



Third Quarter 2021 Results

November 4, 2021

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,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “will,” “target,” 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 estimates and forecasts of other financial and performance metrics, regarding the expected timing of completion of Stage II, expectations and timing of Stage III developments, including the location for Stage III, and projections of market opportunity.

These statements are based on various assumptions, whether or not identified in this presentation, and on the current expectations of MP Materials Corp.’s (“MP Materials” or “MP”) management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and must not be relied on by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of MP Materials. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; failure to realize the anticipated benefits of the business combination; risks relating to the uncertainty of the projected financial information with respect to MP Materials; risks related to the rollout of MP Materials’ business strategy, including Stage II and Stage III, and the timing of expected business milestones; risks related to the construction of Stage II, including timing for completion and costs; risks related to MP Materials’ arrangements with Shenghe; the effects of competition on MP Materials’ future business; risks related to political and macroeconomic uncertainty; the impact of the global COVID-19 pandemic, including the Delta variant and other variants, on any of the foregoing risks; risks related to MP’s ability to comply with various government regulations that are applicable to its business; risks relate to MP’s ability to maintain its governmental licenses, registrations, permits, and approvals necessary for its business; and those factors discussed in MP Materials’ Annual Report on Form 10-K for the year ended December 31, 2020, and MP Materials’ Quarterly Report on Form 10-Q for the quarterly periods ended March 31, 2021 and June 30, 2021, under the heading “Risk Factors,” and other documents to be filed by MP Materials, with the U.S. Securities and Exchange Commission.

If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that MP Materials does not presently know or that MP Materials currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect MP Materials’ expectations, plans or forecasts of future events and views as of the date of this presentation. MP Materials anticipates that subsequent events and developments will cause MP Materials’ assessments to change. However, while MP Materials may elect to update these forward-looking statements at some point in the future, MP Materials specifically disclaims any obligation to do so, unless required by applicable law. These forward-looking statements should not be relied upon as representing MP Materials’ assessments as of any date subsequent to the date of this presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Use of Non-GAAP Financial Measures

This presentation contains certain non-GAAP financial measures, such as Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Total Value Realized, Production Costs, Free Cash Flow, Normalized Stage I Free Cash Flow, and Adjusted Operating Cash Flow, which have not been prepared in accordance with generally accepted accounting principles in the United States ("GAAP").

We define Adjusted EBITDA as our 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; transaction-related and other non-recurring costs; non-cash accretion of asset retirement and environmental obligations; gain or loss on sale or disposal of long-lived assets; write-down of inventories; royalty expense to SNR; tariff rebates; and other income or loss, net. We define Adjusted EBITDA Margin as our Adjusted EBITDA divided by our product sales adjusted for the revenue impact of tariff-related rebates from Shenghe on account of prior sales. Adjusted Net Income is defined as our GAAP net income or loss excluding the impact of depletion; stock-based compensation expense; transaction-related and other non-recurring costs; gain or loss on sale or disposal of long-lived assets; write-downs of inventories; royalty expense to SNR; tariff rebates; and other income or loss, net; adjusted to give effect to the income tax impact of such adjustments. Total Value Realized, which we use to calculate realized price per REO MT, is defined as our product sales adjusted for the revenue impact of tariff-related rebates from Shenghe on account of prior sales, and, in connection with our sales of REO to Shenghe between July 1, 2019, and June 5, 2020, the Shenghe Implied Discount. The Shenghe Implied Discount is equal to the difference between (i) Shenghe's average realized price, net of taxes, tariffs and certain other agreed-upon charges (such as one-time demurrage charges) on our products once sold to their ultimate customers and (ii) the amount of revenue we recognized on the sales of those products to Shenghe for sales between July 1, 2019, and June 5, 2020, which includes a non-cash portion. Realized price per REO MT is calculated as the quotient of: (i) our Total Value Realized for a given period and (ii) our REO sales volume for the same period. Production Costs, which we use to calculate production cost per REO MT, is defined as our cost of sales (excluding depreciation, depletion and amortization), less stock-based compensation expense included in cost of sales, shipping and freight costs, and costs attributable to certain other sales, for a given period. Production cost per REO MT is calculated as the quotient of: (i) our Production Costs for a given period and (ii) our REO sales volume for the same period. We define Free Cash Flow as net cash provided by or used in operating activities less additions of property, plant and equipment, net of proceeds received from government awards used for construction. Normalized Stage I Free Cash Flow is defined as Free Cash Flow plus (i) the non-cash portion of revenue from sales to Shenghe (i.e., Offtake Paydown), (ii) growth capital expenditures, and (iii) expenditures for transaction-related and other non-recurring costs. We define Adjusted Operating Cash Flow as net cash provided by or used in operating activities plus the non-cash portion of revenue from sales to Shenghe. 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, and Adjusted Net Income, 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, and Adjusted Net Income 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 believes that the use of Adjusted EBITDA, Adjusted EBITDA Margin, and Adjusted Net Income provide an additional tool for investors to use in evaluating projected operating results and trends. MP Materials believes realized price per REO MT, which utilizes the non-GAAP financial measure, Total Value Realized, is an important measure of the market price of the Company's product. Furthermore, MP Materials believes production cost per REO MT sold, which utilizes the non-GAAP financial measure, Production Costs, is a key indicator of the Company's production efficiency. We believe Free Cash Flow, Normalized Stage I Free Cash Flow, and Adjusted Operating Cash Flow, are 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.

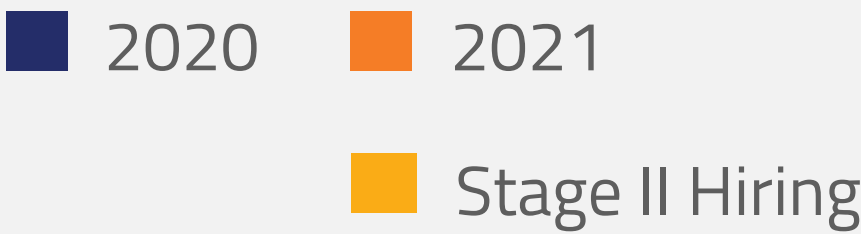
Third quarter highlights

- **Achieved record quarterly production and sales volumes**
- **Revenues more than doubled YoY to \$99.8M; up +36% sequentially**
 - Strong demand for concentrate resulted in +127% YoY increase in realized price, driven primarily by contained NdPr
- **Adjusted EBITDA up nearly 6x YoY to \$68.3M; up +47% sequentially**
 - Cost discipline and production volume leverage drove 5.8% sequential decline in unit production costs
 - Adjusted EBITDA Margin up +32pts YoY to 68%; up +4pts sequentially
- **Strong cash from operations continues to fund capital investments including Stage II**
- **Continued progress on Stage II Optimization**
 - Stage I production achievements support Stage II volume outlook
- **Expect Stage III location announcement by year end**

