CRITICAL MATERIALS IN THE USA

Round Top Rare Earth / Lithium Project, Texas

MANAGEMENT PRESENTATION

January 2020

USA Rare Earth

Important Information

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Overview

USA Rare Earth

Earning 80% Interest in the Round Top Rare Earth/Lithium

Project

- Privately-held Delaware LLC
- Formed to develop Round Top Project, West Texas
- \$25 million invested by Texas Minerals Resources Corp. (TMRC) 20% junior partner
- Focused on two stage development:

Stage I: Pilot plant, feasibility study, permitting – \$30 million, 18-24 months Stage II: Construction – \$367 million, including working capital, 12 months

Round Top

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Will be significant, low cost, long life Critical Minerals project

- Located on state land with extensive infrastructure support
- o Diversified resource base, including unique endowment of heavy rare earths
- Conventional mine open cut hillside mine, minimal waste rock, downhill haul
- Established processing acid leach extraction, continuous ion exchange separation
- 20-year mine plan based on ~13% of known resources
 - Round Top could stimulate advanced technology manufacturing in the US



Overview continued

Rare Earth Independence

Foundation of U.S. Defense and Technological Infrastructure¹

- China currently dominates the global rare earth market
- ~50% of all U.S. imports (\$1.4 trillion a year) contain rare earths
- Round Top contains all the rare earths needed for REO magnets
- Round Top could supply virtually all the REO magnet needs for U.S. DOD contractors
- USA Rare Earth has 15 of the 17 rare earths including 10 of 11 heavy rare earths
- USA Rare Earth to establish heavy rare earth separation facility in Denver in early 2020

Robust Base Case Economics³

NPV₁₀ = \$1.56 billion, IRR = 70%

- Annual revenue \$396 million, net of 6.25% Texas royalty
- Annual EBITDA \$282 million (71% EBITDA margin)
- Payback under 18 months
- Upside case economics includes:
 - lithiumrecovery
 - expansion
 - additional markets

3 Preliminary Economic Assessment, July 2019 prepared by Gustavson Associates States: September 2019.

Defined in FY2019 National Defense Authorization Act

Assessing and Strengthening the Manufacturing and Defense Industrial

Base and Supply Chain Resiliency of the United States: September 2018.



Aerial View of Round Top Looking Southeast



Project Location



KEY FACTS

Location	 85 miles east of El Paso, TX Low population density and little vegetation Private and Texas GLO land
Infrastructure	 Rail, road, power, water
Round Top	 Approximately 1,250 feet high and 1 mile in diameter 364 million tonnes measured & indicated resources Rhyolite cap is almost continuously mineralized. Amenable to heap leach extraction State of Texas permitting



Source: Company photo of technicians collecting samples on Round Top north side.



100% Domiciled in the U.S.A.

- U.S. is the largest importer of rare earths and is 100% dependent on China and other countries for many Critical Minerals
- China controls 90% of Rare Earth production
- Dysprosium is essential for magnets for high performance electric motors in electric vehicles and military applications
- Round Top is uniquely rich in dysprosium 46% of rare earth value



Domestic Production Matters

- Round Top offers a rare opportunity to establish new, integrated domestic industry from defense to 5G
- America's resource endowment has always been a critical part of its economic strength
- USA Rare Earth's new processing facility in Denver, CO will be the first to produce high-purity rare earths in the U.S.
- Seven friendly foreign supply cannot be relied on as a secure, long-term viable solution

• Round Top's unique diversity of minerals provides stability and resilience

- Disruptive market activity in one mineral will not stop Round Top given the diversification of contained minerals
- In addition to rare earths, Round Top will be the 2nd largest lithium producer in the U.S.
- Australia and Canada have no downstream processing capability
 - Australia is currently dependent on China and Malaysia to process rare earths
 - Australian companies are interested in utilizing USA Rare Earth's new facility in Denver, CO

- Foreign governments have allowed significant direct and indirect Chinese investment and off-takes
 - Most rare earth projects are owned by publicly traded companies it is difficult to restrict Chinese investment
 - Foreign rare earth companies enter into off-take agreements based on commercial terms, not US strategic interests

