <ul style="list-style-type: none"> ○ Stated market pricing for neodymium, praseodymium, dysprosium and terbium ○ Set quarterly prior to the commencement of each quarter • Floor price mechanism based on realised pricing of downstream REE products and assumed benefits of EFR's investment in the Venture
Quantities	<ul style="list-style-type: none"> • All of the Donald Project's production of REEC for Phase 1 & Phase 2
Termination	<ul style="list-style-type: none"> • Offtake can be terminated in the event: <ul style="list-style-type: none"> ○ The parties do not agree to proceed with Phase 1 of the Project ○ Termination of the Venture for any reason ○ EFR selling its interest in the Venture

Asset Transfer Agreement, Lease Agreement and Other

Key Terms

Asset Transfer	<ul style="list-style-type: none"> • Astron will transfer the Project Assets, being the tenements MIN5532 and RL2002 and the water rights to the JVCo
Lease	<ul style="list-style-type: none"> • Land currently owned by Astron in the project area will be leased to the joint venture for the duration of operations with the joint venture responsible for all out-goings, rates and taxes

Glossary

AMS means Astron Mineral Sands Pty Ltd (a wholly-owned subsidiary of Astron).

EFI or Energy Fuels means Energy Fuels Inc.

EFR means EFR Donald Ltd (a wholly-owned subsidiary of Energy Fuels).

HMC means heavy mineral concentrate.

DPJV means Donald Project Pty Ltd, the Joint Venture entity.

Phase 1 means operations to mine 7.5 million tonnes per year of ore to produce approximately 200,000 to 250,000 tonnes per year of HMC and approximately 7,000 to 8,000 tonnes per year of REEC from the Phase 1 mining area.

Phase 2 means operations commencing after Phase 1 commercial production, envisaged to 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 from the Phase 2 mining area.

REEC means rare earth element concentrate.