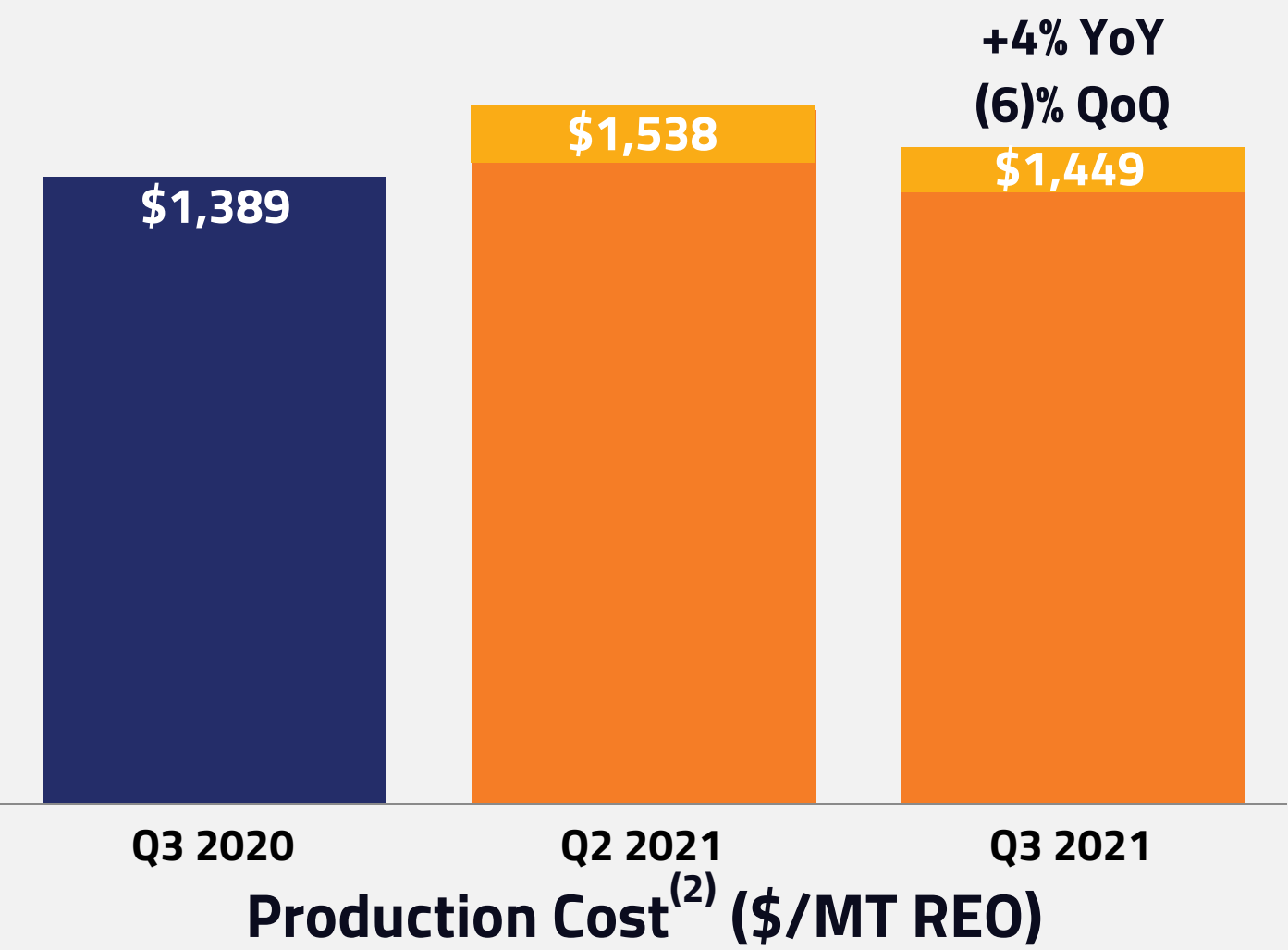
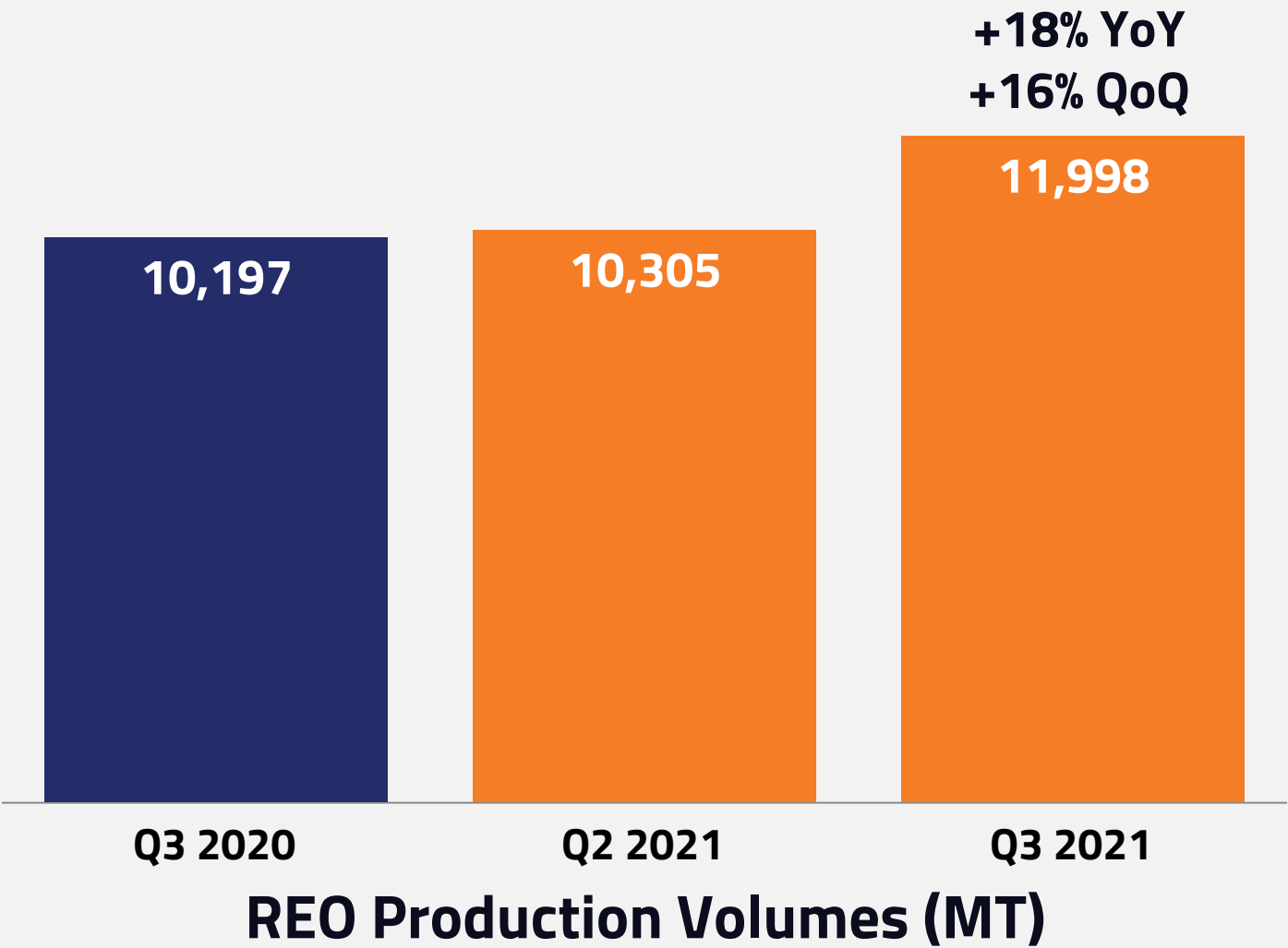