• Future foreign governments may become less friendly

• The current strong relationship between Washington DC and Canberra may not continue – previous Governments have levied onerous mining taxes that have disrupted the mining industry – not a secure solution



Robust Economics, Highly Diversified

- \$21.2 billion recoverable value of 364 million tonnes of measured & indicated resources (\$58.13 per tonne)
- \$8.4 billion recoverable value of 146 million tonnes initial mine plan (\$57.81 per tonne)
- \$422 million annual average gross revenue (before 6.25% Texas state royalty)
- \$282 million annual average EBITDA (\$38.60 per tonne)





Rare Earths are Essential in Advanced Technologies



Heavy rare earths represent 84% of Round Top's measured and indicated rare earth resource by weight, included in the economic evaluation, and over 90% by value.

Round Top Contains:

5 out of 6 light rare earths



All 5 permanent magnet materials



Contained Rare Earths

ROUND TOP

Large **Resource**, **Highest Basket Price**, Weighted to Magnet **Metals**



:::

Light rare earths are approximately 18 times more abundant than heavy rare earths.¹ Yttrium makes up more than 60%² of heavy rare earths.



Heavy rare earths are generally higher priced than light rare earths (~\$100s v ~\$10s per kg).



Continued Growth for Rare Earth Consumption

Positive Outlook for Rare Earth Consumption							
Application	Main REE	C	Demand ('C	CAGR (%)			
		2017	2018	2022	2025	2018-22	2022-25
Magnets	Nd, Pr, Dy	38	43	52	61	4%	5%
Catalysts	La, Ce	30	31	37	45	5%	7%
Metallurgy	La, Ce	10	10	11	13	2%	6%
Glass	La, Ce, Er	10	11	12	13	2%	3%
Ceramics	Y, Ce, Nd	8	9	10	12	3%	6%
Phosphors	Y, Pr, Ce, La	3	3	3	3	0%	0%
Other	Ce, La, Nd, Y	59	60	60	59	0%	-1%
Total		158	167	185	206	3%	4%



Lithium - Driven by Electric Vehicles, Dominated by China

- China has secured a controlling position in lithium production in Chile, Australia and Argentina
- China dominates supply of both lithium materials and lithium chemicals
- Demand being driven by rechargeable batteries, in turn being driven by electric vehicles (EV's)
- Rate of demand growth softened in mid 2019 as subsidies declined in China, the U.S. and elsewhere
- However, the underlying momentum for EV growth remains very strong and therefore it is paramount that the US secures a local source





Low Cost, **Domestic U.S.** Lithium Production Increasing Current U.S. **Output 3x**



- Lithium is the most important single product for Round Top, representing 32% of revenues projected in the PEA
- The PEA projects annual production of approximately 10,000 tonnes of lithium carbonate (current US production = 5,000 tpa)
 - Continuing test work indicates higher lithium recovery potential for 13,500 tonnes of lithium a year operating at 20,000 tpd
 - Expansion to 25,000 tpd could increase production to more than 15,000 tonnes per annum
- $\circ \quad \mbox{Average co-product}^1 \mbox{ production cost of $3,410/t}$
 - Higher recovery / operating rate could lower cash costs to less than \$3,000/t
- Projected to be one of the lowest cost producers in the world and the 2nd lowest cost producer in the USA



Other Key Minerals

Rare earths and lithium = 61% of projected revenues

Other technology metals (including beryllium and uranium) and industrial sulfates = 39% of projected revenues

Significant upside from potential to increase recoveries

Beryllium

- Cyprus Minerals completed a feasibility study in 1980's:
 - Underground: 300,000 tons grading 1.9% beryllium (Not factored into PEA economics)
 - Potential for more than 5 million kg of beryllium hydroxide
 - Beryllium production contained in PEA in the rhyolite – 2.2 million kg beryllium hydroxide
 - Mid-2019 beryllium price was \$220/kg



Uranium

- In 2018, domestic U.S. production was approximately 1.5 million pounds of uranium oxide
- Round Top Base Case PEA projects production of 150,000 to 200,000 pounds of uranium oxide a year – approximately 10% of current domestic production
- Expanded processing rate and improved recover could double production



U.S. Government Support for Round Top Rare Earths

White House, September 2018

"Rare earths are critical elements used across many of the major weapons systems the U.S. relies on for national security, including lasers, radar, sonar, night vision systems, missile guidance, jet engines, and even alloys for armored vehicles. A 2016 study by the Department of Commerce's Bureau of Industry and Security reported that 66% of respondents, the majority of whom are vendors to DoD, indicated they imported rare earth or related materials.

