## **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K/A

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 03, 2023

# **5E ADVANCED MATERIALS, INC.**

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-41279 (Commission File Number)

87-3426517 (IRS Employer **Identification No.)** 

19500 State Highway 249, Suite 125 Houston, Texas (Address of Principal Executive Offices)

77070 (Zip Code)

#### Registrant's Telephone Number, Including Area Code: (346) 439-9656

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Securities registered pursuant to Section 12(b) of the Act:

	Trading	
Title of each class	Symbol(s)	Name of each exchange on which registered
Common Stock	FEAM	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company  $\boxtimes$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### **Explanatory Note**

This Form 8-K/A is being filed to correct the signature page in our Form 8-K filed on March 3, 2023 for the indavertant omission of the conformed signature, company name and date. No other changes have been made.

#### Item 7.01 Regulation FD Disclosure.

5E Advanced Materials, Inc. (the "Company") has updated its investor presentation, a copy of which is furnished as Exhibit 99.1 hereto. The investor presentation will also be available on the Company's website located at www.5eadvancedmaterials.com under the Investors tab in the Events and Presentations section. None of the other information on our website is incorporated by reference into, or a part of, this Current Report on Form 8-K.

#### FORWARD-LOOKING STATEMENTS

The information in this Presentation includes "forward looking statements". All statements other than statements of historical fact included in this Presentation regarding our business strategy, plans, goals and objectives are forward looking statements. When used in this Presentation, the words "believe", "project", "expect", "anticipate", "estimate", "intend", "budget", "target", "aim", "strategy", "estimate", "plan", "guidance", "outlook", "intend", "may", "should", "could", "will", "would", "will be", "will continue", "will likely result" and similar expressions are intended to identify forward looking statements, although not all forward looking statements contain such identifying words. These forward looking statements are based on 5E's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. We caution you that these forward looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the extraction of the critical materials we intend to produce and advanced materials production and development. These risks include, but are not limited to: our limited operating history in the borates and lithium industries and the fact that we have not vet realized any revenue from our proposed extraction operations at our properties; our need for substantial additional financing to execute our business plan and our ability to access capital and the financial markets; our status as an exploration stage company dependent on a single project with no known Regulation S-K 1300 mineral reserves and the inherent uncertainty in estimates of mineral resources; our lack of history in mineral production and the significant risks associated with achieving our business strategies, including our downstream processing ambitions; our ability to obtain, maintain, and renew governmental and environmental permits in order to conduct development and mining operations in a timely manner; our incurrence of significant net operating losses to date and expectations to incur continued losses for the foreseeable future; risks and uncertainties relating to the development of the 5E Boron Americas Complex, including our ability to timely and successfully complete Phase 1 of our 5E Boron Americas Complex; and other risks. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward looking statements. No representation or warranty (express or implied) is made as to, and no reliance should be placed on, any information, including projections, estimates, targets and opinions contained herein, and no liability whatsoever is accepted as to any errors, omissions or misstatements contained herein.

For additional information regarding these various risks and uncertainties, you should carefully review the risk factors and other disclosures in our Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) on September 28, 2022, as amended by our Form 10-K/A filed on October 31, 2022, as well as our Form 10-Qs filed on November 10, 2022 and February 9, 2023. Additional risks are also disclosed by 5E in its filings with the Securities and Exchange Commission throughout the year, as well as its filings under the Australian Securities Exchange.

The information referenced herein is being furnished pursuant to Item 7.01 of Form 8-K and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such Section.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Exhibit</u>
99.1	Investor Presentation
104	Cover Page Interactive Data File (embedded with the Inline XBLR document)

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

5E Advanced Materials, Inc.

Date: March 3, 2023

By: /s/ Paul Weibel

Paul Weibel Chief Financial Officer



# **5E Advanced Materials**

# **Investor Presentation**

*The future of Boron is 5E* March 2023

## Disclaimer

#### FORWARD-LOOKING STATEMENTS

The information in this Presentation includes "forward looking statements". All statements other than statements of historical fact included in this Presentation regarding our business strategy, plans, goals and objectives are forward looking statements. When used in this Presentation, the words "believe", "project", "expect", "anticipate", "estimate", "intend", "budget", "target", "aim", "strategy", "estimate", "plan", "guidance", "outlook", "intend", "may", "should", "could", "will", "would", "will be", "will be", "will continue", "will likely result" and similar expressions are intended to identify forward looking statements, although not all forward looking statements contain such identifying words. These forward looking statements are based on SE's current expectations and assumptions about thure events and are based on currently available information as to the outcome and timing of future events. We caution you that these forward looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the extraction of the critical materials we intend to produce and advanced materials production and development. These risks include, but are not limited to: our limited to: our limited poerating history in the borates and lithium industries and the financial markets; our status as an exploration stage company dependent on a single project with no known Regulation S-K 1300 mineral reserves and the inherent uncertainty in estimates of mineral resources; our lack of history in mineral production and the significant risks associated with achieving our business to date and expectations to incur continued losses for the foreseeable future; risks and uncertainties relating to the development of the 5E Boron Americas Complex, including our ability to timely and successfully complete Phase 1 of our SE Boron Americas Complex; and opinions contained herein. No respression are uncertainties should one or more of these risks or unc

You are cautioned not to place undue reliance on any forward looking statements, which speak only as of the date of this Presentation. Except as otherwise required by applicable law, we disclaim any duty to update and do not intend to update any forward looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Presentation.