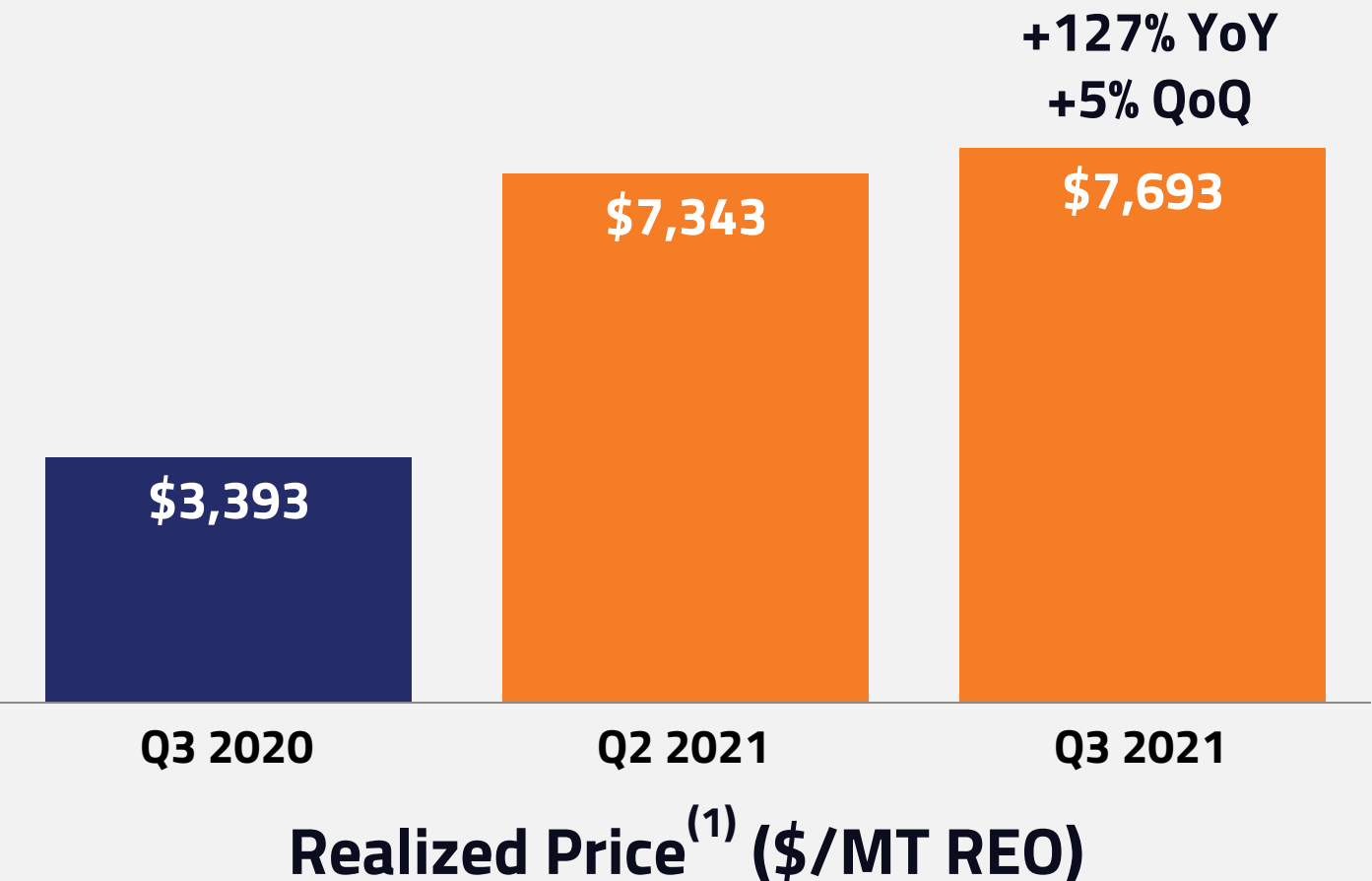
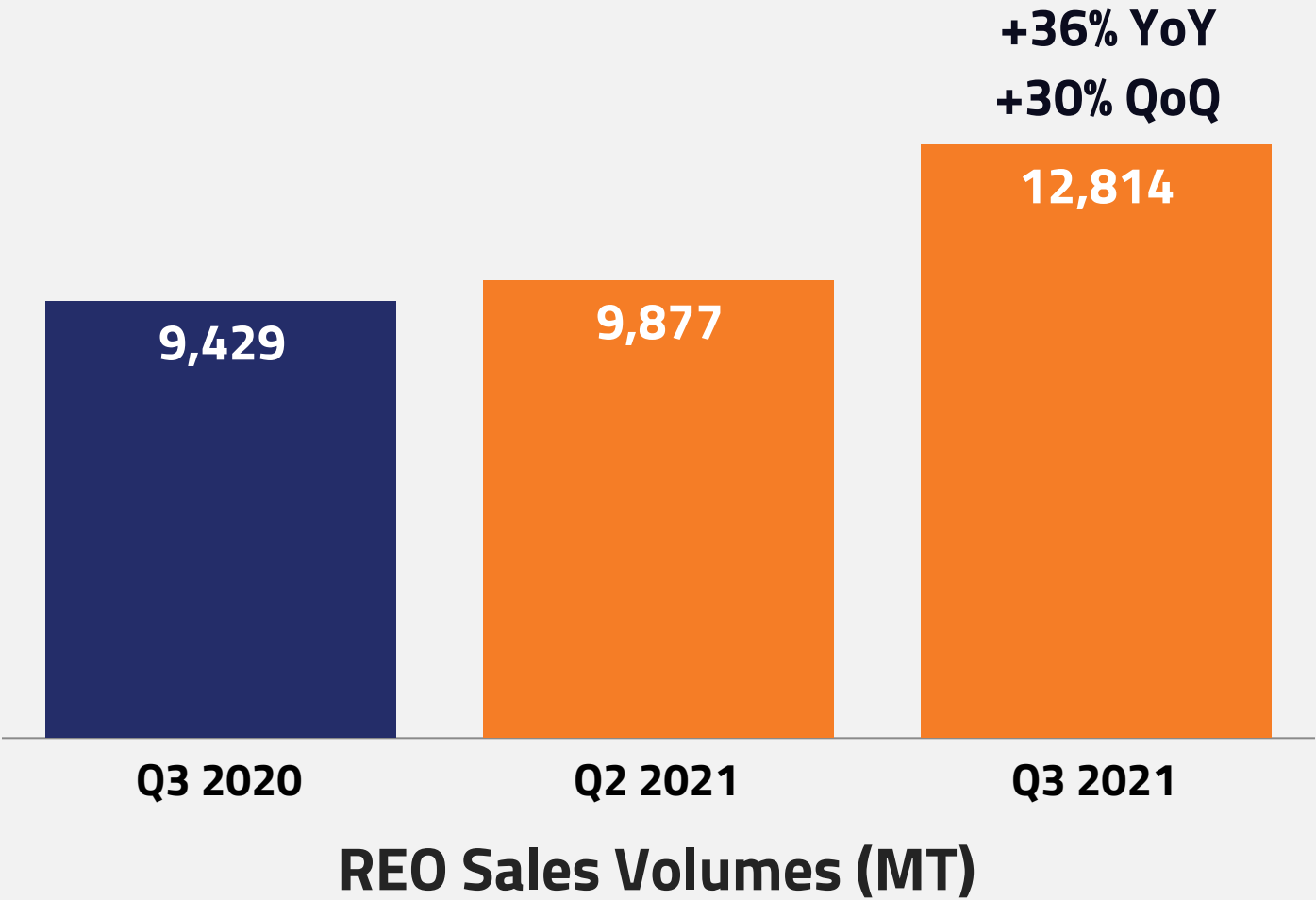


