

Energy Fuels to acquire Australian Strategic Materials to create new "mine-to-metal & alloy" rare-earth champion

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[Energy Fuels Inc.](#) (NYSE: UUUU) (TSX: EFR), a leading U.S. producer of uranium, rare earth elements (REE), and other critical materials, today announced it has entered into a Scheme Implementation Deed (SID) to acquire 100% of the issued share capital of Australian Strategic Materials Limited (ASX: ASM) (ASM), a leading producer of REE metals and alloys. The transaction values ASM at US\$299m¹ and will be completed by way of a scheme of arrangement under Australian law. Energy Fuels will host a conference call on the transaction at 9:00 am MT on Wednesday, January 21, 2026 (details below).

Strategic Rationale

- Energy Fuels is creating what the company believes will be the largest, fully integrated REE "mine-to-metal & alloy" producer outside of China to close a critical strategic gap in global supply chains for magnet applications, including automotive, robotic, energy, and defense technologies.
- Upon completion, the transaction will combine ASM's operating Korean Metals Plant (KMP) and its planned American Metals Plant (AMP) with Energy Fuels' existing REE oxide production at its White Mesa Mill in Utah. The White Mesa Mill is the only U.S. facility capable of separating monazite concentrates into both light and heavy REE oxides that are planned to be utilized in ASM's metallization and alloying facilities in South Korea and the U.S.
- ASM's KMP is one of the few facilities outside of China currently producing REE metals and alloys, including neodymium-praseodymium (NdPr), dysprosium (Dy), and terbium (Tb) metals and neodymium-iron-boron (NdFeB) and dysprosium-iron (DyFe) alloys.
- By integrating low-cost and scalable REE separation with downstream REE metal and alloy conversion, Energy Fuels expects to enhance vertical integration, margin capture, and market share across the REE value chain, providing the company with the flexibility to sell REE products to end-users at multiple stages.
- The transaction addresses a lack of downstream REE refining and conversion capability, which is one of the most persistent vulnerabilities in ex-China REE supply chains.
- ASM's Dubbo REE Project in NSW, Australia will strengthen Energy Fuels' pipeline of REE development projects, which currently includes the Donald project in Victoria, Australia, the Vara Mada project in Madagascar, and Bahia project in Brazil, which are all intended to supply feed materials for the planned expansion of the company's White Mesa Mill to produce 6,000 tonnes per annum (tpa) neodymium-praseodymium (NdPr), 240 tpa dysprosium (Dy), and 66 tpa terbium (Tb) oxides.
- Additionally, the planned AMP provides Energy Fuels with a de-risked plan to construct an REE metals and alloys facility in the United States capable of producing 2,000 tonnes per annum (tpa) of alloy by leveraging the technology and intellectual property used at ASM's operating KMP to better serve the company's customers.
- The transaction will build on Energy Fuels' proven track record of investment and operating capability in Australia, which includes the acquisition of [Base Resources Ltd.](#) completed in October 2024 and joint venture with Astron Corporation completed in June 2024.

¹ Assuming AUD/USD FX rate of 0.668 as of January 16, 2026. Under the SID, ASM shareholders will receive 0.053 Energy Fuels shares or CHESD Depository Interests (implied value A\$1.47 per ASM share) plus an unfranked special dividend of up to A\$0.13, for total implied value of A\$1.60 per ASM share, implying an equity value of ASM of approximately A\$447m (subject to shareholder and regulatory approvals).

Mark S. Chalmers, CEO of Energy Fuels said:

"Energy Fuels is executing our plan to create the largest fully integrated producer of REE materials outside of China, including REE oxides, metals and alloys, while supporting U.S. and allied critical mineral supply

chains. The proposed acquisition of Australian Strategic Materials brings us much closer to that goal- to the benefit of Energy Fuels' shareholders, ASM's shareholders, and our valued customers.

"We see an opportunity to deliver an expanded suite of REE products by combining U.S. rare earth oxide production at our White Mesa processing facility in the U.S. with downstream metal and alloy manufacturing capacity at ASM's Korean Metals Plant, one of the only producing REE metals and alloys facilities outside of China. ASM's proven skills and intellectual property will also allow us to expand REE metal and alloy capacity in the U.S. Furthermore, we would gain access to ASM's significant Dubbo Project, providing additional long term REE development and growth opportunities to our existing mineral resource portfolio.