"China has strategically flooded the global market with rare earths at subsidized prices, driven out competitors, and deterred new market entrants. When China needs to flex its soft power muscles by embargoing rare earths, it does not hesitate, as Japan learned in a 2010 maritime dispute."



Defense Logistics Agency Contract Branch of Department of Defense Produced rare earth oxides to 99.999% purity at bench scale from Round Top.



Department of Energy Contract Team including Penn State University and Inventure Renewables awarded contract to extract rare earths Produced highly purified rare earth oxides from Round Top



White House Council on Environmental Quality Governor of Texas recommended Round Top to the Federal Permitting Improvement Steering Council (FPISC) as a "High Priority Infrastructure Project"





Historical Overview

TMRC spent \$25 million





Management





Pini Althaus Chief Executive Officer

As an Executive Officer in the Mining & Resource sector since 2002, Pini has successfully identified and acquired several significant mining projects in the United States, Canada, Australia, China and Latin America. His responsibilities have included executive duties, as well as operational ones. Including; fund-raising, liaising with Government officials, shareholder and investor, the implementation and upkeep of Social Economics Programs with the Indigenous groups in surrounding areas and compliance with securities regulations.





Dan Gorski Director of Operations

Dan was responsible for securing the Round Top deposit from the Texas General Land Office, and has conducted work on the project since 2007, spending ~\$20m to drill it out and secure the publication of the 2013 PEA. He received an MA in Geology from the University of Texas, Austin, in 1970, and his storied career in the Mining Industry dates back to that time.



Dan McGroarty Head of Government & Regulatory Affairs

An expert on critical minerals and well-known writer on geopolitics and resources. Dan has consulted to the Institute for Defense Analyses, which supports the Department of Defense's National Stockpile reporting and heads the nonpartisan American Resources Policy Network. Prior to establishing his private sector advisory practice, Dan served as Special Assistant to the President and as presidential appointee to two Secretaries of Defense. He was one of three resource professionals interviewed in 60 Minutes' "Modern Life's Devices Under China's Grip," and has provided testimony on critical minerals issues in the U.S. Senate and House of Representatives.

Douglas Newby Chief Financial Officer

Douglas has more than 35 years experience in mine evaluation, finance and corporate management. Most recently he was CFO of PolyMet Mining Corp., a Canadian company developing a large copper-nickel project in Minnesota, where he secured more than \$300 million in financing, established and maintained a strategic relationship with Glencore plc. He was responsible for maintaining compliance with securities regulations. He has extensive experience around the world including South America, Africa, Australasia, and Europe as well as the U.S. and Canada.

Mike Vaisey Chief Technology Advisor

Mike is an experienced mining and chemical industry executive and Chemical Engineer, with 30 years operating and project development experience across mining and refining operations, project development, operational leadership, research and technology. He has occupied numerous positions with Lynas Corporation, including Chief Technology Officer, leading the technical development of the Mt Weld Rare Earths Project that reached full production rates in March 2017.

Pilot Plant Objectives & Scope

First domestic U.S. plant to produce high-purity rare earth oxides

- Sirst phase in Denver, CO in early 2020
- Second phase relocated to Round Top site incorporating continuous feed from test heap leach
- Will provide product samples to potential customers

Background

- Heap leach using dilute sulfuric acid,
- Continuous ion exchange / ion chromatography
 - Natural process occurs in soil fertilization,
 - Batch processing developed in the Manhattan Project in the 1940s using rare earths as surrogates,
 - Continuous process developed in 1980, widely used in water purification, fertilizers, and metallurgical processes.