Operations and Financial Overview

Continued
operational
execution



Comparable Operational Metrics—Sequential and Year-over-Year



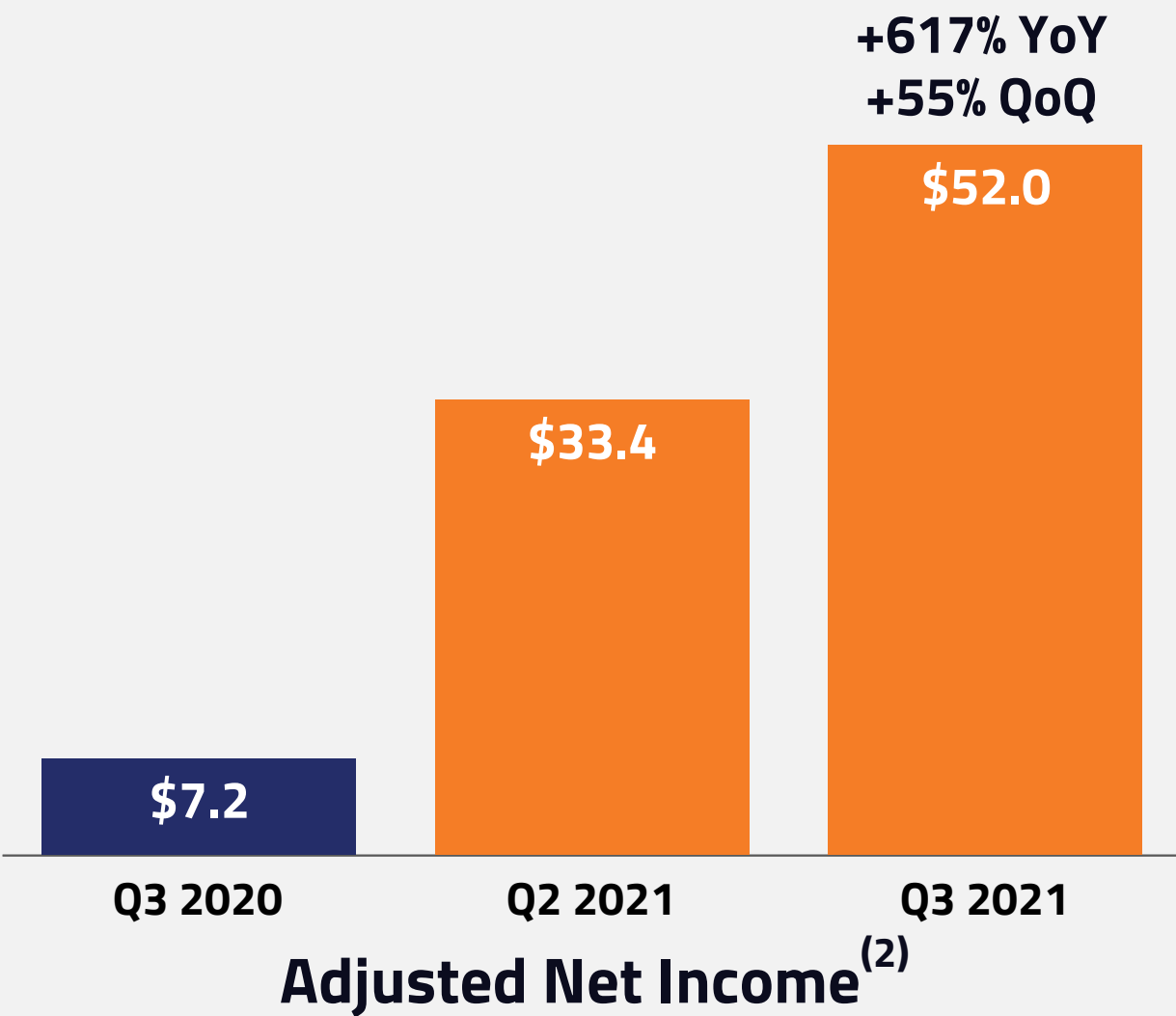
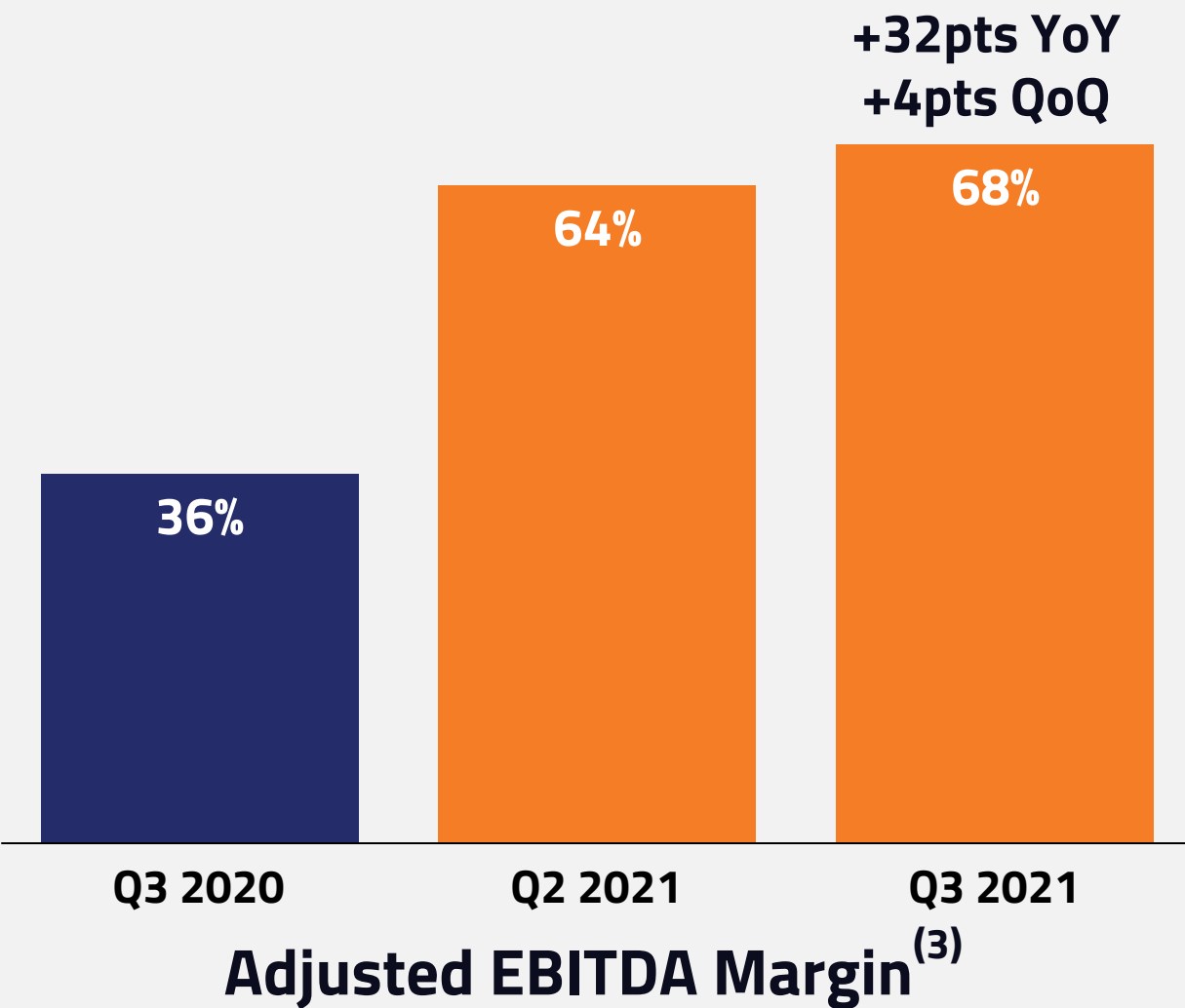
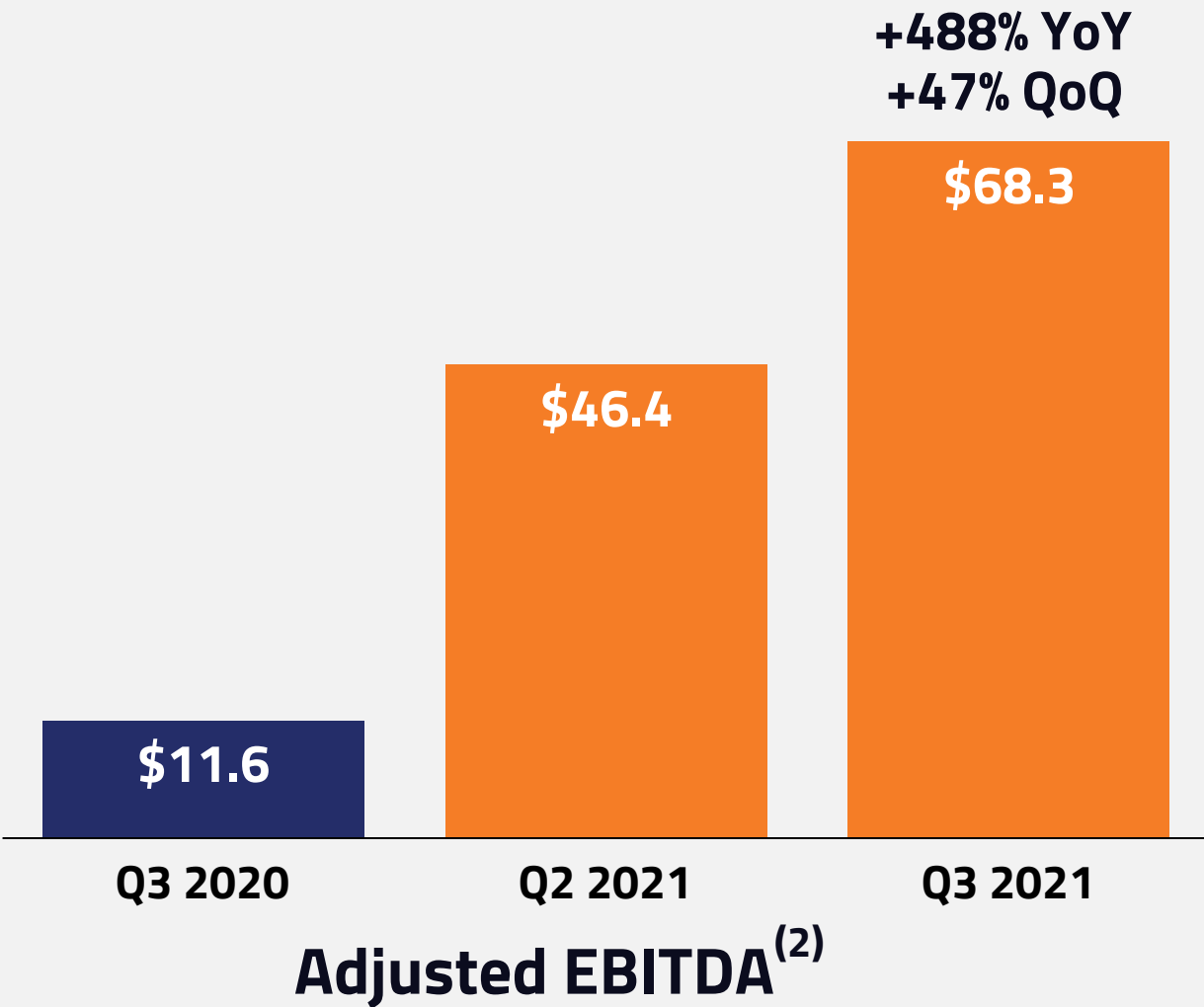
