

Consortium for Rare Earth Technologies (CREaTe) Consortium Membership Agreement

Background. Advanced Technology International (ATI) has established the Consortium for Rare Earth Technologies (CREaTe) to support Rare Earth independence for the U.S. and U.S. allies. Rare Earth availability impacts scores of commercial and defense markets and has a profound impact on foreign policy. Given the importance and complexity of the Rare Earths supply chain, ATI is applying extensive collaboration leadership and expertise in order to assist. ATI will lead the consortium in roadmapping efforts to inform the path forward in technology development and engage in business development with the intent of identifying requirements, and securing funding for CREaTe Members to perform research and development in Rare Earth Technologies.

Objectives. Membership in CREaTe is open to all companies, innovators, research institutions and academic institutions guiding, conducting or using research to support Rare Earth extraction, processing, reclaiming and implementation in end products within the U.S. or allied countries (see Member Obligations for more information). There are currently no membership dues, but the Consortium reserves the right to implement dues or other payments at a later date to cover consortium expenses. Members may terminate membership at any time by written notice to ATI. Membership may be terminated upon written notice to a Member for failure to comply with the Member Obligations contained herein. The relationship of the Members established by this Consortium Membership Agreement is that of independent contractors. Nothing contained herein shall be construed to (i) give any of the Members hereto the power to direct or control the day-to-day activities of another Member hereto, (ii) constitute the Members as partners, joint ventures, co-owners or otherwise as participants in a joint or common undertaking, or (iii) allow any of the Members hereto to create, discharge or assume any obligation on behalf of another Member hereto for any purpose whatsoever. Each Member retains the right to engage in independent research and activities that may compete with, or be contrary to, the goals of the Consortium.

Consortium Obligations. ATI, as the Consortium Management Firm (CMF), shall administer the affairs of the Consortium, and is responsible for fulfilling the following obligations:

- Conduct a roadmapping effort to inform the path forward for U.S. Rare Earth independence;
- Promote collaboration with Government customers and other Members related to Rare Earth Technologies to include, but not limited to, potential research through prototype development projects. Provide customer support for members throughout the lifecycle of the project development process (training, guidance and process facilitation of the solicitation, award, project execution phases);
- When appropriate file with the U.S. Attorney General and the Federal Trade Commission changes in membership in accordance with the provisions of the National Cooperative Research Act of 1993;
- Manage the finances of the Consortium;
- Host periodic collaborative, membership meetings, as needed;
- Engage in business-development activity to seek opportunities with private, Federal, State, and local entities for Consortium Members to conduct research and technology development and follow-on activities that support the mission of private, Federal, State, and local agencies related to Rare Earths. These activities may require updates to this Agreement or the formation of sub-memberships in specific problem/solution domains. Should new consortia be required, each existing member, which satisfies eligibility criteria, automatically will become a member in any new consortium that is formed, but may decline membership; and
- Support potential research and development projects by providing customer support for Members throughout the lifecycle of the technology development process (training, guidance and process facilitation of the solicitation, award, and project execution phases).

Member Obligations. The Parties agree that Members have the following obligations:

- Not be barred or suspended from contracting with or receiving funds from the U.S. Government;
- For Non U.S. organizations, membership eligibility will be decided on case-by-case basis. CREaTe is focused on US interests, which can include ally interests, and seeks members from the US, Canada, England, Australia and New Zealand, and will strongly consider members from other NATO nations. Foreign instrumentalities that are substantially owned, controlled, sponsored, commanded, managed, or dominated by a **foreign government** will not be eligible for Membership;
- Clearly demonstrate in their membership application that they are capable of making a contribution in Rare Earth Technologies and other relevant subject, technology, and capability domains as may be required in order to fully support U.S. Rare Earth independence.
- Contribute their respective talents and resources to the Consortium for activities such as periodic meeting attendance, committee and subcommittee participation, and other activities as may be appropriate;
- Be current (no greater than 60 days past due) on membership dues or other payments, should they be implemented;
- Not transfer membership to any third party;
- Comply with all applicable U.S. antitrust laws;
- Comply with all applicable export control laws and regulations of the United States, including the Arms Export Control Act (“AECA”), the International Traffic in Arms Regulations (“ITAR”), the Export Administration Regulations (“EAR”), and other U.S. Government directives related to export control.