
CRITICAL METALS LTD

ACN 614 136 864

NOTICE OF ANNUAL GENERAL MEETING 2022

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Wednesday, 14 December 2022

PLACE: Conference Room
The Quest Kings Park
Level 1, 54 Kings Park Road
West Perth WA 6005

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 10:00am (WST) on Monday, 12 December 2022.

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.

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

ASIC means the Australian Shares & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or Critical Metals 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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party Shares has the meaning given in means a Share issued pursuant to Section 3.1 of the Explanatory Statement.

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.

Voting Power has the meaning given to that term in section 9 of the Corporations Act.

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 2022 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 – RE-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 11.3 of the Constitution and for all other purposes, Mr Damian Hicks retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 2 – RE-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 11.3 of the Constitution and for all other purposes, Mr Jonathan Murray retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – ISSUE OF SHARES TO MR DAMIAN HICKS IN LIEU OF FEES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue Shares in the Company up to the value of \$289,433 to Mr Damian Hicks (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 3 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 4 – ISSUE OF SHARES TO MR JONATHAN MURRAY IN LIEU OF FEES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue Shares in the Company to the value of \$26,312 to Mr Jonathan Murray (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 – ISSUE OF SHARES TO MR MARKUS BACHMANN IN LIEU OF FEES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue Shares in the Company to the value of \$26,312 to Mr Markus Bachmann (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6 – ISSUE OF SHARES TO MR KRIS GRAM IN LIEU OF FEES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue Shares in the Company to the value of \$26,312 to Mr Kris Gram (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – ISSUE OF SHARES TO MR DARREN TOWNSEND IN LIEU OF FEES

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue Shares in the Company to the value of \$21,917 to Mr Darren Townsend (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 4 November 2022

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 2022 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 and the Corporations Act, 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 2022 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.criticalmetals.eu.

2. RESOLUTIONS 1 TO 2 – RE-ELECTION OF DIRECTORS

2.1 General

Clause 11.3 of the Constitution requires that one third (or the number nearest one-third) of the Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has 4 Directors and accordingly 2 must retire. A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Resolutions 1 and 2 in accordance with clause 11.3 of the Company's Constitution seek Shareholder approval for the re-election of Messrs Damian Hicks and Jonathan Murray.

The Board considers that all Directors seeking re-election demonstrate commitment to their role, that each Director continues to make a valuable contribution to the Board and that the Board as a whole has an appropriate mix of skills, backgrounds, knowledge, experience and diversity to operate effectively. Accordingly, the Board recommends to shareholders the re-election of all retiring Directors who offer themselves for re-election.

The biographical details, skills and experience of each of the Directors standing for re-election are set out below.

2.2 Re-election of Mr Damian Hicks (Resolution 1)

Mr Damian Hicks retires by rotation and seeks re-election.

Mr Hicks is founder and sole executive of the Company having been 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, is 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, and Chairman of advisory firm Corporate Board Services. Mr Hicks lives in Perth, Australia.

The Board recommends the re-election of Mr Hicks.

2.3 Re-election of Mr Jonathan Murray (Resolution 2)

Mr Jonathan Murray retires by rotation and seeks re-election.

Mr Murray was appointed to the position of Director on 9 August 2016.

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). Mr Murray lives in Perth, Australia.

The Board recommends the re-election of Mr Murray.

3. RESOLUTIONS 3 TO 7 – ISSUE OF RELATED PARTY SHARES

3.1 General

To assist the Company with managing its cash flow, the Directors agreed to defer their fees from their respective appointments in 2016.

At the 2021 AGM, Shareholders approved the issue of Shares in satisfaction of the fees outstanding as at 30 June 2021.

The Directors have continued assisting the Company with managing its cash flows by accruing fees since 1 July 2021.

The Directors would now like the opportunity to settle their outstanding fees to 30 June 2022 via the issue of equity. Accordingly, at the 2022 AGM, Shareholders will be asked to approve the issue of Shares to settle all fees outstanding as of 30 June 2022.

The Directors have agreed to continue accruing fees from 1 July 2022 to assist the Company with managing its cash flows.

Resolutions 3 to 7 seek Shareholder approval for the Company to issue the Directors an aggregate of \$390,286 worth of Shares (**Related Party Shares**) in lieu of Directors' fees accrued for the periods as set out in Section 3.3 below.

The Related Party Shares will be deemed to have an issue price equal to \$0.40, which is the same price as the Shares issued to Directors to settle outstanding fees at the 2021 AGM.

3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Shares constitutes giving a financial benefit and Messrs Damian Hicks, Jonathan Murray, Markus Bachmann and Kris Gram are related parties of the Company by virtue of being Directors and Darren Townsend is a related party by virtue of being a Director in the last 6 months.

As the Related Party Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Shares. Accordingly, Shareholder approval for the issue of Related Party Shares to Messrs Damian Hicks, Jonathan Murray, Markus Bachmann, Kris Gram and Darren Townsend is sought in accordance with Chapter 2E of the Corporations Act.