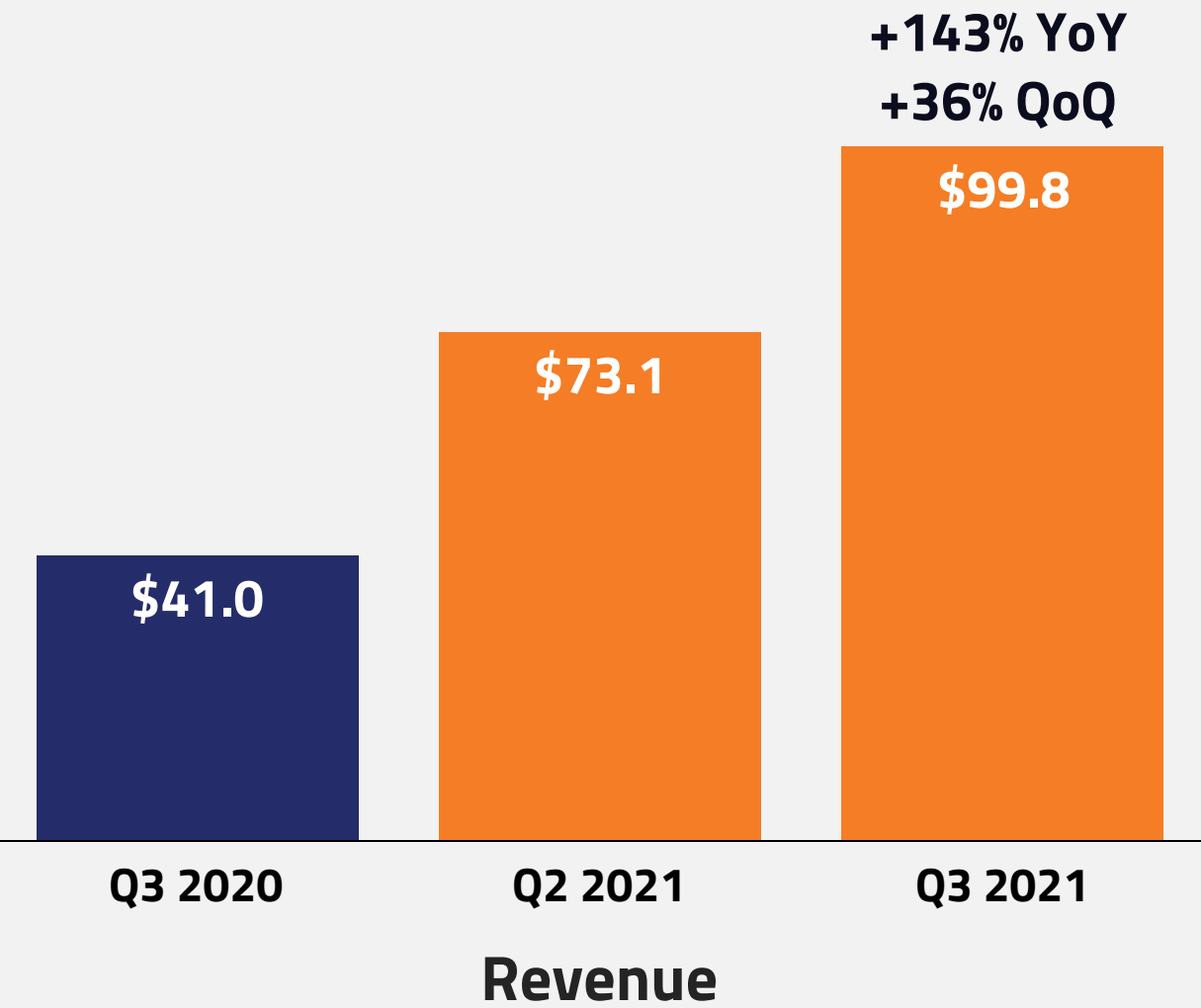
1. See Appendix for calculation of realized price per REO MT, which includes the non-GAAP financial measure, Total Value Realized. See Appendix for a reconciliation of Total Value Realized (non-GAAP) to Product sales (GAAP).

