
CRITICAL METALS LTD

ACN 614 136 864

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Friday, 9 February 2018

PLACE: At the offices of Corporate Board Services www.corpbservices.com
Level 11, London House
216 St Georges Terrace
Perth WA 6000

Please visit www.criticalmetals.eu and register your email address with us to ensure you receive news fast!

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 7 February 2018.

IMPORTANT INFORMATION

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 3383.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Shares & Investments Commission.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Critical Metals Ltd (ACN 614 136 864).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning set out in section 2.1 of the Explanatory Memorandum.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report (available at www.criticalmetals.eu).

2. RESOLUTION 1 – ELECTION OF MR DAMIAN HICKS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.7 of the Constitution and for all other purposes, Mr Damian Hicks, a Director who was appointed on 9 August 2016, retires, and being eligible, is elected as a Director."

3. RESOLUTION 2 – ELECTION OF MR MARKUS BACHMANN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.7 of the Constitution and for all other purposes, Mr Markus Bachmann, a Director who was appointed on 9 August 2016, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF MR NILS KRISTOFFER GRAM

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.7 of the Constitution and for all other purposes, Mr Nils Kristoffer Gram, a Director who was appointed on 24 November 2016, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – ELECTION OF MR KJELL OLOF FORSLUND

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.7 of the Constitution and for all other purposes, Mr Kjell Olof Forslund, a Director who was appointed on 24 November 2016, retires, and being eligible, is elected as a Director."

6. RESOLUTION 5 – ELECTION OF MR JONATHAN MURRAY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.7 of the Constitution and for all other purposes, Mr Jonathan Murray, a Director who was appointed on 16 January 2017, retires, and being eligible, is elected as a Director."

7. RESOLUTION 6 – APPOINTMENT OF STANTONS AS AUDITORS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, the Company appoint Stantons International Audit and Consulting Pty Ltd (**Stantons**) (having consented in writing to act as auditors of the Company) to act as auditor of the Company."*

Dated: 12 January 2018

By order of the Board



Jonathan Murray
Non-Executive Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2017 Annual General Meeting.

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. RESOLUTIONS 1 TO 5 – ELECTION OF DIRECTORS

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolutions 1 – 5 in accordance with Clause 11.4 of the Company's Constitution seek Shareholder approval for the election of Messrs Damian Hicks, Markus Bachmann, Nils Kristoffer Gram, Kjell Olof Forslund and Jonathan Murray (Directors).

MR DAMIAN HICKS

Mr Hicks was a founding Director of Critical Metals Ltd and appointed to the position of Director on 9 August 2016.

Mr Hicks holds a Bachelor of Commerce (Accounting and Finance) from the University of Western Australia, has been admitted as a Barrister and Solicitor of the Supreme Court of Western Australia, holds a Graduate Diploma in Applied Finance & Investment from FINSIA, a Graduate Diploma in Company Secretarial Practice from Chartered Secretaries Australia and is a Graduate of the Australian Institute of Company Directors course. Mr Hicks is Executive Director of ASX listed Hannans Ltd, Chairman of advisory firm Corporate Board Services and fertiliser technology company Errawarra Resources Ltd and is a Non-Executive Director of AFSL holder Growth Equities Pty Ltd.

MR MARKUS BACHMANN

Mr Hicks was a founding Director of Critical Metals Ltd and appointed to the position of Director on 9 August 2016.

Mr Markus Bachmann holds a Master (MA) in Business and Economics (cum laude) from the University of Berne, Switzerland. Markus started his career in the corporate finance department of the Credit Suisse Group, before joining SBC Brinson Asset Management Emerging Markets team in 1997. There he was assigned responsibility for the analysis and portfolio management for the equity markets of Greece, Portugal, the Middle East (including Israel) and Africa. In 2000 he joined Coronation Fund Managers in Cape Town, South Africa, as a senior manager for various retail products and institutional mandates. In 2001 he received the S&P Award for the best performing large cap equity unit trust in South Africa.

