



Q1 2023 Results

MAY 4, 2023

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 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 the market for rare earth materials, future demand for electric vehicles and magnets, estimates and forecasts of our results of operations and other financial and performance metrics, 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 magnetic alloy 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 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 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 long-term agreement with General Motors, including the Company’s ability to produce and supply NdFeB magnets; the impact of the global COVID-19 pandemic, on any of the foregoing risks; risks related to current and future governmental 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 our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The Company does not intend to update publicly any forward-looking statements except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this presentation may not occur.

Use of Non-GAAP Financial Measures

This presentation references certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Adjusted Diluted EPS, Production Costs, and Free 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 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; start-up costs; transaction-related and other non-recurring costs; accretion of asset retirement and environmental obligations; gain or loss on sale or disposal of long-lived assets; and other income or loss. We define Adjusted EBITDA Margin as our Adjusted EBITDA divided by our total revenue. Adjusted Net Income is defined as our GAAP net income excluding the impact of stock-based compensation expense; start-up costs; transaction-related and other non-recurring costs; gain or loss on sale or disposal of long-lived assets; and other items that we do not consider representative of our underlying operations; adjusted to give effect to the income tax impact of such adjustments; and the release of valuation allowance. Adjusted Diluted EPS is defined as GAAP diluted earnings per share ("EPS") excluding the per share impact, using GAAP diluted weighted-average shares outstanding as the denominator, of stock-based compensation expense; start-up costs; transaction-related and other non-recurring costs; gain or loss on sale or disposal of long-lived assets; and other items that we do not consider representative of our underlying operations; adjusted to give effect to the income tax impact of such adjustments; and the release of valuation allowance. Our key performance indicator, realized price per REO MT, is calculated as the quotient of: (i) our GAAP product sales for a given period and (ii) our REO sales volume for the same period. As we no longer expect to receive any additional tariff rebates, as we have historically, we no longer utilize Total Value Realized, which was a non-GAAP financial measure, as the numerator in the calculation of realized price per REO MT. Production Costs, which we use to calculate our key performance indicator, production cost per REO MT, is defined as our GAAP 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 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, 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, 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 believes that the use of Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, and Adjusted Diluted EPS provide an additional tool for investors to use in evaluating projected operating results and trends. MP Materials believes realized price per REO MT is an important measure of the market price of the Company's concentrate 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 concentrate production efficiency. 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.

Highlights

Stage I Upstream

- Production volumes over 10,000MT for the eighth consecutive quarter
- Strong Adjusted EBITDA Margin despite difficult pricing compares

Stage II Midstream

- Startup of leach and brine treatment facilities underway
- Preparing to fully commission impurity removal circuits
- Expect to begin individual separations in 2Q
- Expanded committed capacity of oxide-to-metal conversion

Stage III Downstream

- Process engineering and long lead procurement continues
- Engineering and manufacturing team strengthening

Operations and Financial Overview

Stage I Operating Metrics

Continued strong production of REO in concentrate, including roasted concentrate

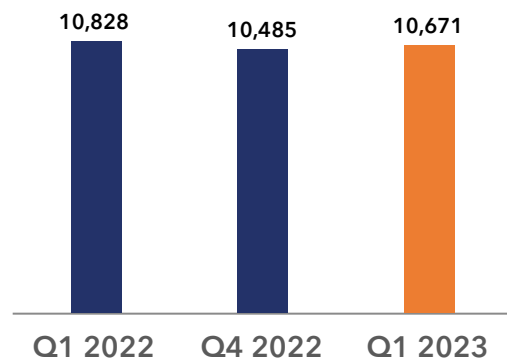
Sales volumes driven by timing of deliveries; expect to charge additional circuits with incremental roasted concentrate in Q2

Realized pricing impacted by decline in market prices for NdPr; expect at least a 35% sequential decline in realized price in Q2

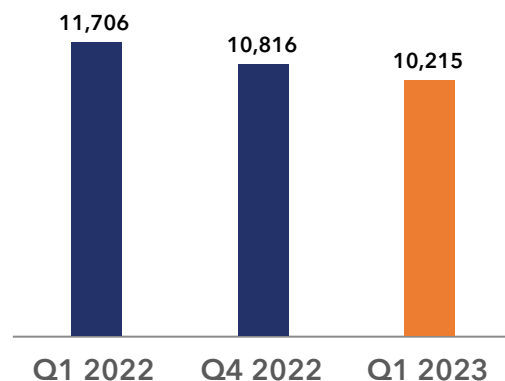
Cost control in Stage I remains robust, with incremental investment in Stage II preparation and headcount as commissioning progresses