Pilot Plant Objectives

- Optimize leach operating parameters,
- Optimize extraction and separation of high-purity rare earths, technology metals and industrial sulfates,
- Provide data for feasibility studies and detailed engineering,
- Provides support for final permits.



Processing Partners

USA Rare Earth is working closely with process technology partners
 Inventure Renewables – successfully recovered high-purity REOs from Round Top
 Fenix NZ Ltd. – successful application of CIX/CIC in commercial metallurigical applications
 Resource Development Inc. – leading international metallurgical firm

Inventure develops rapid, low-cost, high yield extraction processes for natural biochemical & material building blocks from lowvalue/waste biomass to provide cost-effective, carbon neutral biofuels, biochemicals and biomaterials. **Fenix** is a leading results-oriented chemical engineering company, specializing in minerals processing and metal recovery by implementing the design, development, construction and installation of hydrometallurgical circuits.



Key Statistics

Tonnage Technology Metals Beryllium Gallium Hafnium Lithium Uranium Zirconium	Beryllium Hydroxide Gallium Oxide Hafnium Oxide Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Be Ga Hf Li U Zr	9% 6% 6% 58% 29% 5%	ppm ppm ppm ppm ppm ppm ppm	364,000 32.2 65.8 79.4 458.3 31.8 1,104	1,099,000 22.8 33.1 78.0 449.5 16.1 1,068	364,000 3.04 0.86 4.53 19.45 0.61 1.22	3.41 0.96 4.54 18.52 0.59 1.23
Technology Metals Beryllium Gallium Hafnium Lithium Uranium Zirconium	Beryllium Hydroxide Gallium Oxide Hafnium Oxide Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Be Ga Hf Li U Zr	9% 6% 58% 29% 5%	ppm ppm ppm ppm ppm ppm	32.2 65.8 79.4 458.3 31.8 1,104	22.8 33.1 78.0 449.5 16.1 1,068	3.04 0.86 4.53 19.45 0.61 1.22	3.41 0.96 4.54 18.52 0.59 1.23
Beryllium Gallium Hafnium Lithium Uranium Zirconium Total Technology Metals	Beryllium Hydroxide Gallium Oxide Hafnium Oxide Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Be Ga Hf Li U Zr	9% 6% 58% 29% 5%	ppm ppm ppm ppm ppm ppm	32.2 65.8 79.4 458.3 31.8 1,104	22.8 33.1 78.0 449.5 16.1 1,068	3.04 0.86 4.53 19.45 0.61 1.22	3.41 0.96 4.54 18.52 0.59 1.23
Gallium Hafnium Lithium Uranium Zirconium Total Technology Metals	Gallium Oxide Hafnium Oxide Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Ga Hf Li U Zr	6% 6% 58% 29% 5%	ppm ppm ppm ppm ppm	65.8 79.4 458.3 31.8 1,104	33.1 78.0 449.5 16.1 1,068	0.86 4.53 19.45 0.61 1.22	0.96 4.54 18.52 0.59 1.23
Hafnium Lithium Uranium Zirconium Total Technology Metals	Hafnium Oxide Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Hf Li U Zr	6% 58% 29% 5%	ppm ppm ppm ppm	79.4 458.3 31.8 1,104	78.0 449.5 16.1 1,068	4.53 19.45 0.61 1.22	4.54 18.52 0.59 1.23
Lithium Uranium Zirconium Total Technology Metals	Lithium Carbonate Uranium Oxide Zirconium Oxide Dysprosium Oxide	Li U Zr	58% 29% 5%	ppm ppm ppm	458.3 31.8 1,104	449.5 16.1 1,068	19.45 0.61 1.22	18.52 0.59 1.23
Uranium Zirconium Total Technology Metals	Uranium Oxide Zirconium Oxide Dysprosium Oxide	U Zr	29% 5%	ppm ppm	31.8 1,104	16.1 1,068	0.61 1.22	0.59 1.23
Zirconium	Zirconium Oxide Dysprosium Oxide	Zr	5%	ppm	1,104	1,068	1.22	1.23
Total Technology Metals	Dysprosium Oxide							
Total reenhology Metals	Dysprosium Oxide						29.69	29.25
Heavy Rare Earths	Dysprosium Oxide							
Dysprosium		Dy	83%	ppm	30.3	29.8	7.82	7.62
Lutetium	Lutetium Oxide	Lu :	64%	ppm :	8.79	8.59	3.96	3.94
Scandium	Scandium Oxide	Sc	65%	ppm :	0.68	0.70	0.70	0.69
Terbium	Terbium Oxide	Tb	83%	ppm	3.46	3.35	1.90	1.85
Yttrium	Yttrium Oxide	Y	88%	ppm	214.0	201.8	0.86	0.85
Total Heavy Rare Earths					257.2	244.3	15.24	14.95
Light Rare Earths								
Neodymium	Neodymium Oxide	Nd	77%	ppm	27.9	27.7	1.10	1.09
Praseodymium	Praseodymium Oxide	Pr	77%	ppm :	10.3	10.1	0.50	0.50
Samarium	Samarium Oxide	Sm	79%	ppm	10.1	9.9	0.02	0.02
Total Light Rare Earths					48.2	47.6	1.62	1.60
Industrial Sulfates								
Aluminum	Aluminum Sulfate	AI :	7%	% :	6.56	6.53	5.86	5 93
Iron	Ferrous Sulfate	Fe	35%	%	1.04	0.89	0.99	1.03
Magnesium	Magnesium Sulfate	Mg	88%	%	0.03	0.02	0.17	0.23
Manganese	Manganese Sulfate	Mn	48%	nnm :	471.3	235.6	0.73	0.84
Potassium	Potassium Sulfate	K :	7%	%	3.30	3.24	3.05	3.09
Sodium	Sodium Sulfate	Na	3%	%	3.77	1.88	0.77	0.87
Total Industrial Sulfates							11.57	12.00
TOTAL	· · · · · · · · · · · · · · · · · · ·						58.13	57.81