Markus co-funded Craton Capital in 2003. He is the Manager of the Craton Capital Precious Metal Fund and the Global Resources Fund. Under his management, the Craton Capital funds received a number of prestigious industry awards for management and performance excellence, including Sauren Golden Award, Euro am Sonntag and Mining Journal Outstanding Achievement.

MR NILS KRISTOFFER GRAM

Mr Gram was appointed to the position of Director on 24 November 2016.

Mr Gram graduated from the University of St. Andrews in Scotland in 2000 with a MA in Management. After spending 5 years with Capgemini Consulting as a strategy consultant he joined the corporate finance team at the Norwegian investment bank Pareto. At Pareto, Mr Gram has focused on equity and bond capital raisings, IPO's and M&A for mining companies. As a Partner at Pareto Mr. Gram originated and managed several large scale international transactions. Mr Gram is currently the MD of a family owned investment company.

MR KJELL OLOF FORSLUND

Mr Forslund was appointed to the position of Director on 24 November 2016.

Mr Forslund is a geophysicist and has extensive international experience in the mineral exploration industry, particularly in the development and application of geophysical instruments and radar technology. His assignments have covered activities in Sweden, Japan, South Korea, Germany, Belgium, Italy, France, Canada and the USA. Mr Forslund commenced with SGU in 1966 and during the period 2003 - 2007 Mr Forslund was Regional Manager of the Geological Survey of Sweden' Mineral Resources Information Office in Mala, Sweden (www.sgu.se). Mr Forslund was a founding shareholder and President of MALÅ GeoScience (www.malags.com) between 1994 and 1998. MALÅ is currently the global leader in the design and manufacture of Ground Penetrating Radar (GPR) systems.

MR JONATHAN MURRAY

Mr Murray was appointed to the position of Chairman on 16 January 2017.

Mr Murray is a partner at law firm Steinepreis Paganin, based in Perth, Western Australia. He has significant experience in advising on initial public offers and secondary market capital raisings, all forms of commercial acquisitions and divestments and providing general corporate and strategic advice. Prior to his commencement at Steinepreis Paganin in 1997, he practiced law for two years at national law firm Clayton Utz. Mr Murray graduated from Murdoch University in 1996 with a Bachelor of Laws and Commerce (majoring in Accounting). He is also a member of FINSIA (formerly the Securities Institute of Australia).

3. RESOLUTION 6 – APPOINTMENT OF AUDITOR

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at the Company's first annual general meeting. The Company proposes that Stantons International Audit and Consulting Pty Ltd (Stantons) be so appointed. Stantons has been appointed by the Directors as auditor until the annual general meeting in accordance with the Corporations Act.

A copy of the nomination of Stantons as Auditor of the Company is set out at Schedule 1.

SCHEDULE 1 – NOMINATION LETTER OF STANTONS

12 January 2018

The Directors
Critical Metals Ltd
Level 11, 216 St Georges Tce
PERTH WA 6000

Dear Sirs,

I, Mindy Ku, being a member of Critical Metals Ltd (ACN 614 136 864) (**Company**), nominate Stantons International Audit and Consulting Pty Ltd (**Stantons**) in accordance with Section 328B (1) of the *Corporations Act 2001 (Cth) (Act)* to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by Section 328B(3) of the Act.

Signed

A handwritten signature in blue ink, appearing to read 'Mindy Ku', is written over a horizontal line.

Mindy Ku

PROXY FORM

CRITICAL METALS LTD
ACN 614 136 864

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10am on Friday, 9 February 2018 at Level 11, 216 St Georges Tce, Perth Western Australia 6000, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Election of Mr Damian Hicks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Markus Bachmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Nils Kristoffer Gram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Kjell Olof Forslund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Jonathan Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Stantons as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in
relation to this Proxy Form:

YES NO

CRITICAL METALS LTD
ACN 614 136 864

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Critical Metals Ltd, PO Box 1227, West Perth, WA 6872; or
 - (b) email to the Company at info@criticalmetals.eu,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.