#### MARKET AND INDUSTRY DATA

This Presentation has been prepared by 5E and includes market data and other statistical information from third party sources, including independent industry publications, government publications or other published independent sources. Although 5E believes these third party sources are reliable as of their respective dates for the purposes used herein, neither we nor any of our affiliates, directors, officers, employees, members, partners, shareholders or agents make any representation or warranty with respect to the accuracy or completeness of such information. Although we believe the sources are reliable, we have not independently verified the accuracy or completeness of data from such sources. Some data is also based on 5E's good faith estimates, which are derived from our review of internal sources as well as the third party sources described above. Additionally, descriptions herein of market conditions and opportunities are presented for informational purposes only there can be no assurance that such conditions will actually occur or result in positive returns.

#### CAUTIONARY NOTE REGARDING RESERVES

Unless otherwise indicated, all mineral resource estimates included in this Presentation have been prepared in accordance with, and are based on the relevant definitions set forth in, the SEC's Mining Disclosure Rules and Regulation S-K 1300 (each as defined below). Mining disclosure in the United States was previously required to comply with SEC Industry Guide 7 under the Exchange Act ("SEC Industry Guide 7"). In accordance with the SEC's Final Rule 13-10570, Modernization of Property Disclosure for Mining Registrant, the SEC has adopted final rules, effective February 25, 2019, to replace SEC Industry Guide 7 with new mining disclosure rules (the "Mining Disclosure Rules") under sub-part 1300 of Regulation S-K 1300 replaces the historical property disclosure requirements included in SEC Industry Guide 7. Regulation S-K 1300 uses the Committee for Mineral Resources" and "Inferred Mineral Resources", and require SEC-registered mining companies to disclose in their SEC filings specified information concerning their mineral resources, in addition to mineral reserves. In addition, the SEC has amended its definitions of "Proven Mineral Reserves" and "Probable Mineral Reserves" to be substantially similar to international standards. The SEC Mining Disclosure Rules more closely align SEC disclosure requirements and policies for mining properties with current industry and global regulatory practices and Standards, including the Australasian Code for Reporting of Exploration Results, Mineral Resources" and "Inferred Mineral Resources" under the SEC Mining Disclosure Rules, investors should not assume that any part or all of the mineral deposits in these categories will be converted into a higher category of mineral resources or into mineral reserves.

For additional information regarding these various risks and uncertainties, you should carefully review the risk factors and other disclosures in our Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) on September 28, 2022, as amended by our Form 10-K/A filed on October 31, 2022, as well as our Form 10-Qs filed on November 10, 2022 and February 9, 2023. Additional risks are also disclosed by 5E in its filings with the Securities and Exchange Commission throughout the year, as well as its filings under the Australian Securities Exchange.



## **Key Investment Highlights**



# **Corporate Overview**

combined.



MATERIALS Insider ownership includes all basic and dilutive securities held by insiders and is calculated using the fully diluted method assuming the conversion of BlueScape's \$60 million convertible note. <sup>6</sup> Calculated using fully diluted share count assuming the conversion of BlueScape's \$60 million convertible note. Source: S&P Market Intelligence.

# **Pillars of the Boron Opportunity**





# **Accelerating Demand from Decarbonization-Enabling End Markets**

Boron is an enabler of many decarbonization technologies<sup>1</sup>



1 Credit Suisse Climate Transition Super Materials Equity Research Report dated December 7, 2021.

2 Reflects cumulative global renewable, electrification and infrastructure, and energy efficiency investment under the International Renewable Energy Agency's Planned Energy Scenario.

# **Confluence of Demand Growth and Growing Supply Shortfall**



**Supply / Demand Imbalance**<sup>(1)</sup> (*k tonnes; boric acid equivalent*)



ADVANCED MATERIALS Note: Elemental boron figures converted to boric acid equivalent at a ratio of 1-to-5.72. <sup>1</sup> Based on "High Demand" case. Alternatively, under the "Low Demand" case, boron demand growth is expected to increase by ~2x in 2030 and ~4x in 2050 relative to 2020.

## **Boric Acid Pricing Growth is Outpacing Inflation**



Early beginnings of a potentially large and fast growing market in need of reliable, domestic supply



## **Building the World's Next Boron Producer**

By Stage: Projects or Operations with exposure to Boron or related derivatives



**DVANCED** Source: Company materials and publicly available information.

Note: Phase 1 of the 5E Boron Americas Complex is currently in the commissioning stage which will have total production capacity of 2,000 tons per year of Boric Acid once completed. All substantive permits are in place for production of up to 90,000 tons per annum. 5E remains designated an exploration stage company as defined under Regulation S-K 1300.

