

MP MATERIALS

Q4 2024 Results

February 20, 2025

Safe Harbor

This presentation contains certain statements that are not historical facts and are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of the words such as "estimate," "plan," "shall," "may," "project," "forecast," "intend," "expect," "anticipate," "believe," "seek," "will," "target," "on track," or similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the price and market for rare earth materials, the continued demand for rare earth materials and the market for rare earth materials generally, future demand for electric vehicles and magnets, estimates and forecasts of the Company's results of operations and other financial and performance metrics, including NdPr oxide production and shipments, the Company's share repurchase program, the expected cash flows of the early production of magnetic precursor products in Stage III and associated expected magnetic precursor products prepayments and timing thereof, the expected timing for receipt of the 48C tax credits, the expected capital expenditures in Stage II and Stage III, the Company's ability to control costs and expenses, the Company's Upstream 60K strategy, including statements regarding the timing, costs and ability to increase REO production, and the Company's Stage II and Stage III projects, including the Company's ability to achieve run rate production of separated rare earth materials and production of commercial metal and magnets. Such statements are all subject to risks, uncertainties and changes in circumstances that could significantly affect the Company's future financial results and business.

Accordingly, the Company cautions that the forward-looking statements contained herein are qualified by important factors that could cause actual results to differ materially from those reflected by such statements. These forward-looking statements are subject to a number of risks and uncertainties, including fluctuations and uncertainties related to demand for and pricing of rare earth products; changes in domestic and foreign business, market, financial, political and legal conditions; changes in demand for NdFeB magnets; the effects of competition on the Company's future business; risks related to the Company's Upstream 60K strategy, including delays in completion, unexpected costs and expenses and timing for obtaining regulatory approvals; risks related to the rollout of the Company's business strategy, including Stage II and Stage III, and the timing of achieving expected business milestones in Stage II and Stage III; risks related to the Company's Stage II operations and the Company's ability to achieve run rate production of separated rare earth materials; risks related to the Company's long-term agreement with General Motors, including the Company's ability to produce and supply NdFeB magnets; risks related to expected sales of separated NdPr oxide due to various risks, including demand and pricing for separated NdPr oxide; risks related to the Company's ability to develop magnetic precursor products in Stage III, including production delays; risks related to the Company entering into agreements with customers for prepayment of magnetic precursor products, including NdPr metal; risks associated with the terms of the 3.00% unsecured senior convertible notes due March 2030; risks related to the share repurchase program and whether it will be fully consummated or will enhance long-term stockholder value; risks related to current and future governmental and environmental laws, regulations, licenses or legal requirements; and those risk factors discussed in the Company's filings with the Securities and Exchange Commission, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed by the Company with the Securities and Exchange Commission.

If any of these risks materialize or the assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The Company does not intend to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this presentation may not occur.

MP MATERIALS

Use of Non-GAAP Financial Measures

This presentation references certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income (Loss), Adjusted Diluted EPS, and Free Cash Flow, which have not been prepared in accordance with generally accepted accounting principles in the United States ("GAAP").

MP Materials defines Adjusted EBITDA as GAAP net income or loss before interest expense, net; income tax expense or benefit; and depreciation, depletion and amortization; further adjusted to eliminate the impact of stock-based compensation expense; initial start-up costs; transaction-related and other costs; accretion of asset retirement and environmental obligations; gain or loss on disposals of long-lived assets; gain or loss on early extinguishment of debt; other income or loss; and other items that management does not consider representative of our underlying operations. We define Adjusted EBITDA Margin as our Adjusted EBITDA divided by our total revenue. MP Materials defines Adjusted Net Income (Loss) as GAAP net income or loss excluding the impact of stock-based compensation expense; initial start-up costs; transaction-related and other costs; gain or loss on disposals of long-lived assets; gain or loss on early extinguishment of debt; and other items that management does not consider representative of our underlying operations; adjusted to give effect to the income tax impact of such adjustments. MP Materials defines Adjusted Diluted EPS as GAAP diluted earnings or loss per share excluding the per share impact, using adjusted diluted weighted-average shares outstanding as the denominator, of stock-based compensation expense; initial start-up costs; transaction-related and other costs; gain or loss on disposals of long-lived assets; gain or loss on early extinguishment of debt; and other items that management does not consider representative of our underlying operations; adjusted to give effect to the income tax impact of such adjustments. In addition, when appropriate, we include an adjustment to reverse the impact of applying the if-converted method to our 2026 Notes if necessary to reconcile between GAAP diluted earnings or loss per share and Adjusted Diluted EPS. When applicable, adjusted diluted weighted-average shares outstanding reflect the anti-dilutive impact of our capped call options entered into in connection with the issuance of our 3.00% unsecured senior convertible notes due March 2030. We define Free Cash Flow as net cash provided by or used in operating activities less additions to property, plant and equipment, net of proceeds from government awards used for construction. You can find the reconciliation of these measures to the most directly comparable GAAP measures in the Appendix.

MP Materials' management uses Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income (Loss), and Adjusted Diluted EPS to compare MP Materials' performance to that of prior periods for trend analyses and for budgeting and planning purposes. MP Materials believes Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income (Loss), and Adjusted Diluted EPS provide useful information to management and investors regarding certain financial and business trends relating to MP Materials' financial condition and results of operations. MP Materials' management believes that the use of Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income (Loss), and Adjusted Diluted EPS provides an additional tool for investors to use in evaluating projected operating results and trends. We believe Free Cash Flow is useful for comparing our ability to generate cash with that of our peers. Free Cash Flow is not meant to be considered in isolation or as an alternative to cash flows from operating activities and does not necessarily indicate whether cash flows will be sufficient to fund cash needs.
MP Materials' method of determining these non-GAAP measures may be different from other companies' methods and, therefore, may not be comparable to those used by other companies and MP Materials does not recommend the sole use of these non-GAAP measures to assess its financial performance. Management does not consider non-GAAP measures in isolation or as an alternative or to be superior to financial measures determined in accordance with GAAP. The principal limitation of non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in MP Materials' financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management presents reconciliations of such non-GAAP financial measures to the most directly comparable GAAP financial measures.

