



ACLARA COMPLETES PRIVATE PLACEMENT OF US\$25 MILLION AT 41% PREMIUM WITH STRATEGIC INVESTORS

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES

TORONTO, ON, February 20, 2025 – Aclara Resources Inc. (“**Aclara**” or the “**Company**”) (TSX: ARA) is pleased to announce the closing of its non-brokered private placement financing pursuant to which CAP S.A. (“**CAP**”), Hochschild Mining Holdings Limited (“**Hochschild**”) and New Hartsdale Capital Inc. (“**New Hartsdale**”) subscribed for 51,303,573 common shares of the Company (the “**Common Shares**”) for aggregate gross proceeds of US\$25,000,001 (the “**Private Placement**”) at a price of C\$0.70 per share. As a result of the Private Placement, which was first announced on December 23, 2024, the total number of issued and outstanding Common Shares of the Company increased from 166,409,223 to 217,712,796. Additionally, each of CAP, Hochschild and New Hartsdale respectively hold 22,163,143, 42,787,104 and 80,340,876 Common Shares representing approximately 10.18%, 19.65% and 36.90% of the issued and outstanding Common Shares of the Company. The Private Placement was approved by shareholders on a disinterested basis at a special meeting of shareholders of the Company held on February 13, 2025 (the “**Special Meeting**”).

Aclara intends to use the net proceeds from the Private Placement to fund the continued development of its Carina Project in Brazil, to advance its integrated supply chain strategy, and for general corporate purposes.

“With the successful completion of this strategic financing, Aclara is now funded to execute the 2025 work programs at our Carina Project in Brazil and to further advance the development of our rare earths separation technology in the United States,” noted Ramon Barua, Chief Executive Officer of Aclara. “We are excited to welcome CAP as a strategic investor in the Company and very encouraged by the continued support from our existing major shareholders. As we move forward, we remain committed to pursuing Aclara’s vision and delivering substantial strategic value throughout 2025.”

Key targeted milestones for the development of the Carina Project in 2025 include:

- Construction of a semi-industrial scale continuous pilot operation (Q2 2025)
- Completion of an infill drilling campaign intended to convert resources to the measured and indicated category for the pre-feasibility study (Q2 2025)
- Submission of the Environmental Impact Study (“**Preliminary License**”) to the Goiás State environmental agency for evaluation (Q2 2025)
- Upgrading inferred mineral resources to measured and indicated categories (Q3 2025)
- Completion and release of the NI 43-101 pre-feasibility study technical report (Q3 2025)
- 75% progress of the Feasibility Study development (Q4 2025)

Aclara also intends to allocate a smaller portion of the net proceeds, along with potential government funding, to advance its separation project in the United States. Key targeted milestones for 2025 include:

- Completion of the plant location study (2025)
- Laboratory test work (Q2 2025)
- Integrated pilot scale testing (Q3-Q4 2025)

Concurrent with the closing of the Private Placement, the Company and CAP executed an investor rights agreement (the “**IRA**”) reserving certain rights for CAP. Under the terms of the IRA, for so long as CAP maintains a 10% or more ownership of the outstanding Common Shares (on a non-diluted basis), CAP will have the right to nominate one individual to Aclara’s board of directors and will also be granted pre-emptive and top-up rights to maintain its percentage interest in the outstanding Common Shares of the Company in connection with any future issuances of Aclara’s securities, subject to certain exclusions. In addition, the IRA grants CAP a demand subscription right providing it with the ability to increase its ownership interest in the Company to 19.9% (on a non-diluted basis) subject to certain conditions.

The Common Shares issued pursuant to the Private Placement are subject to a four month and one day hold period pursuant to securities laws in Canada. The Private Placement is subject to the final approval of the Toronto Stock Exchange.

Additional details regarding the Private Placement were discussed in the Company’s management information circular, which was filed on January 23, 2025 in connection with the Special Meeting to approve the Private Placement (the “**Circular**”) and is available on the Company’s profile on SEDAR+ at www.sedarplus.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

About Aclara

Aclara Resources Inc. (TSX: ARA), a Toronto Stock Exchange listed company, is focused on building a vertically integrated supply chain for rare earths alloys used in permanent magnets. This strategy is supported by Aclara’s development of rare earth mineral resources hosted in ionic clay deposits, which contain high concentrations of the scarce heavy rare earths, providing the Company with a long-term, reliable source of these critical materials. The Company’s rare earth mineral resource development projects include the Carina Project in the State of Goiás, Brazil as its flagship project and the Penco Module in the Bio-Bio Region of Chile. Both projects feature Aclara’s patented technology named Circular Mineral Harvesting, which offers a sustainable and energy-efficient extraction process for rare earths from ionic clay deposits. The Circular Mineral Harvesting process has been designed to minimize the water consumption and overall environmental impact through recycling and circular economy principles.

Through its wholly-owned subsidiary, Aclara Technologies Inc., the Company is further enhancing its product value by developing a rare earths separation plant in the United States. This facility will process mixed rare earth carbonates sourced from Aclara’s mineral resource projects, separating them into pure individual rare earth oxides. Additionally, Aclara through a joint venture with CAP S.A., is advancing its alloy-making capabilities to convert these refined oxides into the alloys needed for fabricating permanent magnets. This joint venture leverages CAP’s extensive expertise in metal refining and special ferro-alloyed steels.

Beyond the Carina Project and the Penco Module, Aclara is committed to expanding its mineral resource portfolio by exploring greenfield opportunities and further developing projects within its existing concessions in Brazil, Chile, and Peru, aiming to increase future production of heavy rare earths.

Forward-Looking Statements

This press release contains “forward-looking information” within the meaning of applicable securities legislation, which reflects the Company’s current expectations regarding future events, including statements with regard to, among other things, the timing of submission of the Preliminary License and approval thereof, the timing of the completion of the pre-feasibility and feasibility studies for the Carina Project, the completion of any drill proposed campaigns, the updated mineral resources to measured and indicated categories, the timing of construction of pilot operations, the timing and completion of laboratory test work, the timing of integrated pilot scale testing and other statements that are not material facts. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond the Company’s control. Such risks and uncertainties include, but are not limited to risks related to operating in a foreign jurisdiction, including political and economic risks in Chile and Brazil; risks related to changes to mining laws and regulations and the termination or non-renewal of mining rights by governmental authorities; risks related to failure to comply with the law or obtain necessary permits and licenses or renew them; cost of compliance with applicable environmental regulations; actual production, capital and operating costs may be different than those anticipated; the Company may be not able to successfully complete the development, construction and start-up of mines and new development projects; risks related to fluctuation in commodity prices; risks related to mining operations; and dependence on the Penco Module and/or the Carina Project. Aclara cautions that the foregoing list of factors is not exhaustive. For a detailed discussion of the foregoing factors, among others, please refer to the risk factors discussed under “Risk Factors” in the Company’s annual information form dated as of March 22, 2024, filed on the Company’s SEDAR+ profile. Actual results and timing could differ materially from those projected herein. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained in this press release is provided as of the date of this press release and the Company does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required under applicable securities laws.

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