"Energy Fuels is moving quickly to capture accretive opportunities, differentiate the company among our peers, and ultimately provide unique value to customers in the ex-China rare earth supply chain, which we think will translate into increased margins, cashflows, and market share for the company and our shareholders.

"Energy Fuels has a proven track record of creating value through M&A in Australia, and it represents a key market to help Energy Fuels grow its rare earth portfolio. We are committed to investing in developing ASM's Australian projects, supporting the creation of skilled local jobs and boosting the critical resources sector.

"We look forward to working with the ASM board, management team and shareholders to progress this exciting transaction. "

Transaction details

The transaction implies an equity value of ~A\$447m (US\$299m) for ASM and a total implied value of A\$1.60 per ASM share². The transaction is expected to be accretive on NAVPS with significant value creation opportunity from margin uplift.

Post-closing, ASM shareholders, as a group, would own approximately 5.8% of Energy Fuels' outstanding shares.

ASM's Board has unanimously recommended that ASM shareholders vote in favor of the transaction in the absence of a superior proposal and subject to the independent expert concluding (and continuing to conclude) that the transaction is in the best interest of ASM shareholders. All ASM directors intend to vote, or procure the voting of, all ASM shares and ASM options that they hold or control at the date of this announcement, and any ASM shares or options acquired prior to the scheme meeting, in favor of the transaction, subject to those same qualifications. This includes Ian Gandel, ASM's Non-Executive Chair and largest shareholder, who as at the date of this announcement owns approximately 13.6% of ASM's issued shares through his nominees.

² Under the scheme if implemented, each eligible ASM shareholder will be entitled to receive:

- 0.053 Energy Fuels common shares or CHESS Depository Interests for each ASM share held (representing an implied value of A\$1.47 per ASM Share) (the "Share Consideration"); and

- Up to A\$0.13 in cash per ASM Share, payable as a special dividend by ASM (the "Special Dividend").

Eligible ASM option holders will also be entitled to receive A\$0.50 cash per ASM option (ASX: ASMO) under a separate, but concurrent, option scheme. The acquisition of ASM's ordinary shares is not dependent on the option scheme proceeding. However, the implementation of the option scheme is subject to the acquisition of ASM's ordinary shares becoming effective.

Next steps

The transaction is subject to ASM shareholder approval, approval by the Federal Court of Australia, regulatory approval by Australia's Foreign Investment Review Board, and approval for listing of Energy Fuels

common shares on the NYSE and TSX or CHESSE Depository Interests intended to be issued under the transaction on the ASX.

ASM expects to hold its scheme meeting in late-May or early-June 2026 and, if all conditions to the transaction are satisfied or waived, the scheme is expected to be implemented in late-June 2026.

Subject to satisfaction of all conditions, including shareholder and regulatory approvals, Energy Fuels expects that the transaction will close late in the first half of 2026.

Energy Fuels is advised by Goldman Sachs & Co. LLC (financial adviser), Herbert Smith Freehills Kramer (Australian legal adviser), Dentons Canada LLP (Canadian and Korean legal adviser) and Dorsey & Whitney LLP (US legal adviser) on the transaction. ASM is advised by MA Moelis Australia and Moelis & Company LLC (financial adviser) and A&O Shearman (legal adviser).

Conference call

Wednesday, January 21, 2026 at 9:00am Mountain Time/11:00am Eastern Time

RapidConnect URL: <https://registrations.events/easyconnect/2519220/recJq79XL2UFSOe4p/>

North American Toll Free: 1-800-715-9871

Audience URL: <https://app.webinar.net/grA9obK6L2j>

Conference Replay North American Toll Free: 1-800-770-2030

About Energy Fuels

Energy Fuels is a leading U.S.-based critical materials company, focused on uranium, rare earth elements (REEs), heavy mineral sands, vanadium and medical isotopes. Energy Fuels, which owns and operates several conventional and in-situ recovery uranium projects in the western United States, has been the leading U.S. producer of natural uranium concentrate for the past several years, which is sold to nuclear utilities for the production of carbon-free nuclear energy. Energy Fuels also owns the White Mesa Mill in Utah, which is the only fully licensed and operating conventional uranium processing facility in the United States. At the Mill, Energy Fuels also produces advanced REE products, vanadium oxide (when market conditions warrant), and is evaluating the potential recovery of certain medical isotopes from existing uranium process streams needed for emerging Targeted Alpha Therapy cancer treatments.