Comparable Operational Metrics – Sequential and Year-over-Year

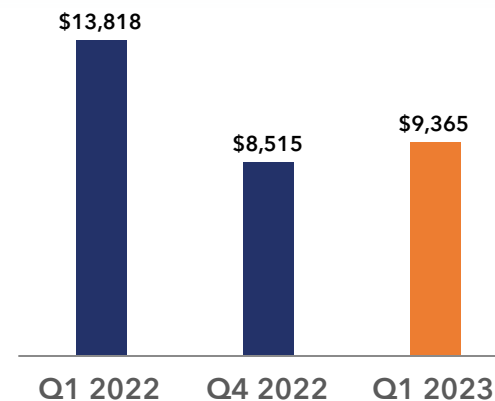
REO Production Volumes (MT)



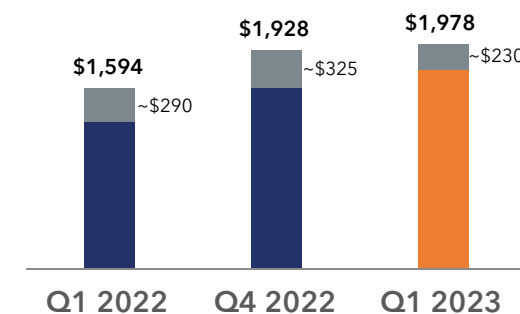
REO Sales Volumes (MT)



Realized Price⁽¹⁾ (\$/MT REO)



Production Cost⁽²⁾ (\$/MT REO)



■ 2022 ■ 2023 ■ Stage II Related

1. Realized price per REO MT is calculated as the quotient of: (i) our GAAP product sales for a given period and (ii) our REO sales volume for the same period.
 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). In completing the transition to separated rare earth products, we may determine that production cost per REO MT, which is a metric focused solely on Stage I concentrate operations, and consequently, Production Costs, are no longer meaningful in evaluating and understanding our business or operating results.

Financial Metrics

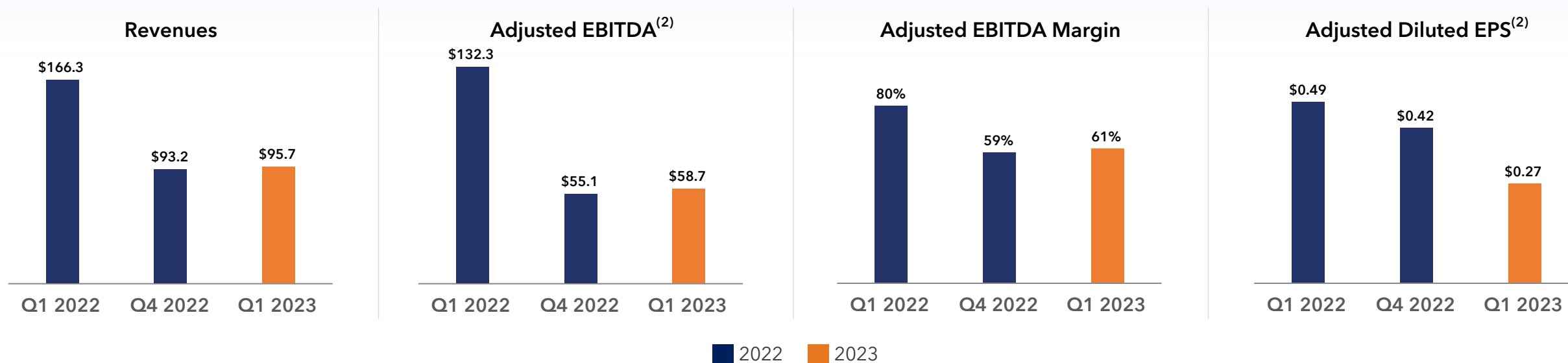
Change in revenue reflects market pricing for rare earth materials

Adjusted EBITDA similarly reflects market prices offset by continued cost control

Demonstrated margin resilience despite difficult pricing compares

Comparisons impacted by flow-through of earnings and discrete tax item in Q4 2022

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



Restoring the Full U.S. Rare Earth Supply Chain



Appendix

P&L

MP Materials Corp. and Subsidiaries Condensed Consolidated Statements of Operations

(in thousands, except share and per share data, unaudited)

