

ASX Release
6 January 2020

Appointment of CFO and Company Secretary

Pensana Metals limited (ASX:PM8 or the Company) is pleased to announce the appointment of Robert Kaplan as Chief Financial Officer and Company Secretary of Pensana Rare Earths Plc which is planning to list on the main Board of the London Stock Exchange next month.

Pensana Rare Earths plc is proposing to acquire 100% of Pensana Metals Limited by way of a previously announced Scheme of Arrangement which will be voted on at a meeting on the 15th January 2020.

Robert has joined Pensana from London listed Petra Diamonds Limited where in his role as Finance Manager Corporate and Head of Treasury he was involved in a number of mine financings including two US\$ bond issues totalling US\$1 billion, a number of African lender facilities totalling over US\$750 million and most recently an equity rights issue of US\$178 million on the London Stock Exchange.

Chairman Paul Atherley commented: *“We welcome Rob to the team. He brings extensive African mine finance and operational expertise to the Company at a time when we are making the transition from feasibility studies into financing, construction and production.*

Rob is based in Africa and has worked previously with our CEO Tim George in Angola. His broad corporate finance skills will help accelerate the development of Longonjo as the world’s first major rare earth mine in nearly a decade.”

Robert is a Chartered Accountant with over 20 years operating experience in the African mining sector. His addition to the Pensana team brings a broad skill set in both the UK and sub-Saharan corporate finance together with experience in mining operations in Angola, South Africa and Tanzania.

Robert Kaplan commented: *“Having previously worked with Tim George in Angola I am absolutely delighted to have the opportunity to join the team to work on this exciting project. Angola has made transformational changes since we both last worked there and this bodes well as we are looking to rapidly advance the Longonjo project from pre-feasibility status into production and become the first major rare earth mine to be developed at a time when demand for magnet metals is taking off“*

Material Terms of Employment

- A Base Remuneration which is a monthly salary and will be reviewed annually of A\$240,000 per annum;
- A Short Term Incentive of 30% of Base Salary which will be reviewed annually and will be paid on achievement of near term milestones (KPI's). The KPI's will be as follows from now until the end of June 2020:
 - Delivery of ETFS, Mining Licence and ESIA by end March 2020;
 - Delivery of FID / EPCM contract by end June 2020; and
- Long Term Incentive Performance Rights of two tranches of 1 million (total 2 million) which convert to ordinary shares in the Company. The Performance hurdles are as follows:
 - Commencement of Construction by end December 2020; and
 - Commencement of concentrate sales by end of 2021.
- This appointment may be terminated by giving three (3) months notice.

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