2. See Appendix for calculation of production cost per REO MT, which includes the non-GAAP financial measure, Production Costs. See Appendix for a reconciliation of Production Costs (non-GAAP) to Cost of sales (GAAP).

Rapid
revenue &
earnings
growth

2020 2021

Comparable Financial Metrics—Sequential and Year-over-Year⁽¹⁾

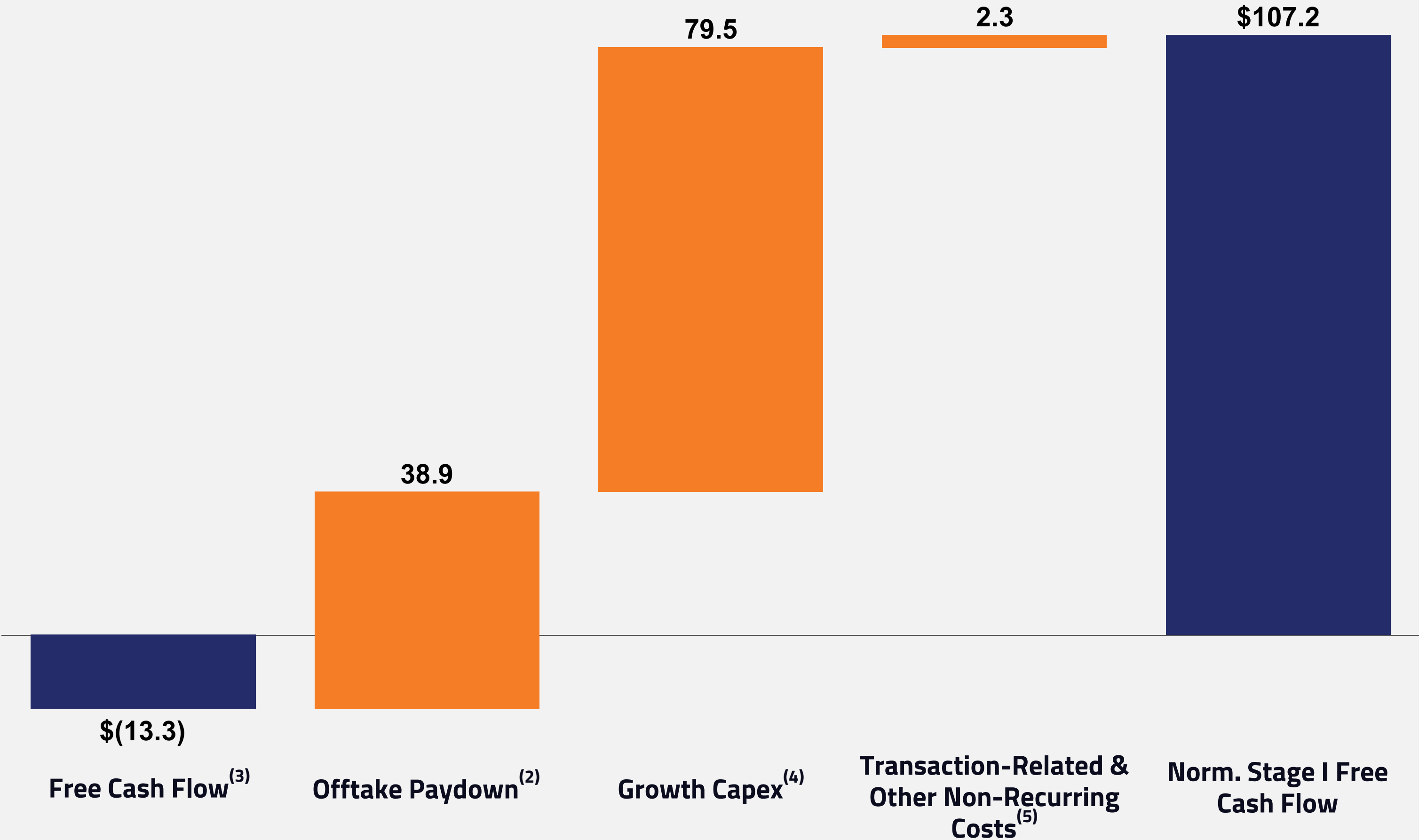


1. All figures in millions except for margins
2. See Appendix for reconciliation of Adjusted EBITDA and Adjusted Net Income to the most directly comparable financial measure prepared in accordance with U.S. GAAP
3. Q3 2020 Adjusted EBITDA Margin calculation excludes \$8.9M out-of-period tariff refund recognized within revenues but removed from the calculation of Adjusted EBITDA

YTD 2021 Reported FCF to Normalized Stage I FCF Bridge⁽¹⁾

Significant Stage I
normalized free
cash flow

- Normalized Stage I Free Cash Flow of \$107.2M or 46.1% of YTD revenue
- \$38.9M of YTD Offtake Paydown reflected as reduction of GAAP operating cash flows⁽²⁾
- Growth capex is primarily Stage II Optimization spending, costs for recommissioning, CHP-related and other growth capital spending



1. All figures in millions. May not recompute as presented due to rounding.
2. Reflects the reduction in the Shenghe Offtake balance. See Appendix for further details on the U.S. GAAP treatment of the offtake paydown.
3. See Appendix for reconciliation of Free Cash Flow and Normalized Stage I Free Cash Flow to the most directly comparable financial measure prepared in accordance with U.S. GAAP
4. Consists primarily of: (1) Stage II engineering, construction, progress payments and other costs, net of government awards; (2) capitalized plant recommissioning expenses; and (3) CHP and water treatment plant related recommissioning expenses
5. Relates to advisory, consulting, accounting, and legal expenses and settlements incurred in connection with non-recurring transactions, including secondary equity offerings, the redemption of the Company's public warrants, and other matters. Excludes items that were accrued but not yet paid.



Stage II and Stage III Updates

Stage II & Stage III progress

- **Stage II and related work: Continued progress**
 - Began continuous performance testing of both CHP turbines
 - Recommissioned water treatment plant - now producing on-spec RO water
 - Ancillary process equipment progressing - deliveries expected within needed timeframes
 - Site construction continues - expanded to 8 separate work areas
 - Continued investment in heavy separation capability
- **Stage III: Continued market acceleration**
 - Location announcement by year-end on track
 - Due diligence and business development advancing
 - Conceptual design work underway