MP MATERIALS

2024 and Recent Highlights

Upstream

- Produced record 45,455 MT of REO in concentrate
- Implemented Upstream 60K process enhancements and commissioned grinding equipment upgrade
- Achieved record REO production for a quarter with a planned maintenance outage
- Maintained strong concentrate product profitability

Midstream

- Achieved record NdPr oxide production of 1,294 MT in 2024
  - 413 MT produced in Q4
  - Targeting >20% sequential increase in production volumes in Q1
- Signed strategic NdPr supply agreements with a major global automaker and the Department of Defense
- Maintain line of sight to midstream profitability

Downstream

- Commenced commercial NdPr metal production at Independence in Q4
- Entered trial production for automotive-grade magnets at the Independence NPI facility
- Received $100.0 million of prepayments for magnetic precursor products
- Awarded $58.5 million 48C tax credit
- Deliveries of metal in Q1; targeting commercial production of magnets by year-end

Capital Structure

- Repurchased 8.6% of outstanding shares for $225.1 million ($14.76/share)
- Extended vast majority of debt maturities to 2030 while retiring 90.2% of 2026 notes at a discount

MP MATERIALS

Full-Year Financial and Operational Overview

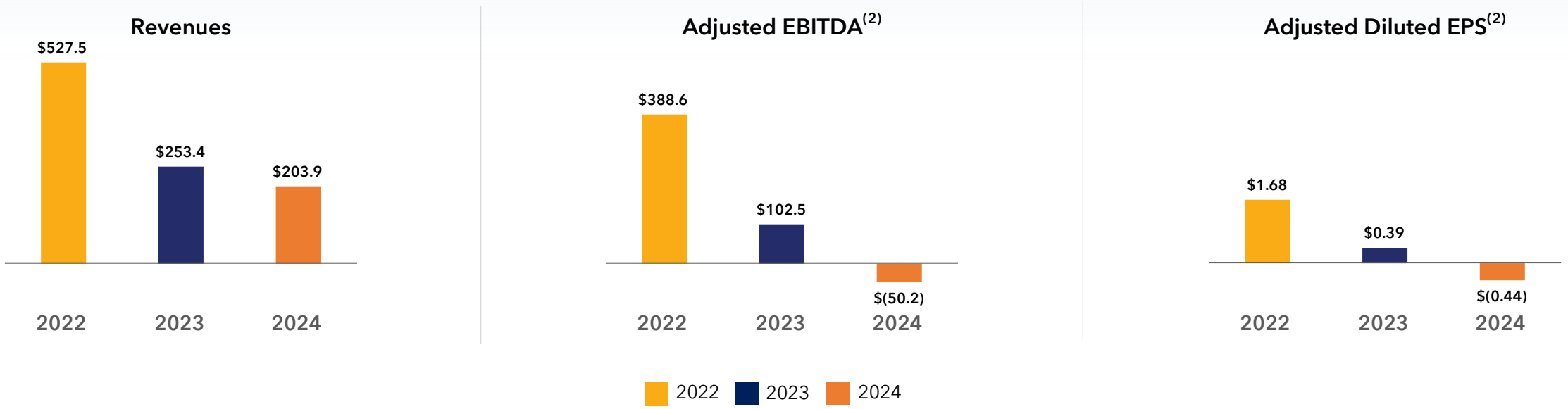
Full Year Financial Metrics - Consolidated

Revenue primarily impacted by weaker pricing of rare earth products year-over-year in both 2023 and 2024

Adjusted EBITDA primarily impacted by weaker pricing and materially higher sales of separated products in 2024, which have temporarily elevated production costs as volumes ramp towards targeted capacity

Earnings comparisons primarily impacted by the change in Adjusted EBITDA, higher depreciation expense as assets entered service over the last two years, and increased interest expense, offset by a larger tax benefit over the period

Comparable Financial Metrics[1]



1. All figures in millions except for per share amounts.
2. See Appendix for reconciliation of Adjusted EBITDA and Adjusted Diluted EPS to the most directly comparable financial measure prepared in accordance with U.S. GAAP.

MP MATERIALS

Full Year Operating Metrics - Materials Segment

Record concentrate production volumes in 2024 primarily driven by improved efficiencies and mineral recoveries

Concentrate sales volumes driven by higher consumption into midstream circuits

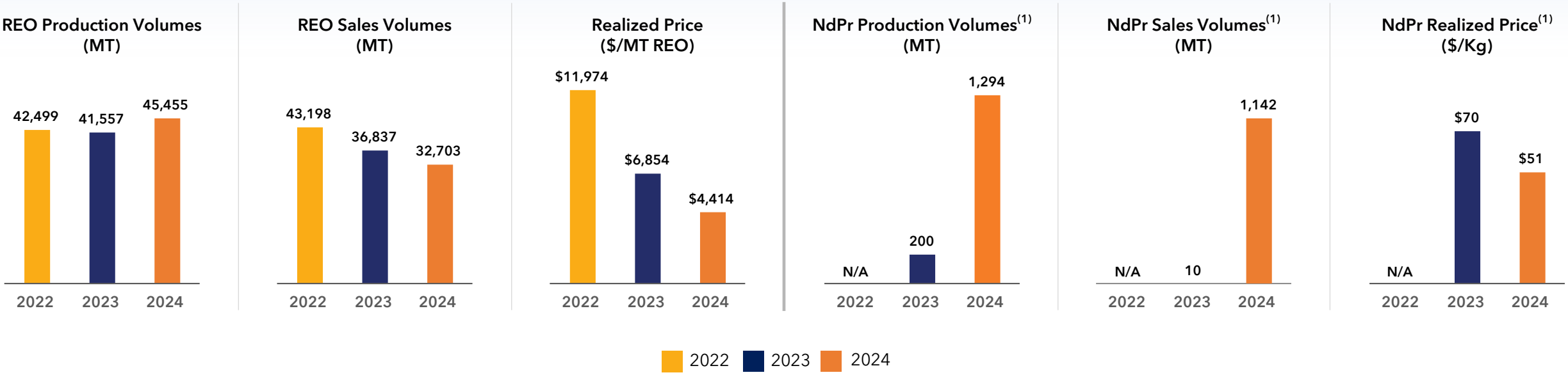
Realized pricing reflects impact of slower than anticipated growth in demand for magnetic products