Energy Fuels is also developing three (3) heavy mineral sands projects: the 100% owned Vara Mada Project in Madagascar; the 100% owned Bahia Project in Brazil; and the Donald Project in Australia in which Energy Fuels has the right to earn up to a 49% interest in a joint venture with Astron Corporation Limited. Energy Fuels, based near Denver, Colorado, trades its common shares on the NYSE American under the trading symbol "UUUU," and is also listed on the Toronto Stock Exchange under the trading symbol "EFR." For more information on all Energy Fuels does, please visit <http://www.energyfuels.com>

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This news release contains certain "Forward Looking Information" and "Forward Looking Statements" within the meaning of applicable United States and Canadian securities legislation, which may include, but are not limited to, statements with respect to: any expectation that the Scheme of Arrangement will be completed; any expectation that Energy Fuels will create the largest, fully-integrated "mine-to-metal & alloy" producer outside of China; any expectation that Energy Fuels will close a critical strategic gap in global supply chains for magnet applications; any expectation that the White Mesa Mill is capable of separating monazite into REE oxides for use in ASM's metallization facilities, or at all; any expectation that Energy Fuels will enhance

vertical integration, margin capture, and market share across the REE value chain; any expectation that Energy Fuels will sell REE products to end-users at multiple stages; any expectation that Energy Fuels will address a lack of downstream REE refining and conversion capability; any expectation that ASM's Dubbo Rare Earth Project will strengthen Energy Fuels' pipeline of REE development projects; any expectation that Energy Fuels' projects will supply the planned expansion of the White Mesa Mill; any expectation that the AMP will provide Energy Fuels with a de-risked plan to construct a metals and alloys facility in the United States capable of producing 2,000 tpa of alloy, or at all; any expectation that Energy Fuels will create the largest fully integrated producer of REE material outside of China, including REE oxides, metals and alloys; any expectation that this transaction will benefit Energy Fuels shareholders, ASM's shareholders and Energy Fuels and ASM's valued customers; any expectation that Energy Fuels will deliver an expanded suite of REE products; any expectation that Energy Fuels will expand metal and alloy making in the U.S.; any expectation the Dubbo project will provide additional long term REE development and growth opportunities to the company's existing mineral resource portfolio; any expectation that Energy Fuels will capture accretive opportunities, differentiate the company among its peers and/or ultimately provide unique value to customers in the ex-China rare earth supply chain; any expectation that Energy Fuels' actions will translate into increased margins, cashflows, or market share for the company and its shareholders; any expectation that any of the Company's exploration, permitting or development projects will be brought into commercial production; any expectation that investing in developing ASM's Australian projects, will support the creation of skilled local jobs and boost the critical resources sector; any expectation that the Company will be successful at recovering certain medical isotopes from existing uranium process streams needed for emerging Targeted Alpha Therapy cancer treatments; and any expectation that the Company is or will continue to be a leading producer of uranium, REEs and critical materials in the U.S. or otherwise. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects", "does not expect," "is expected," "is likely," "budgets," "scheduled," "estimates," "forecasts," "intends," "anticipates," "does not anticipate," or "believes," or variations of such words and phrases, or state that certain actions, events or results "may," "could," "would," "might" or "will be taken," "occur," "be achieved" or "have the potential to." All statements, other than statements of historical fact herein are considered to be forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements include risks associated with: commodity prices and price fluctuations; engineering, construction, processing and mining difficulties, upsets and delays; permitting and licensing requirements and delays; changes to regulatory requirements; legal challenges; competition from other producers; government and political actions or inactions; risks associated with carrying on business in foreign jurisdictions, including the risk of expropriation; market factors, including future demand for REEs, titanium and zirconium; and the other factors described under the caption "Risk factors in the Company's most recently filed Annual Report on Form 10-K, which is available for review on EDGAR at www.sec.gov/edgar.shtml, on SEDAR at www.sedar.com and on the Company's website at www.energyfuels.com. Forward-looking statements contained herein are made as of the date of this news release, and Energy Fuels disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements. Energy Fuels assumes no obligation to update the information in this communication, except as otherwise required by law.

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