Photos

Overhead Mountain Pass



Product finishing foundation and salt crystallizer structure



Concentrate dryer and calciner



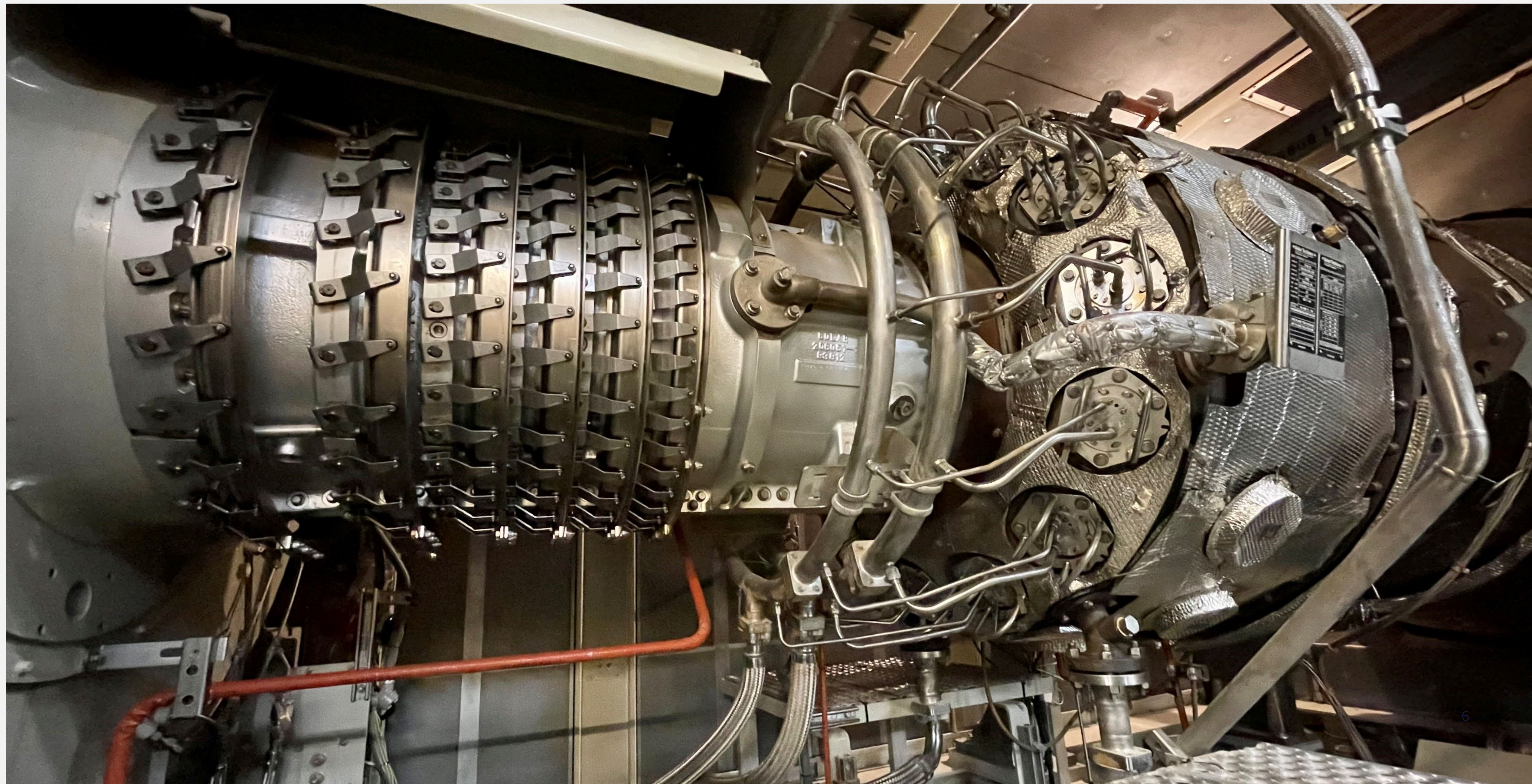
Water treatment facility



Water treatment facility



CHP turbine



Biodiversity cultivation – cactus nursery





Appendix

Summary

P&L

MP MATERIALS CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended September 30,		For the three months ended June 30,
	2021	2020	2021
<i>(in thousands, unaudited)</i>			
Revenue:			
Product sales	\$ 98,581	\$ 40,864	\$ 72,522
Other sales	1,173	158	596
Total revenue	99,754	41,022	73,118
Operating costs and expenses:			
Cost of sales (excluding depreciation, depletion and amortization)	21,907	15,425	17,955
General and administrative	14,881	5,635	12,648
Advanced projects, development and other	1,327	11	983
Depreciation, depletion and amortization	6,951	2,179	6,666
Accretion of asset retirement and environmental obligations	595	563	592
Royalty expense to SNR	—	1,055	—
Write-down of inventories	—	—	1,809
Total operating costs and expenses	45,661	24,868	40,653
Operating income	54,093	16,154	32,465
Other income, net	97	61	3,504
Interest expense, net	(2,624)	(1,713)	(2,639)
Income before income taxes	51,566	14,502	33,330
Income tax benefit (expense)	(8,803)	125	(6,164)
Net income	\$ 42,763	\$ 14,627	\$ 27,166

Reconciliation

Net Income to Adjusted EBITDA

	For the three months ended September 30,		For the three months ended June 30,
<i>(in thousands, unaudited)</i>	2021	2020	2021
Net income	\$ 42,763	\$ 14,627	\$ 27,166
<i>Adjusted for:</i>			
Depreciation, depletion and amortization	6,951	2,179	6,666
Interest expense, net	2,624	1,713	2,639
Income tax expense (benefit)	8,803	(125)	6,164
Stock-based compensation expense ⁽¹⁾	4,552	—	4,498
Transaction-related and other non-recurring costs ⁽²⁾	1,914	559	247
Accretion of asset retirement and environmental obligations	595	563	592
Loss on sale or disposal of long-lived assets ⁽³⁾	182	—	170
Write-down of inventories ⁽⁴⁾	—	—	1,809
Royalty expense to SNR	—	1,055	—
Tariff rebate ⁽⁵⁾	—	(8,901)	—
Other income, net ⁽⁶⁾	(97)	(61)	(3,504)
Adjusted EBITDA	\$ 68,287	\$ 11,609	\$ 46,447

1. Principally included in "General and administrative" within our unaudited Condensed Consolidated Statements of Operations.

2. Amounts in the respective periods presented are comprised of advisory, consulting, accounting, and legal expenses and settlements incurred in connection with non-recurring transactions, including secondary equity offerings, the redemption of the Company's public warrants, the Business Combination, and other matters.

3. Included in "General and administrative" within our unaudited Condensed Consolidated Statements of Operations.

4. Represents a non-cash write-down of a portion of our legacy low-grade stockpile inventory during the second quarter of 2021.

5. Represents non-cash revenue recognized in connection with a tariff rebate received relating to product sales from prior periods.

6. Amount for the three months ended June 30, 2021, principally represents a non-cash gain recognized as a result of the Small Business Administration's approval to forgive the Paycheck Protection Loan.