NdPr production volumes increased with further progress on process optimization and ramp

Sales volumes driven by increasing production and timing of shipments

Realized pricing declined in-line with lagged market pricing

Comparable Operational Metrics



1. N/A = Not applicable as there was neither NdPr production nor sales volume in this period.

Full Year Financial Metrics - Segments

Revenue primarily impacted by weaker pricing of rare earth products year-over-year in both 2023 and 2024

Segment Adjusted EBITDA impacted by weaker pricing and materially higher sales of separated products in 2024, which have temporarily elevated production costs as volumes ramp towards targeted capacity

Capex decline due to the completion of spend on the midstream optimization project

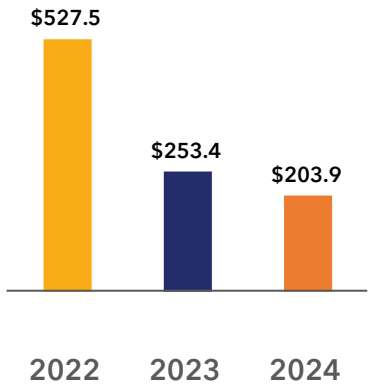
Segment Adjusted EBITDA driven by hiring 100+ people over the period to support the Independence facility

Capex spend driven by the construction of the Independence facility which began in April 2022

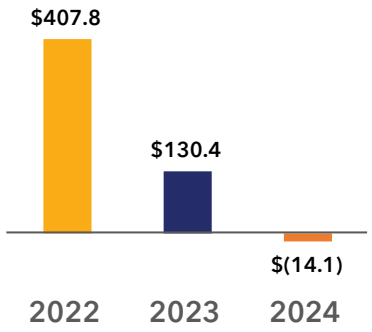
Comparable Financial Metrics[1]

Materials Segment

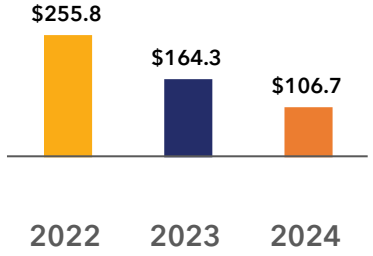
Revenues



Segment Adjusted EBITDA[2]



Capital Expenditures[3]

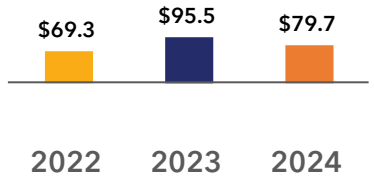


Magnetics Segment

Segment Adjusted EBITDA[2]



Capital Expenditures[3]



2022 2023 2024

1. All figures in millions.
2. Adjusted EBITDA on a consolidated basis, which is a non-GAAP financial measure, includes Corporate expenses and other. Corporate expenses and other were $16.5 million, $21.4 million and $23.8 million, for the years ended December 31, 2022, 2023 and 2024, respectively. See Appendix for a reconciliation of Adjusted EBITDA to the most directly comparable financial measure prepared in accordance with U.S. GAAP.
3. Capital expenditures related to corporate were $1.5 million, $2.1 million and zero, for the years ended December 31, 2022, 2023 and 2024, respectively.

MP MATERIALS

Fourth Quarter Financial and Operational Overview

MP MATERIALS

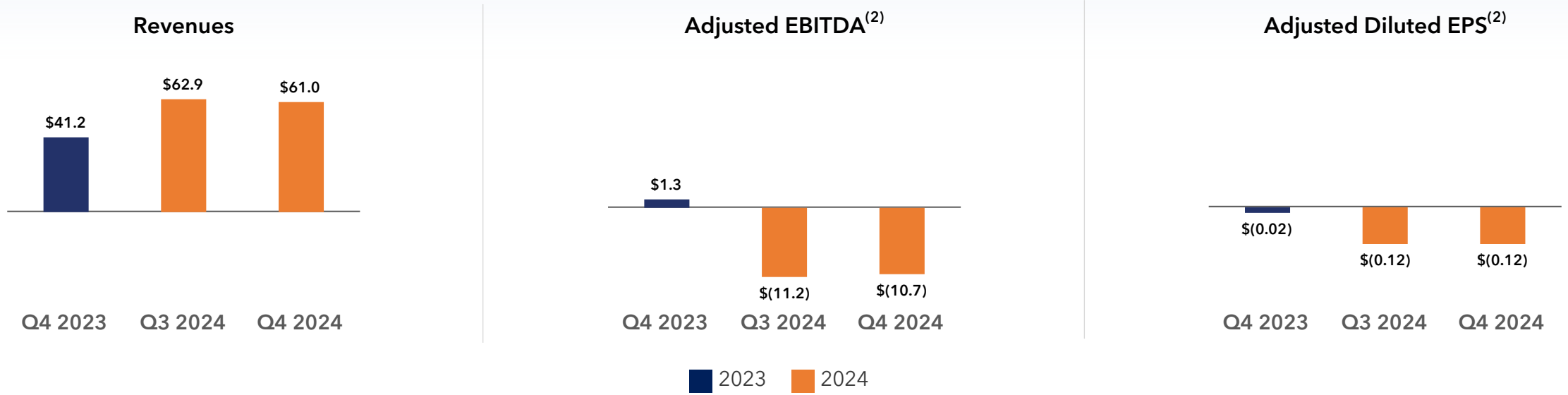
Quarterly Financial Metrics - Consolidated

Year-over-year revenue increase driven by ramp of separated product sales volumes

Year-over-year Adjusted EBITDA driven by ramp of separated product revenues with initial subscale production negatively impacting cost of sales

Year-over-year Adjusted Diluted EPS comparisons primarily impacted by change in Adjusted EBITDA, higher depreciation expense as assets entered service over the last year and increased interest expense from issuance of 2030 convertible notes

Comparable Financial Metrics – Sequential and Year-over-Year[1]



1. All figures in millions except for per share amounts.
2. See Appendix for reconciliation of Adjusted EBITDA and Adjusted Diluted EPS to the most directly comparable financial measure prepared in accordance with U.S. GAAP.