Mining & Processing



${\it Simple\,Mining}$

- Hillside open cut with minimal waste and downhill haul
- Moderate mining rate 20,000 tonnes per day







Conventional Processing

- Crushing
- Acid leach
- Continuous ion exchange/chromatography separation



Leaching & Metallurgical Process



- Rare Earth and Lithium minerals dissolved by dilute sulfuric acid
 - Round Top mineralization is hosted in yttrofluorite and yttrocerite, both of which are highly soluble in dilute sulfuric acid. The minerals are finely disseminated throughout the porous and permeable rhyolite.
 - Round Top rhyolite does not breakdown because there is no clay.
 - Leach columns slumped by less than 0.2% during testing and crushing produces little fine material so there should be minimal plugging and channeling.

Continuous Ion Exchange/Chromatography

- Long, well-established track record.
- Flexibility in targeting specific Rare Earths.
- Uses commercially available resins.
- Low capital and operating cost.
- Permitting process could be streamlined.



2019 Preliminary Economic Assessment

The 2019 PEA expands and updates the December 2013 report:

- Both prepared by Gustavson Associates, a leading mining engineering, exploration and consulting firm
- 2019 report incorporates commercial recovery of lithium, other technology metals and industrial sulfates in addition to rare earths
- 2019 report proposes continuous ion exchange (CIX) and continuous ion chromatography (CIC) to separate rare earths

Incorporates improved process technology that recovers technology metals and industrial sulfates as well as rare earths:

- Initial 20-year mine life at 20,000 tonnes per day – 13% of total measured, indicated and inferred resource
- Mineral processing at site using CIX/CIC to produce high purity rare earth oxides
- 2,300 tonnes per annum of combined rare earth oxides with an average price of \$52.25/kg
- 10,000 tonnes per annum lithium carbonate upgradable to lithium hydroxide

Upside Potential beyond PEA:

