

# Appia Signs Binding Term Sheet to Sell a 45% Interest in Its PCH REE Project, Brazil

written by Raj Shah | September 2, 2025

September 2, 2025 ([Source](#)) – Appia Rare Earths & Uranium Corp. (CSE: API) (OTCQB: APAAF) (FWB: A0I0) (MUN: A0I0) (BER: A0I0) (the “Company” or “Appia”) is pleased to announce that it has signed a binding term sheet dated August 29, 2025 (the “Binding Term Sheet”) with Beko Invest Ltd. (“Beko”), Antonio Vitor Junior (“Antonio”) and Ultra Rare Earth Inc. (“Ultra”) to sell a 45% interest in Appia Brasil Rare Earths Mineracao Ltda (the “Appia Brasil”), the Brazilian company that holds the PCH Project (the “Property”) located in the Tocantins Structural Province of the Brasília Fold Belt, Goiás State, Brazil, to Ultra.

Tom Drivas, CEO of Appia, stated: “Ultra is a Delaware US corporation established by Regent Advisors LLC and Bermuda based Regent Mercantile Holdings Limited, long-standing investors in the mining sector, for the purpose of funding the acquisition and development of the PCH rare earth deposit. The rationale for ownership of the PCH Project by a US company is to better access more favourable US capital markets for the development of the PCH Project. Appia believes that this Transaction will allow for a significantly better realization of value for Appia’s shareholders.”

Pursuant to the Binding Term Sheet, Ultra will acquire a 50% interest in Appia Brasil (the “Transaction”) on the following terms:

1. Ultra will acquire a 45% interest in Appia Brasil from Appia and a 5% interest from Antonio for a 50% interest in Appia Brasil with Appia holding a 25% interest and Antonio holding a 25% interest in Appia Brasil.
2. Ultra will deposit US \$6 million into a bank account in Brazil controlled by Appia Brasil.
3. Ultra will invest US \$2 Million into an Appia unit private placement comprising 5,520,000 units priced at \$0.50 (Cdn) per unit (based upon a US\$ to Cdn\$ exchange rate of 1.38) with each unit consisting of one common share, priced at \$0.50 (Cdn), and one half a warrant with each full warrant exercisable at \$0.70 (Cdn) for 24 months. The funds will be used by Appia for general working capital.
4. The US \$6 million will be used to fund exploration on the Property to the point of a prefeasibility study ("**PFS**") with Appia and Antonio carried to the PFS stage if reached with the expenditure of US \$6 million.
5. Appia will issue 1 million common shares of Appia to Beko on Closing (as defined below) and will be released from any further obligations under the existing Quotaholders Agreement dated July 20, 2023 among Appia, Beko and Antonio (the "**Quotaholders Agreement**") including the obligation to issue US \$1,250,000 worth of Appia stock to Beko and the obligation to issue 1.5 million common shares of Appia to Beko if a resource estimate of at least 60 million tonnes was prepared in respect of the Property. Beko will grant Appia a right of first refusal in respect of the 1% NSR held on the Property by Beko. If Appia exercises its right of first refusal and acquires the 1% NSR, Ultra will have a right of first refusal with respect to any subsequent sale of the 1% NSR by Appia.
6. Appia will continue to spend money on the current Auger drilling program on the Property until Closing and will be reimbursed for its expenditures made after signing the

Binding Term Sheet and up until Closing out of the US \$6 Million after which Ultra will be the operator and obligated to spend the remainder of the US \$6 million on exploration on the Property and technical studies and reports in respect of the Property.

7. The Quotaholders Agreement will be amended to establish a five (5) person technical committee with two representatives from Ultra having 50% of the votes on the Technical Committee and one representative from each of Appia and Antonio each having 25% of the votes on the Technical Committee. Mr. Don Hains, P.Geo, Consulting Geologist, will be the fifth member of the Technical Committee and in the event of a tie vote, will have a vote to break the tie.
8. Once a PFS has been prepared, Ultra will have the right to acquire a 100% interest in Appia Brasil by issuing a 25% equity interest in Ultra to each of Appia and Antonio. In the event that further funds are required to prepare a PFS, Appia and Antonio have the right to participate pro rata in any financings to maintain their respective 25% interests in Ultra, failing which they will be diluted pro rata. Any subsequent financings by Ultra must be done at no less than a 20% premium to the price at which the shares of Ultra were issued to raise the funds to complete the Transaction.
9. Appia and Antonio each have the right to appoint one director to the Board of Directors of Ultra.
10. All of Antonio, Beko and Ultra are arm's length to Appia.

The Transaction is subject to regulatory approval and the completion of definitive agreements including a purchase and sale agreement and an amended Quotaholders Agreement (the **"Transaction Agreements"**). The Transaction Agreements will be subject to standard representations, warranties, conditions and

covenants that are customary for a transaction of this nature. The closing of the Transaction is also conditional upon completion of satisfactory due diligence by Ultra to be completed by September 30, 2025. Ultra shall have until the close of business on October 15, 2025 to deliver notice (the **"Closing Notice"**) to Appia, Antonio and Beko that it intends to close the Transaction. If the Closing Notice is not delivered, then the Binding Term Sheet and any Transaction Agreements shall be terminated and all parties shall be released from any obligations in respect of the Transaction save and except for a breach of the obligation on Appia, Antonio and Beko to deal exclusively with Ultra until the earlier of the execution of the Transaction Agreements and October 31, 2025. The Transaction is scheduled to close on the second business day following the satisfaction or waiver of all conditions precedent in the Transaction Agreements and in any event on or before October 31, 2025 (the **"Closing Date"**).

### **About Appia Rare Earths & Uranium Corp.**

Appia is a publicly traded Canadian company in the rare earth element and uranium sectors. The Company holds the right to acquire up to a 70% interest in the PCH Ionic Adsorption Clay Project (See June 9<sup>th</sup>, 2023 Press Release – Click [HERE](#)) which is 42,932.24 ha. in size and located within the Goiás State of Brazil. (See January 11<sup>th</sup>, 2024 Press Release – [Click HERE](#)) The Company is also focusing on delineating high-grade critical rare earth elements and gallium on the Alces Lake property, and exploring for high-grade uranium in the prolific Athabasca Basin on its Otherside, Loranger, North Wollaston, and Eastside properties. The Company holds the surface rights to exploration for 94,982.39 hectares (234,706.59 acres) in Saskatchewan. The Company also has a 100% interest in 13,008 hectares (32,143 acres), with rare earth elements and uranium deposits over five

mineralized zones in the Elliot Lake Camp, Ontario.

**Appia has 168.5 million common shares outstanding, 207.7 million shares fully diluted.**

*Cautionary note regarding forward-looking statements: This News Release contains forward-looking statements which are typically preceded by, followed by or including the words “believes”, “expects”, “anticipates”, “estimates”, “intends”, “plans” or similar expressions. Forward-looking statements are not a guarantee of future performance as they involve risks, uncertainties and assumptions. We do not intend and do not assume any obligation to update these forward-looking statements and shareholders are cautioned not to put undue reliance on such statements.*

*Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*

*For more information, visit [www.appiareu.com](http://www.appiareu.com)*

*As part of our ongoing effort to keep investors, interested parties and stakeholders updated, we have several communication portals. If you have any questions online ([X](#), [Facebook](#), [LinkedIn](#)) please feel free to send direct messages.*

*To book a one-on-one 30-minute Zoom video call, please [click here](#).*

**Contact:**

**Tom Drivas, CEO and Director**

(c) (416) 876-3957

(e) [tdrivas@appiareu.com](mailto:tdrivas@appiareu.com)

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