	For the three months ended March 31,		For the three months ended December 31,
	2023	2022	2022
Revenue:			
Product sales	\$ 95,666	\$ 161,755	\$ 92,098
Other sales	34	4,503	1,147
Total revenue	95,700	166,258	93,245
Operating costs and expenses:			
Cost of sales (excluding depreciation, depletion and amortization)	24,216	23,173	24,536
Selling, general and administrative	19,403	20,308	19,707
Advanced projects, start-up, development and other	8,280	1,818	5,588
Depreciation, depletion and amortization	8,122	5,260	5,593
Accretion of asset retirement and environmental obligations	227	418	222
Loss on sale or disposal of long-lived assets, net	2,490	257	133
Total operating costs and expenses	62,738	51,234	55,779
Operating income	32,962	115,024	37,466
Interest expense, net	(1,359)	(1,905)	(1,331)
Other income, net	13,693	194	10,953
Income before income taxes	45,296	113,313	47,088
Income tax benefit (expense)	(7,849)	(27,762)	19,919
Net income	\$ 37,447	\$ 85,551	\$ 67,007
Earnings per share:			
Basic	\$ 0.21	\$ 0.49	\$ 0.38
Diluted	\$ 0.20	\$ 0.45	\$ 0.36
Weighted-average shares outstanding:			
Basic	176,881,723	176,355,566	176,646,587
Diluted	193,613,539	193,490,330	193,494,131

Reconciliation: Net Income to Adjusted EBITDA

	For the three months ended March 31,		For the three months ended December 31,
	2023	2022	2022
(in thousands, unaudited)			
Net income	\$ 37,447	\$ 85,551	\$ 67,007
<i>Adjusted for:</i>			
Depreciation, depletion and amortization	8,122	5,260	5,593
Interest expense, net	1,359	1,905	1,331
Income tax expense (benefit)	7,849	27,762	(19,919)
Stock-based compensation expense ⁽¹⁾	7,013	9,773	6,761
Start-up costs ⁽²⁾	4,564	1,508	3,728
Transaction-related and other non-recurring costs ⁽³⁾	3,322	17	1,147
Accretion of asset retirement and environmental obligations	227	418	222
Loss on sale or disposal of long-lived assets, net	2,490	257	133
Other income, net ⁽⁴⁾	(13,693)	(194)	(10,953)
Adjusted EBITDA	\$ 58,700	\$ 132,257	\$ 55,050

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

2. Relates to certain costs that do not qualify for capitalization incurred in connection with the initial commissioning and starting up of our separations capability at Mountain Pass and our metal alloy and magnet-making capabilities at Fort Worth prior to the achievement of commercial production. These costs include payroll of employees directly involved in 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 develop such 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.

3. The majority of the amount for the three months ended March 31, 2023, is included in "Advanced projects, start-up, development and other" within our unaudited Condensed Consolidated Statements of Operations, and pertains to legal, professional services, and other costs associated with non-recurring transactions.

4. Amounts for the three months ended March 31, 2023, and December 31, 2022, are principally comprised of interest and investment income.

Reconciliation: Net Income to Adjusted Net Income

	For the three months ended March 31,		For the three months ended December 31,
	2023	2022	2022
(in thousands, unaudited)			
Net income	\$ 37,447	\$ 85,551	\$ 67,007
Adjusted for:			
Stock-based compensation expense ⁽¹⁾	7,013	9,773	6,761
Start-up costs ⁽²⁾	4,564	1,508	3,728
Transaction-related and other non-recurring costs ⁽³⁾	3,322	17	1,147
Loss on sale or disposal of long-lived assets, net	2,490	257	133
Other	(20)	(194)	(26)
Tax impact of adjustments above ⁽⁴⁾	(3,489)	(2,869)	454
Release of valuation allowance	—	—	(418)
Adjusted Net Income	\$ 51,327	\$ 94,043	\$ 78,786

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

2. Relates to certain costs that do not qualify for capitalization incurred in connection with the initial commissioning and starting up of our separations capability at Mountain Pass and our metal alloy and magnet-making capabilities at Fort Worth prior to the achievement of commercial production. These costs include payroll of employees directly involved in 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 develop such 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.