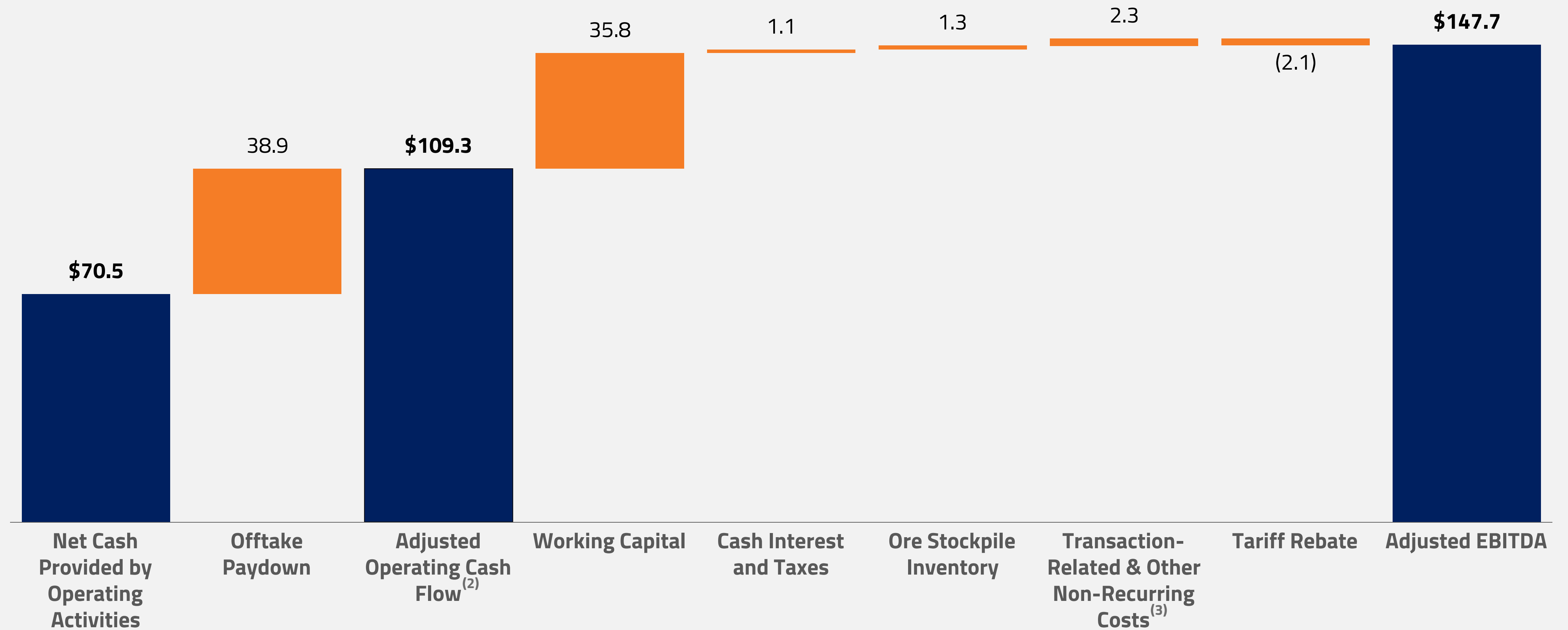
Reconciliation

Net Income to Adjusted Net Income

	For the three months ended September 30,		For the three months ended June 30,
<i>(in thousands, unaudited)</i>	2021	2020	2021
Net income	\$ 42,763	\$ 14,627	\$ 27,166
<i>Adjusted for:</i>			
Depletion ⁽¹⁾	4,754	29	4,686
Stock-based compensation expense ⁽²⁾	4,552	—	4,498
Transaction-related and other non-recurring costs ⁽³⁾	1,914	559	247
Loss on sale or disposal of long-lived assets ⁽⁴⁾	182	—	170
Write-down of inventories ⁽⁵⁾	—	—	1,809
Royalty expense to SNR	—	1,055	—
Tariff rebate ⁽⁶⁾	—	(8,901)	—
Other income, net ⁽⁷⁾	(97)	(61)	(3,504)
Tax impact of adjustments above ⁽⁸⁾	(2,086)	(63)	(1,632)
Adjusted Net Income	<u>\$ 51,982</u>	<u>\$ 7,245</u>	<u>\$ 33,440</u>

1. Principally includes the depletion associated with the mineral rights for the rare earth ores contained in the Company's mine, which were recorded in connection with the acquisition of SNR at fair value as of the date of the Business Combination, resulting in a significant step-up of the carrying amount of the asset.
2. Principally included in "General and administrative" within our unaudited Condensed Consolidated Statements of Operations.
3. Amounts in the respective periods presented are comprised of advisory, consulting, accounting, and legal expenses and settlements incurred in connection with non-recurring transactions, including secondary equity offerings, the redemption of the Company's public warrants, the Business Combination, and other matters.
4. Included in "General and administrative" within our unaudited Condensed Consolidated Statements of Operations.
5. Represents a write-down of a portion of our legacy low-grade stockpile inventory during the second quarter of 2021.
6. Represents non-cash revenue recognized in connection with a tariff rebate received relating to product sales from prior periods.
7. Amount for the three months ended June 30, 2021, principally represents a non-cash gain recognized as a result of the Small Business Administration's approval to forgive the Paycheck Protection Loan.
8. Tax impact of adjustments is calculated using an adjusted effective tax rate, excluding the impact of discrete tax costs and benefits, to each adjustment. The adjusted effective tax rates were 18.5%, (0.9)%, and 20.6% for the three months ended September 30, 2021 and 2020 and for the three months ended June 30, 2021, respectively. The rate for the three months ended September 30, 2020, reflects a full valuation allowance.

YTD 2021 Cash Flow Bridge⁽¹⁾



1. All figures in millions. May not recompute as presented due to rounding.

2. See "Use of Non-GAAP Financial Measures" for definition and further information. See next slide for a reconciliation to the most comparable metric prepared in accordance with U.S. GAAP.

3. Relates to advisory, consulting, accounting, and legal expenses and settlements incurred in connection with non-recurring transactions, including secondary equity offerings, the redemption of the Company's public warrants, and other matters. Excludes items that were accrued but not yet paid.

Reconciliations

Net Cash Provided by Operating Activities to Non-GAAP Financial Measures

	For the nine months ended September 30, 2021
<i>(in thousands, unaudited)</i>	
Net cash provided by operating activities	\$ 70,464
Additions of property, plant and equipment, net ⁽¹⁾	(83,805)
Free Cash Flow	(13,341)
<i>Adjusted for:</i>	
Revenue recognized in exchange for debt principal reduction ⁽²⁾	38,858
Growth capital expenditures ⁽¹⁾	79,458
Transaction-related and other non-recurring costs ⁽³⁾	2,269
Normalized Stage I Free Cash Flow	\$ 107,244
Net cash provided by operating activities	\$ 70,464
Revenue recognized in exchange for debt principal reduction ⁽²⁾	38,858
Adjusted Operating Cash Flow	\$ 109,322

1. Amount is net of \$2.6 million in proceeds received from government awards used for construction, specifically, our Stage II optimization project.

2. Referred to previously as Offtake Paydown. Under the terms of the A&R Offtake Agreement and pursuant to the accounting treatment thereof, we recognized \$38.9 million of non-cash revenue during the nine months ended September 30, 2021, which was retained by Shenghe to reduce our outstanding debt obligation. Accordingly, such amount is excluded from operating cash flows under GAAP.

3. Excludes items that were accrued but not yet paid.

KPI – Realized Price

Reconciliation and Calculation

	For the three months ended September 30,		For the three months ended June 30,
<i>(in thousands, unless otherwise stated, unaudited)</i>	2021	2020	2021
Product sales	\$ 98,581	\$ 40,864	\$ 72,522
<i>Adjusted for:</i>			
Shenghe Implied Discount ⁽¹⁾	—	34	—
Tariff rebates ⁽²⁾	—	(8,901)	—
Total Value Realized⁽³⁾	<u>\$ 98,581</u>	<u>\$ 31,997</u>	<u>\$ 72,522</u>
Total Value Realized ⁽³⁾	\$ 98,581	\$ 31,997	\$ 72,522
<i>Divided by:</i>			
REO sales volume (in MTs)	12,814	9,429	9,877
Realized price per REO MT (in dollars)⁽⁴⁾	<u>\$ 7,693</u>	<u>\$ 3,393</u>	<u>\$ 7,343</u>

- Represents the difference between the contractual amount realized by Shenghe Resources (Singapore) International Trading Pte. Ltd. ("Shenghe") and the amount of deferred revenue we recognized. The amount for the three months ended September 30, 2020, pertains to updates to estimates of variable consideration related to performance obligations satisfied prior June 5, 2020.
- The amount for the three months ended September 30, 2020, pertains to tariff rebates due to the retroactive effect of lifting of Chinese tariffs in May 2020.
- See "Use of Non-GAAP Financial Measures" for definition and further information.
- May not recompute as presented due to rounding.

KPI – Production Cost

Reconciliation and Calculation

	For the three months ended September 30,		For the three months ended June 30,
<i>(in thousands, unless otherwise stated, unaudited)</i>	2021	2020	2021
Cost of sales⁽¹⁾	\$ 21,907	\$ 15,425	\$ 17,955
<i>Adjusted for:</i>			
Stock-based compensation expense ⁽²⁾	(542)	—	(578)
Shipping and freight	(2,795)	(2,184)	(2,183)
Other ⁽³⁾	—	(144)	(6)
Production Costs⁽⁴⁾	<u>\$ 18,570</u>	<u>\$ 13,097</u>	<u>\$ 15,188</u>
Production Costs ⁽⁴⁾	\$ 18,570	\$ 13,097	\$ 15,188
<i>Divided by:</i>			
REO sales volume (in MTs)	12,814	9,429	9,877
Production Cost per REO MT (in dollars)⁽⁵⁾	<u>\$ 1,449</u>	<u>\$ 1,389</u>	<u>\$ 1,538</u>

1. Excluding depreciation, depletion and amortization.
2. Pertains only to the amount of stock-based compensation expense included in cost of sales.
3. Principally costs attributable to sales of stockpiles
4. See "Use of Non-GAAP Financial Measures" for definition and further information.
5. May not recompute as presented due to rounding.