MP MATERIALS

Quarterly Operating Metrics - Materials Segment

Year-over-year growth primarily driven by improved mineral recoveries and higher uptimes; sequential volumes impacted by planned maintenance shutdown

Year-over-year concentrate sales growth driven by higher production partially offset by higher consumption into midstream circuits

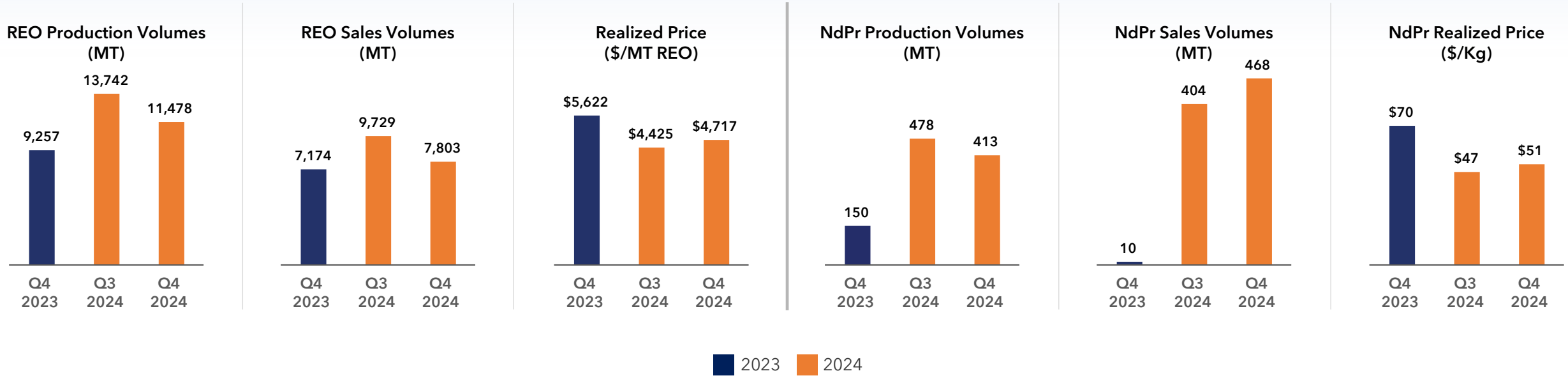
Realized pricing improved slightly sequentially due to higher NdPr market prices; expect pricing in Q1 to be flat sequentially

NdPr production volumes increased with progress on process optimization and ramp; sequential volumes impacted by planned maintenance shutdown

NdPr sales volumes driven by increasing production and timing of shipments

Realized pricing declined year-over-year in-line with lagged market pricing; expect pricing in Q1 to be flat sequentially

Comparable Operational Metrics – Sequential and Year-over-Year



Quarterly Financial Metrics - Segments

Year-over-year Materials Segment revenue increase driven by ramp of separated product sales volumes

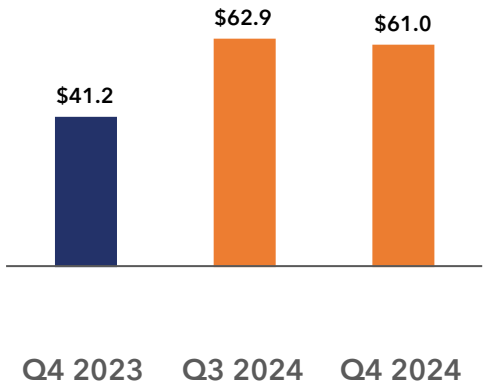
Year-over-year Materials Segment Adjusted EBITDA decline driven by ramp of separated product revenues with initial subscale production negatively impacting cost of sales

Magnetics Segment Adjusted EBITDA driven by personnel costs associated with hiring to support the Independence facility

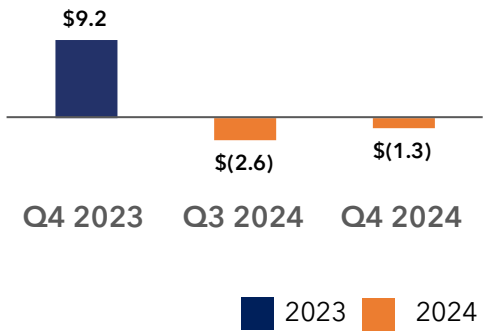
Comparable Financial Metrics – Sequential and Year-over-Year[1]

Materials Segment

Revenues



Segment Adjusted EBITDA[2]



Magnetics Segment

Segment Adjusted EBITDA[2]