# **5E Boron Americas Complex Highlights**

- Onshore, 100% owned or leased resource located in California
- Key permits in place to deliver initial commercial production of up to 90ktpa
- We believe we have one of the largest known new conventional deposits globally, not owned by the Turkish Government controlled entity, Eti Maden
- Large and rare resource of ~327m tons with an estimated 8.22% boric acid and 0.17% lithium carbonate content
- Extraction method designed to have less environmental impact (solution extraction) as compared to traditional mining
- Phase 1 under commissioning and on target to produce first boric acid in H1 2023
- Access to key inputs

DVANCED

 Electricity, water from non-potable source, paved highway, gas pipeline, rail access and skilled labor

5E has unique opportunity to potentially develop this large and rare asset for which there is a market seeking new sources of reliable supply



# Solid Foundations in Place ...



## Asset Quality

- 5E Boron Americas Complex Phase 1 is in commissioning stage, with expected production to support cost optimization and large scale commercialization
- Critical Infrastructure designation by U.S. government reinforces our project's importance to critical U.S. industries
- Visibility on site infrastructure (power supply, chemical inputs)
- Multi-decade asset life and production potential<sup>1</sup>

## **Capital Markets**

- Dual-listing on Blue Chip exchanges (NASDAQ, ASX) providing investor visibility and potential for capital access
- Diversified investor base, with further project validation via BlueScape's \$60mm investment in 2022

## **Commercial Dynamics**

- Robust inbound inquiry from Blue Chip commercial players around partnerships and offtake
- Partnerships and collaboration agreements (eg Georgetown University, Boston College, Estes Energetics)<sup>2</sup> to continue refining downstream materials opportunity



#### ADVANCED <sup>1</sup> Based on the t production, th <sup>2</sup> Press Releases

 <sup>1</sup> Based on the total estimated resource of 327m tons, 8.22% boric acid content and in-place permits for up to 90ktpa of production, the 5E Boron Americas Complex is expected to have a multi-decade asset life.
<sup>2</sup> Press Releases: <u>Boston College Partnership</u>, <u>Georgetown Partnership</u>, <u>Estes Energetics Partnership</u>





5E Boron Americas Complex Phase 1 Commissioning

# ... With Catalysts Expected to Come

## **Production & Value Engineering**

- Initial production in 2023 from 5E Boron Americas Complex Phase 1 intended to confirm and to reinforce resource quality, while potentially providing boric acid and lithium carbonate for business development efforts with customers
- Intended to focus on accelerating commercial production and related engineering studies
- Visibility on long lead-item equipment and currently expected project economics

## **Potential for Future Commercial Partnerships**

- Commercial negotiation of offtake partners to pre-sell product(s) to come
- Potential for future additional partnerships for joint development of Boron advanced materials to build out 5E's downstream portfolio

## Potential for Future Government Engagement and Funding

- Government Program continues to progress through DoD, DoE and the Loan Program Office
- Ongoing work with experienced firms to lead initiatives in Washington, DC strong track record in working with pre-revenue companies like 5E
- Support and funding conversations regarding boron high value applications including food security and decarbonization applications



# **Defined and Complementary Corporate Strategic Priorities**



## **Customer-Driven Evolution in Project Execution**



**Customers:** Increased focus and priority to access reliable, high quality supply as demand continually outpaces future supply

**Government Agencies:** Growing support and funding programs dedicated to accelerating the growth of domestic critical materials supply

**Investors:** Shift in priorities with greater focus on near-term cash flow and project execution

Local Stakeholders & Economy: Need for high-quality jobs, and increasingly supportive of projects that achieve sustainable development

Execution expected to be grounded in stakeholder management, with focus on sustainable value creation over time

2

3

4



# Guiding Principles Driving our Every Decision; Building our Business the <u>Right Way</u>

Scaling our business with an aim to drive robust profitability and shareholder value both in the near-term, and over the long-run



## **Compelling Potential Upside Exposures**

 Expect to retain upside optionality: anticipated favorable long-term boron and lithium demand markets, downstream material integration, modular build-out

## **Potentially Scalable Business Model**

 Potential for systematic and measured scale-up to strike balance between execution and growth opportunity

## Intend to Achieve and Preserve Profitability

 Prudent cost and scaling optimization for expected commercial production, intended to maintain economics across the development curve

## Accelerate to Market

 Expect to start with achievable commercial scale to bring forward production, with potential to build into the boron supply gap

## **Prudent Approach to Development**

ADVANCED MATERIALS

Phase 1 feedback intended to drive plan and cost optimization for commercial production/large-scale facility; focus on optimizing path to production



# Leadership Team With Diverse Skillsets and Proven Execution Capabilities



# Sustainability is an Important Focus of our Business

DVANCED



- University research agreement
- Joint Development Agreements with Customers
- Technical / research collaborations



## **Key Investment Highlights**





# **5E Advanced Materials**

# 5Eadvancedmaterials.com

## **Contact Us**

#### J.T. Starzecki

Chief Marketing Officer jstarzecki@5eadvancedmaterials.com

#### **US Headquarters**

19500 State Highway 249, Suite 125 Houston, Texas 77070 USA Telephone: +1 346-439-9656

#### **US Field Office**

9329 Mariposa Road, Suite 210 Hesperia, California 92344 USA

Telephone: +1 442-221-0225