- Test work has achieved significantly higher lithium recovery (80% v 58% in the PEA)
- Plant may be able to support processing 25,000 tonnes per day (20,000 tpd in the PEA)
- 364 million tonnes measured & indicated resources could support expansion (20 years at 50,000 tpd)
- There may be markets for other Round Top rare earths that were not included from the PEA.
- The deposit sits above 300,000 tonnes of contained beryllium that Cyprus was focused on



Round Top Base Case Economics

Key Statistics		
Average gross revenue	\$ millions / year	422.0
Average EBITDA	\$ millions / year	281.7
EBITDA margin	%	66.8%
Average free cash flow (after tax).	\$ millions / year	217.9
Payback	months	18
Maximum funding requirement	\$ millions	385.8
Before Tax IRR ¹	%	62.9%
NPV @ 10.0% ¹	\$ millions	1,837.1
After Tax IRR	%	57.3%
NPV @ 10.0%	\$ millions	1,487.9
Production		

Life of mine	years	20
Average processing rate	tonnes / day	20,000
		- -





Enterprise Value (\$ millions - start of each phase)





- Enterprise Value is estimated as the forward-looking Net Present Value of free cash flow (after tax) using:
 - 15% discount rate pre-feasibility
 - 10% discount rate during construction and before the start of commercial operations
 - 7.5% discount rate after a year of commercial operations
- Depending on the structure of construction finance, there could be up to \$350 million in debt at the start of operations
- Considerable upside
 - Initial processing rate of 22,500 tpd expanding to 45,000 tpd in year 5 combined with 70% lithium recovery would more than double the projected Enterprise Values



Upside Potential from Increased Lithium Recovery

Sensitivity of NPV to Changes in Lithium Recovery

(\$m)	Mine Rate (tpd)	20,000	25,000	30,000	40,000	45,000	50,000
	58%	1,501	2,152	2,469	3,023	3,265	3,489
Recovery	70%	1,679	2,402	2,751	3,359	3,624	3,869
	80%	1,828	2,610	2,986	3,693	3,924	4,186

Sensitivity of NPV Changes in Lithium Recovery



Increasing the production rate from 20,000 tpd to 25,000 tpd, increases the pre-tax NPV rate by 43%, leaving the recovery rate unchanged.





Path to Implementation (36 months)



Total Funding Requirement: \$398 million



Permitting

- Round Top is on private and Texas GLO land
 no BLM or USFS approval required
- Round Top will not impact wetlands or other waterways – no Army Corps/404 permit required
- Minimal waste rock and no tailings storage facility required
- After removal of metals and minerals, residual leach pads will be benign
- Governor of Texas recommended Round Top to the Federal Permitting Improvement Steering Council (FPISC) as a "High Priority Infrastructure Project"

Media	Permit	Agency	When Required		
	New Source Review Permit to		Must be obtained prior to the start of		
Air	Construct	State ICEQ	construction.		
	Title V Federal Operating Permit	US EPA	Application for permit must be filed prior start of operations		
Water	Construction Storm Water General Permit	State TCEQ	In advance of commencement of construction		
	Industrial Storm Water Multi- Sector General Permit (MSGP)	State TCEQ	Prior to start of operation		
	Public Water System Authorization	State TCEQ	Approval must be obtained prior to use of non- municipal water as drinking water source		
	Water Rights Permit	State TCEQ	Must be obtained prior to using surface water		
Operations	Petroleum Storage	TCEQ	Prior to storage of petroleum products on site		
	Explosives permit	US Bureau of Alcohol, Tobacco, Firearms, and Explosives	Required prior to storage and use of explosives		
Waste	Hazardous or Industrial Waste Management, Waste Streams, and Waste Management Units Registration	State TCEQ	Registration number must be obtained prior to engaging in regulated activity		
	EPA ID Number for Hazardous Waste Activity Hazardous Waste Permit	U.S. EPA through the State TCEQ	ID number must be obtained prior to engaging in regulated activity		
	Hazardous Waste Permit (including financial assurance)	State TCEQ	Must be obtained prior to commencement of hazardous waste treatment, storage, or disposal activities.		
	Radioactive Material License	State TCEQ	Must be obtained prior to possession of materials containing NORM waste, as defined by THSC 401.003(26)		





USA Rare Earth





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