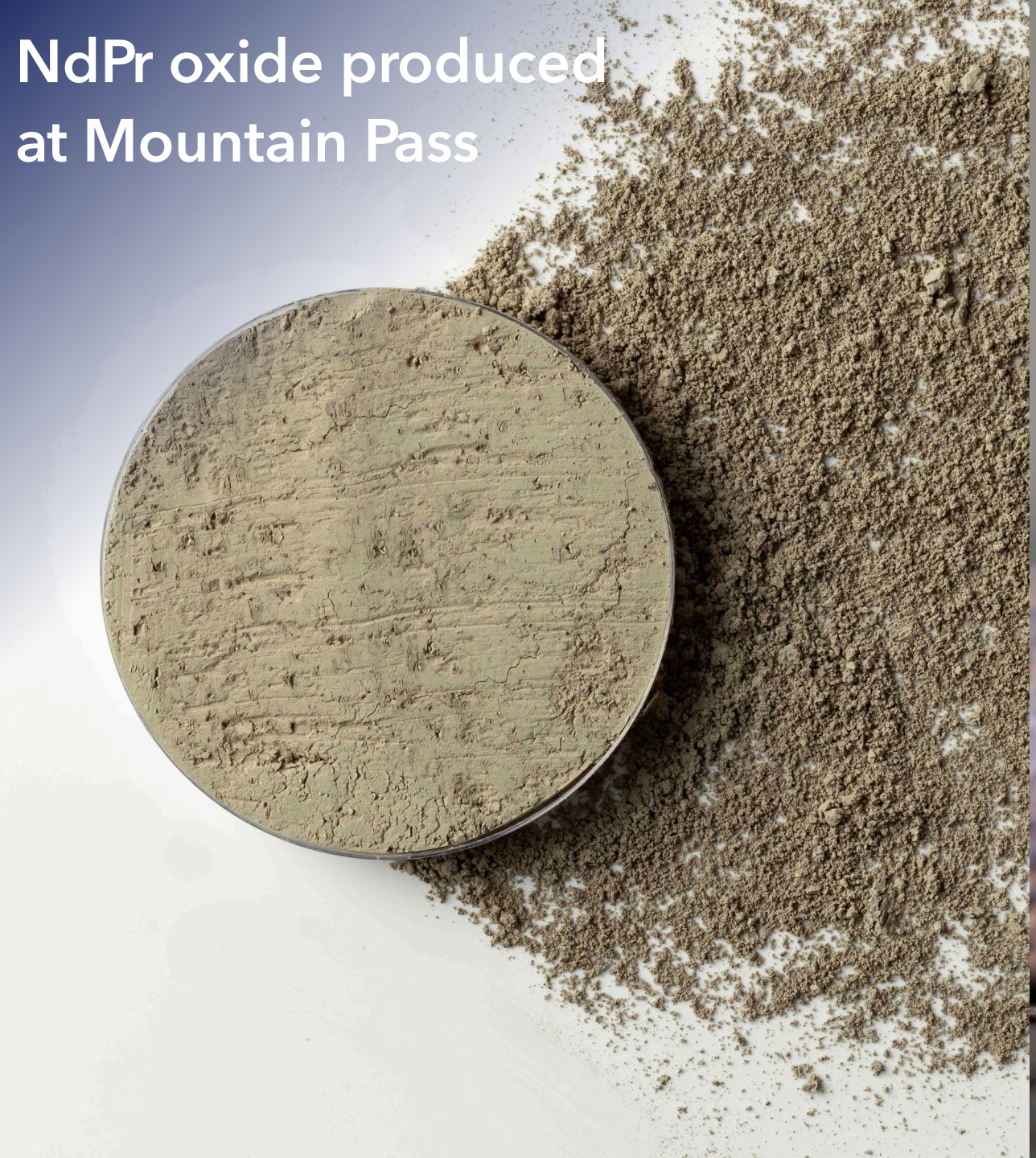


2023 2024

1. All figures in millions.
2. Adjusted EBITDA on a consolidated basis, which is a non-GAAP financial measure, includes Corporate expenses and other. Corporate expenses and other were $5.5 million and $6.3 million for the three months ended December 31, 2023 and 2024, respectively, and $5.0 million for the three months ended September 30, 2024. See Appendix for a reconciliation of Adjusted EBITDA to the most directly comparable financial measure prepared in accordance with U.S. GAAP.