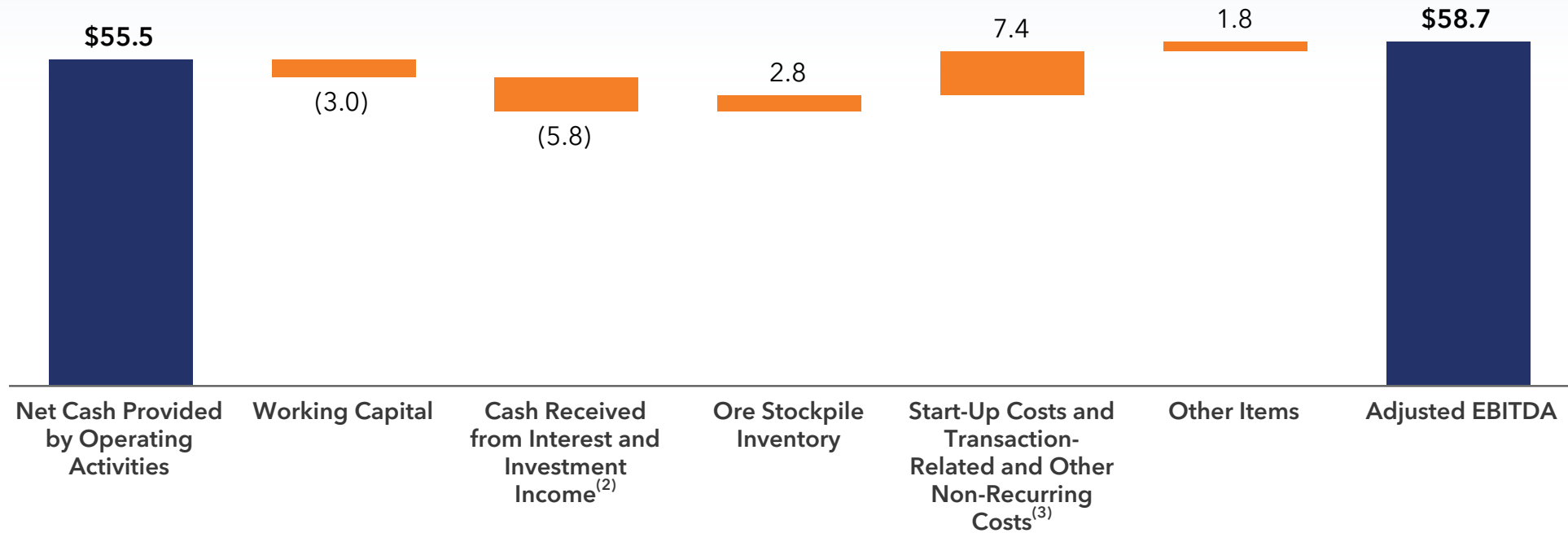
3. The majority of the amount for the three months ended March 31, 2023, is included in "Advanced projects, start-up, development and other" within our unaudited Condensed Consolidated Statements of Operations, and pertains to legal, professional services, and other costs associated with non-recurring transactions.

4. 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%, 25.3% and (3.9)% for the three months ended March 31, 2023 and 2022, and for the three months ended December 31, 2022, respectively.

Reconciliation: Diluted EPS to Adjusted Diluted EPS

	For the three months ended March 31,		For the three months ended December 31,
	2023	2022	2022
(unaudited)			
Diluted EPS	\$ 0.20	\$ 0.45	\$ 0.36
Adjusted for:			
Stock-based compensation expense	0.04	0.05	0.03
Start-up costs	0.02	0.01	0.02
Transaction-related and other non-recurring costs	0.02	—	0.01
Loss on sale or disposal of long-lived assets, net	0.01	—	—
Tax impact of adjustments above ⁽¹⁾	(0.02)	(0.02)	—
Adjusted Diluted EPS	<u>\$ 0.27</u>	<u>\$ 0.49</u>	<u>\$ 0.42</u>
Basic Weighted-Average Shares Outstanding	176,881,723	176,355,566	176,646,587
Assumed conversion of Convertible Notes	15,584,409	15,584,409	15,584,409
Assumed conversion of restricted stock	723,145	1,148,539	852,312
Assumed conversion of restricted stock units	424,262	401,816	410,823
Diluted Weighted-Average Shares Outstanding	<u>193,613,539</u>	<u>193,490,330</u>	<u>193,494,131</u>

First Quarter 2023 Cash Flow Bridge⁽¹⁾



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

	For the three months ended March 31, 2023	
<i>(in thousands, unaudited)</i>		
Net cash provided by operating activities	\$	55,491
Additions to property, plant and equipment		(74,462)
Free Cash Flow	\$	(18,971)

Reconciliation and Calculation: Production Cost KPI

	For the three months ended March 31,		For the three months ended December 31,
	2023	2022	2022
<i>(in thousands, unless otherwise stated, unaudited)</i>			
Cost of sales⁽¹⁾	\$ 24,216	\$ 23,173	\$ 24,536
Adjusted for:			
Stock-based compensation expense ⁽²⁾	(1,122)	(715)	(743)
Shipping and freight	(2,288)	(3,244)	(2,454)
Other	(603)	(556)	(490)
Production Costs⁽³⁾	20,203	18,658	20,849
Divided by:			
REO sales volume (in MTs)	10,215	11,706	10,816
Production cost per REO MT (in dollars)⁽³⁾	\$ 1,978	\$ 1,594	\$ 1,928