MP MATERIALS

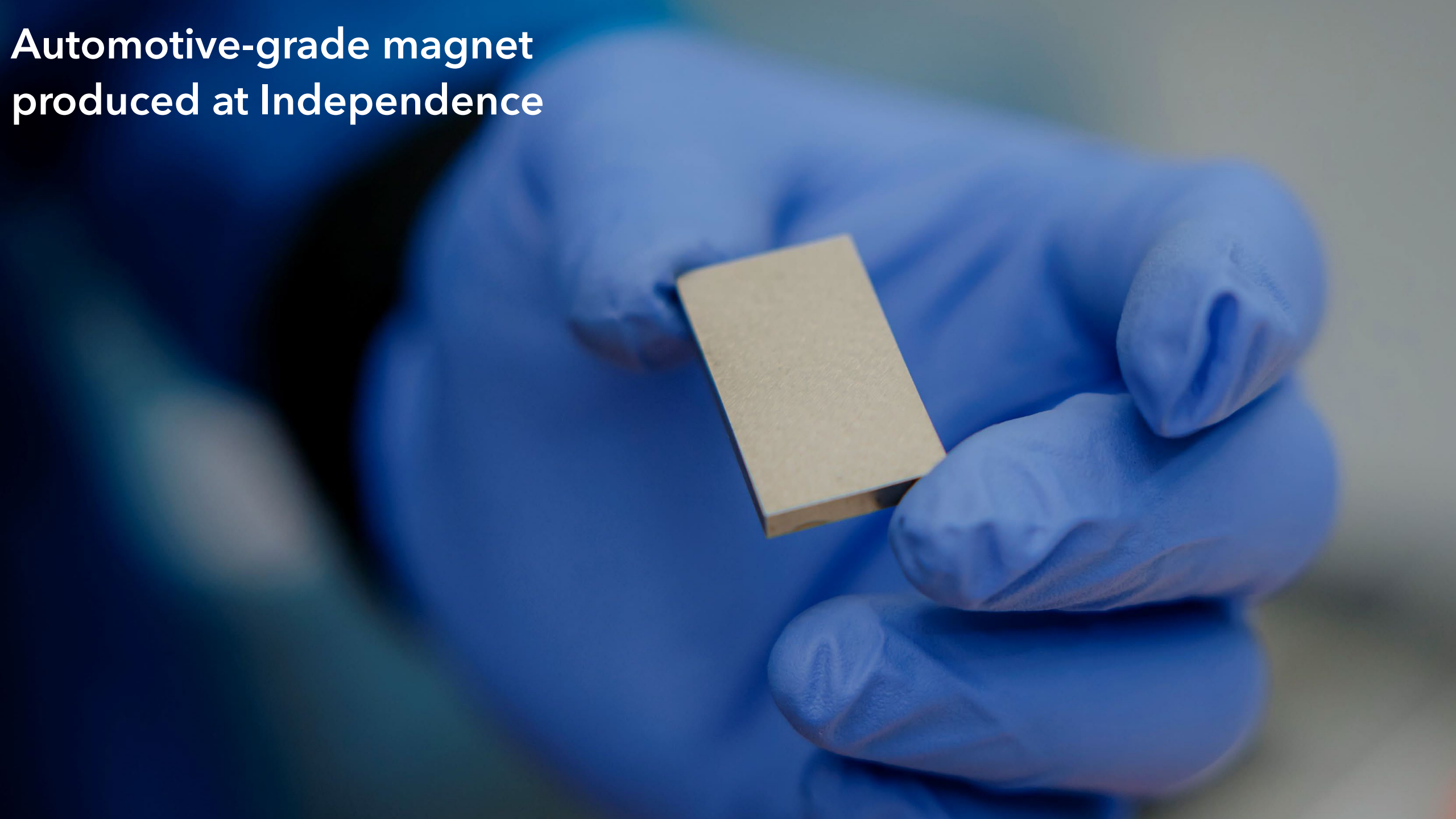
NdPr oxide produced at Mountain Pass



NdPr metal produced at Independence



Automotive-grade magnet produced at Independence



Appendix

P&L

MP Materials Corp. and Subsidiaries
Consolidated Statements of Operations

(in thousands, except share and per share data, unaudited)	For the three months ended December 31, 2024	For the three months ended December 31, 2023	For the three months ended September 30, 2024	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Revenue	$ 60,986	$ 41,205	$ 62,927	$ 203,855	$ 253,445	$ 527,510
Operating costs and expenses:						
Cost of sales (excluding depreciation, depletion and amortization)	58,263	23,577	57,266	192,586	92,714	92,218
Selling, general and administrative	19,073	21,416	21,525	83,299	79,245	75,857
Depreciation, depletion and amortization	22,118	18,633	19,344	78,057	55,709	18,356
Start-up costs	1,397	5,205	1,627	5,684	21,330	7,551
Advanced projects and development	1,164	5,346	2,051	9,307	14,932	4,249
Other operating costs and expenses	2,933	656	654	4,348	7,234	1,868
Total operating costs and expenses	104,948	74,833	102,467	373,281	271,164	200,099
Operating income (loss)	(43,962)	(33,628)	(39,540)	(169,426)	(17,719)	327,411
Interest expense, net	(6,762)	(1,107)	(6,646)	(23,010)	(5,254)	(5,786)
Gain on early extinguishment of debt	6,646	–	–	52,911	–	–
Other income, net	10,117	14,078	11,320	46,178	56,048	19,527
Income (loss) before income taxes	(33,961)	(20,657)	(34,866)	(93,347)	33,075	341,152
Income tax benefit (expense)	11,619	4,398	9,350	27,923	(8,768)	(52,148)
Net income (loss)	**$ (22,342)**	**$ (16,259)**	**$ (25,516)**	**$ (65,424)**	**$ 24,307**	**$ 289,004**
Earnings (loss) per share:						
Basic	$ (0.14)	$ (0.09)	$ (0.16)	$ (0.39)	$ 0.14	$ 1.64
Diluted	$ (0.14)	$ (0.09)	$ (0.16)	$ (0.57)	$ 0.14	$ 1.52
Weighted-average shares outstanding:						
Basic	163,379,389	177,619,628	164,149,348	166,840,611	177,181,661	176,519,203
Diluted	163,379,389	177,619,628	164,149,348	169,882,640	178,152,212	193,453,087

MP MATERIALS

Reconciliation: Net Income (Loss) to Adjusted EBITDA

(in thousands, unaudited)	For the three months ended December 31, 2024	For the three months ended December 31, 2023	For the three months ended September 30, 2024	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Net income (loss)	**$ (22,342)**	**$ (16,259)**	**$ (25,516)**	**$ (65,424)**	**$ 24,307**	**$ 289,004**
Adjusted for:						
Depreciation, depletion and amortization	22,118	18,633	19,344	78,057	55,709	18,356
Interest expense, net	6,762	1,107	6,646	23,010	5,254	5,786
Income tax expense (benefit)	(11,619)	(4,398)	(9,350)	(27,923)	8,768	52,148
Stock-based compensation expense[1]	4,560	6,195	5,453	23,183	25,236	31,780
Initial start-up costs[2]	1,385	5,133	1,493	5,303	20,607	7,432
Transaction-related and other costs[3]	2,259	4,311	1,428	8,367	11,435	1,784
Accretion of asset retirement and environmental obligations[4]	234	227	234	929	908	1,477
Loss on environmental obligations[4][5]	1,998	–	–	1,998	–	–
Loss on disposals of long-lived assets, net[4][6]	701	429	420	1,421	6,326	391
Gain on early extinguishment of debt[7]	(6,646)	–	–	(52,911)	–	–
Other income, net[8]	(10,117)	(14,078)	(11,320)	(46,178)	(56,048)	(19,527)
Adjusted EBITDA	**$ (10,707)**	**$ 1,300**	**$ (11,168)**	**$ (50,168)**	**$ 102,502**	**$ 388,631**

1. Principally included in "Selling, general and administrative" within our unaudited Consolidated Statements of Operations.
2. Included in "Start-up costs" within our unaudited Consolidated Statements of Operations and excludes any applicable stock-based compensation, which is included in the "Stock-based compensation expense" line above. Relates to certain costs incurred in connection with the commissioning and starting up of our initial separations capability at Mountain Pass and our initial magnet-making capabilities at the Independence Facility prior to the achievement of commercial production. These costs include labor of incremental employees hired in advance to work directly on such commissioning activities, training costs, costs of testing and commissioning the new circuits and processes, and other related costs. Given the nature and scale of the related costs and activities, management does not view these as normal, recurring operating expenses, but rather as non-recurring investments to initially develop our separations and magnet-making capabilities. Therefore, we believe it is useful and necessary for investors to understand our core operating performance in current and future periods by excluding the impact of these start-up costs. To the extent additional start-up costs are incurred in the future to expand our separations and magnet-making capabilities after initial achievement of commercial production (e.g., significantly expanding production capacity at an existing facility or building a new separations or magnet manufacturing facility), such costs would not be considered an adjustment for this non-GAAP financial measure.
3. Amounts are included in either "Selling, general and administrative" or "Advanced projects and development" within our unaudited Consolidated Statements of Operations, and pertain to legal, consulting, and advisory services, and other costs associated with specific transactions, including potential acquisitions, mergers, or other investments.
4. Included in "Other operating costs and expenses" within our unaudited Consolidated Statements of Operations.
5. Amounts are the result of the Company adjusting its estimated cash flows and timing for its existing environmental obligation during the fourth quarter of 2024.
6. The year ended December 31, 2023, included $5.5 million in demolition costs associated with demolishing and removing certain out-of-use older facilities and infrastructure from the Mountain Pass site to accommodate future expansion in rare earth processing.
7. Amount for the three months ended December 31, 2024, pertains to a gain recognized on the debt exchange in December 2024 whereby the Company exchanged a portion of its 2026 Notes for new 2030 Notes. The year ended December 31, 2024, amount also includes a gain recognized on the retirement of 2026 Notes in March 2024 in connection with the issuance of 2030 Notes.
8. Principally comprised of interest and investment income.

MP MATERIALS

Reconciliation: Net Income (Loss) to Adjusted Net Income (Loss)

(in thousands, unaudited)	For the three months ended December 31, 2024	For the three months ended December 31, 2023	For the three months ended September 30, 2024	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Net income (loss)	**$ (22,342)**	**$ (16,259)**	**$ (25,516)**	**$ (65,424)**	**$ 24,307**	**$ 289,004**
Adjusted for:						
Stock-based compensation expense[1]	4,560	6,195	5,453	23,183	25,236	31,780
Initial start-up costs[2]	1,385	5,133	1,493	5,303	20,607	7,432
Transaction-related and other costs[3]	2,259	4,311	1,428	8,367	11,435	1,784
Loss on environmental obligations[4][5]	1,998	–	–	1,998	–	–
Loss on disposals of long-lived assets, net[4][6]	701	429	420	1,421	6,326	391
Gain on early extinguishment of debt[7]	(6,646)	–	–	(52,911)	–	–
Other	–	(9)	–	–	(51)	(273)
Tax impact of adjustments above[8]	(857)	(3,798)	(2,912)	3,959	(16,482)	(6,716)
Release of valuation allowance	–	–	–	–	–	(2,845)
Adjusted Net Income (Loss)	**$ (18,942)**	**$ (3,998)**	**$ (19,634)**	**$ (74,104)**	**$ 71,378**	**$ 320,557**

1. Principally included in "Selling, general and administrative" within our unaudited Consolidated Statements of Operations.
2. Included in "Start-up costs" within our unaudited Consolidated Statements of Operations and excludes any applicable stock-based compensation, which is included in the "Stock-based compensation expense" line above. Relates to certain costs incurred in connection with the commissioning and starting up of our initial separations capability at Mountain Pass and our initial magnet-making capabilities at the Independence Facility prior to the achievement of commercial production. These costs include labor of incremental employees hired in advance to work directly on such commissioning activities, training costs, costs of testing and commissioning the new circuits and processes, and other related costs. Given the nature and scale of the related costs and activities, management does not view these as normal, recurring operating expenses, but rather as non-recurring investments to initially develop our separations and magnet-making capabilities. Therefore, we believe it is useful and necessary for investors to understand our core operating performance in current and future periods by excluding the impact of these start-up costs. To the extent additional start-up costs are incurred in the future to expand our separations and magnet-making capabilities after initial achievement of commercial production (e.g., significantly expanding production capacity at an existing facility or building a new separations or magnet manufacturing facility), such costs would not be considered an adjustment for this non-GAAP financial measure.
3. Amounts are included in either "Selling, general and administrative" or "Advanced projects and development" within our unaudited Consolidated Statements of Operations, and pertain to legal, consulting, and advisory services, and other costs associated with specific transactions, including potential acquisitions, mergers, or other investments.
4. Included in "Other operating costs and expenses" within our unaudited Consolidated Statements of Operations.
5. Amounts are the result of the Company adjusting its estimated cash flows and timing for its existing environmental obligation during the fourth quarter of 2024.
6. The year ended December 31, 2023, included $5.5 million in demolition costs associated with demolishing and removing certain out-of-use older facilities and infrastructure from the Mountain Pass site to accommodate future expansion in rare earth processing.
7. Amount for the three months ended December 31, 2024, pertains to a gain recognized on the debt exchange in December 2024 whereby the Company exchanged a portion of its 2026 Notes for new 2030 Notes. The year ended December 31, 2024, amount also includes a gain recognized on the retirement of 2026 Notes in March 2024 in connection with the issuance of 2030 Notes.
8. Tax impact of adjustments is calculated using an adjusted effective tax rate, which excludes the impact of discrete tax costs and benefits, to each adjustment. The adjusted effective tax rates were 20.1%, 23.7%, and 33.1% for the three months ended December 31, 2024 and 2023 and for the three months ended September 30, 2024, respectively. The adjusted effective tax rates were 31.3%, 25.9% and 16.3% for the years ended December 31, 2024, 2023 and 2022, respectively.

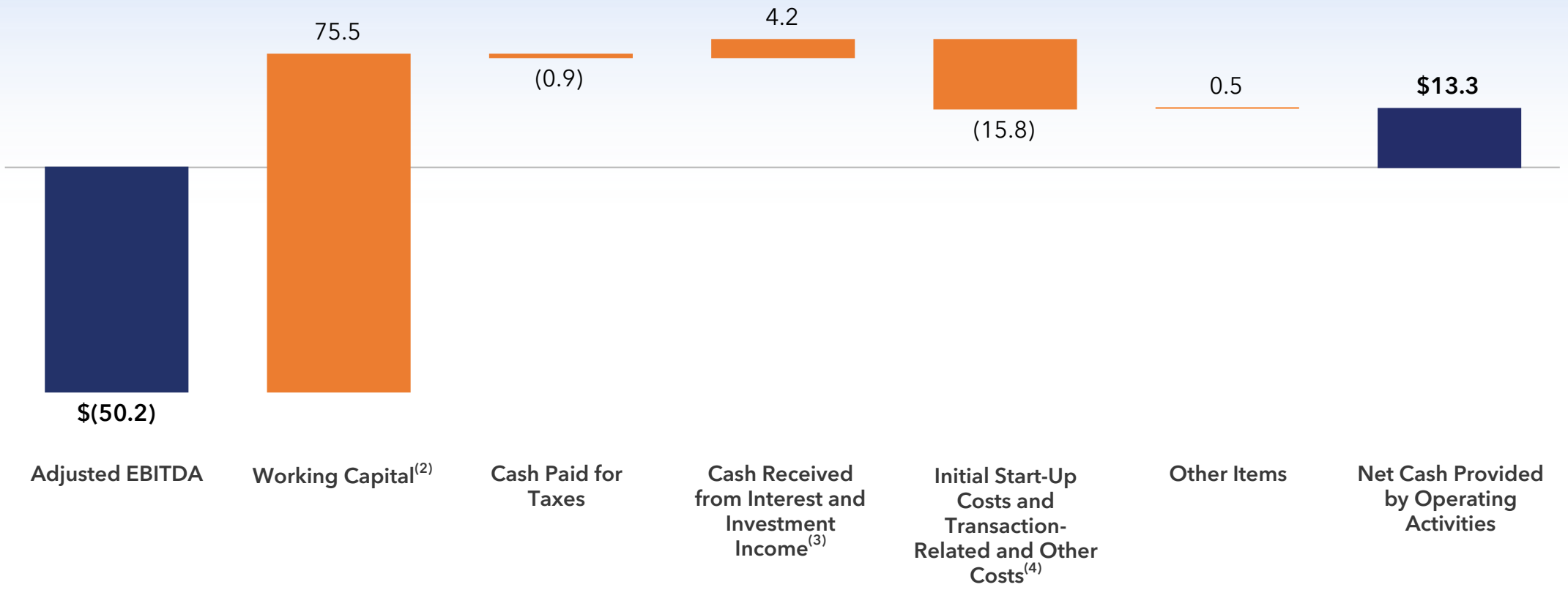
MP MATERIALS

Reconciliation: Diluted Earnings (Loss) per Share to Adjusted Diluted EPS

(unaudited)	For the three months ended December 31, 2024	For the three months ended December 31, 2023	For the three months ended September 30, 2024	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Diluted earnings (loss) per share	**$ (0.14)**	**$ (0.09)**	**$ (0.16)**	**$ (0.57)**	**$ 0.14**	**$ 1.52**
Adjusted for:						
Stock-based compensation expense	0.03	0.03	0.04	0.14	0.13	0.16
Initial start-up costs	0.01	0.03	0.01	0.03	0.11	0.04
Transaction-related and other costs	0.01	0.02	0.01	0.05	0.06	0.01
Loss on environmental obligations	0.01	–	–	0.01	–	–
Loss on disposals of long-lived assets, net	–	–	–	0.01	0.03	–
Gain on early extinguishment of debt	(0.04)	–	–	(0.32)	–	–
Tax impact of adjustments above[1]	–	(0.01)	(0.02)	0.02	(0.08)	(0.04)
Release of valuation allowance	–	–	–	–	–	(0.01)
2026 Notes if-converted method[2]	–	–	–	0.19	–	–
Adjusted Diluted EPS	**$ (0.12)**	**$ (0.02)**	**$ (0.12)**	**$ (0.44)**	**$ 0.39**	**$ 1.68**
Diluted Weighted-Average Shares Outstanding	**163,379,389**	**177,619,628**	**164,149,348**	**169,882,640**	**178,152,212**	**193,453,087**
Assumed conversion of 2026 Notes[3][4]	–	–	–	(3,042,029)	15,584,409	–
Adjusted Diluted Weighted-Average Shares Outstanding[3][4]	**163,379,389**	**177,619,628**	**164,149,348**	**166,840,611**	**193,736,621**	**193,453,087**

1. Tax impact of adjustments is calculated using an adjusted effective tax rate, which excludes the impact of discrete tax costs and benefits, to each adjustment. The adjusted effective tax rates were 20.1%, 23.7%, and 33.1% for the three months ended December 31, 2024 and 2023 and for the three months ended September 30, 2024, respectively. The adjusted effective tax rates were 31.3%, 25.9% and 16.3% for the years ended December 31, 2024, 2023 and 2022, respectively.
2. The 2026 Notes were dilutive for GAAP purposes for the year ended December 31, 2024 but antidilutive for purposes of computing Adjusted Diluted EPS. As such, within this reconciliation, we have included this adjustment to reverse the impact of applying the if-converted method to the 2026 Notes in the computation of GAAP diluted loss per share.
3. The 2026 Notes were dilutive for GAAP purposes for the year ended December 31, 2024 but antidilutive for purposes of computing Adjusted Diluted EPS. As such, we excluded the potentially dilutive securities associated with the 2026 Notes from the Adjusted Diluted weighted-average shares outstanding.
4. The 2026 Notes were antidilutive for GAAP purposes for the year ended December 31, 2023. For purposes of calculating Adjusted Diluted EPS, we have added back the assumed conversion of the 2026 Notes since they would not be antidilutive when using Adjusted Net Income as the numerator in the calculation of Adjusted Diluted EPS.

Full Year 2024 Cash Flow Bridge[1]



1. All figures in millions. May not recompute as presented due to rounding.
2. Includes $100.0 million of customer prepayments for magnetic precursor products and $19.4 million related to the Section 45X Advanced Manufacturing Production Credit claimed on our 2023 federal tax return.
3. Amount is net of cash paid for interest.
4. Includes items that were previously accrued and paid for in the current period.

MP MATERIALS

Reconciliation: Net Cash Provided by Operating Activities to Free Cash Flow

(in thousands, unaudited)	For the year ended December 31, 2024
Net cash provided by operating activities	**$ 13,349**
Additions to property, plant and equipment[1]	(186,322)
Free Cash Flow	**$ (172,973)**

1. Amount is net of $0.1 million in proceeds from government awards used for construction.

MP MATERIALS