Each Director has a material personal interest in the outcome of Resolutions 3 to 7 on the basis that all of the Directors (or their nominees) are to be the Related Party Shares should Resolutions 3 to 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 7 of this Notice.

3.3 Shareholder Approval (Chapter 2E of the Corporations Act)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act, the following information is provided in relation to the proposed grant of Related Party Shares:

- the related parties are Messrs Damian Hicks, Jonathan Murray, Markus Bachmann, Kris Gram and Darren Townsend and they are related parties by virtue of being Directors or former Directors;
- the amount of Directors' fees to be satisfied by the issue of the Related Party Shares is set out below:

Related party	Fees outstanding period 1 July 2021 to 30 Jun 2022
D Hicks	\$289,433
J Murray	\$26,312
M Bachmann	\$26,312
K Gram	\$26,312
D Townsend	\$21,917

- (c) the maximum number of Related Party Shares to be issued to each Director will be determined by dividing the amount of the Director's fees that the Company has agreed to satisfy by way of issue of Shares to the Director by \$0.40 in accordance with paragraph (i) below, provided that the maximum number of Related Party Shares to be issued to the Directors pursuant to Resolutions 3 to 7 shall be as follows:

Related party	Number of Related Party Shares
D Hicks	723,582
J Murray	65,780
M Bachmann	65,780
K Gram	65,780
D Townsend	54,793

- (d) a voting exclusion statement is included in the Notice in connection with Resolutions 3 to 7;
- (e) the Related Party Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Related Party Shares will be issued for nil cash consideration as they will be issued in satisfaction of outstanding Directors' fees. Accordingly no funds will be raised as they are being issued in lieu of outstanding directors' fees;
- (g) the deemed issue price of the Related Party Shares will be \$0.40 which is the same issue price as Shares issued to investors pursuant to the capital raising completed by the Company on 29 April 2021;
- (h) the relevant interests of the Directors in Shares of the Company, as at the date of this Notice, are set out below:

Related party	Shares	Options
D Hicks	273,358	Nil
J Murray	671,501	500,000 ¹ 200,000 ² 450,000 ³
M Bachmann	1,296,357	500,000 ¹ 200,000 ² 450,000 ³
K Gram	1,171,977	500,000 ¹ 200,000 ² 450,000 ³
D Townsend	40,000	450,000 ³

¹ Options are exercisable at \$0.30 each, on or before 26 November 2023.

² Options are exercisable at \$0.40 each, on or before 7 October 2024.

³ 1/3 of the options are exercisable at the higher of \$0.60 each and the price that is 50% above the issue price of Shares in the first equity capital raising conducted by the Company following the issue of the options (**Capital Raising Price**), on or before 6 October 2025;

1/3 of the options are exercisable at the higher of \$0.70 each and the price that is 75% above the Capital Raising Price, on or before 6 October 2025; and
1/3 of the options are exercisable at the higher of \$0.80 each and the price that is 100% above the Capital Raising Price, on or before 6 October 2025.

- (i) the remuneration and emoluments from the Company to the Directors for the previous financial year (FY) and the proposed remuneration and emoluments for the current financial year are set out below:

Related party	2023 FY	2022 FY ¹
D Hicks ²	\$275,000	\$275,000
J Murray ³	\$25,000	\$25,000
M Bachmann ³	\$25,000	\$25,000
K Gram ³	\$25,000	\$25,000
D Townsend ^{3 4}	-	\$20,833

¹ As set out in Section 3.1, the Directors' agreed to defer receipt of the above remuneration.

² Mr Damian Hicks, was remunerated from 1 July 2021 at \$275,000 p.a. (inclusive of superannuation).

³ The Non-Executive Directors were remunerated from 1 January 2021 at \$25,000 p.a.

⁴ Mr Darren Townsend was appointed a director for the period of 4 August 2021 until 30 May 2022.

⁵ The Company notes that the figures in the above table differ from those in section 3.3(b) on account of the interest accrued on the fees payable (at a rate of 12.5% p.a.).

- (j) if the maximum permitted number of Related Party Shares are issued to the Directors, a total of 975,715 Shares would be issued. This will increase the number of Shares on issue from 40,940,527 to 41,916,242 (assuming that the Related Party Shares are issued and that no other Shares have been issued or Options exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.33%, comprising 1.73% by Damian Hicks, 0.16% by Jonathan Murray, 0.16% by Markus Bachmann, 0.16% by Kris Gram and 0.13% by Darren Townsend;
- (k) the primary purpose of the grant of the Related Party Shares to the Directors is to satisfy outstanding directors' fees owing to the Directors;
- (l) each Director has a material personal interest in the outcome of Resolutions 3 to 7 on the basis that the Directors (or their nominees) are to be issued Related Party Shares on the same terms and conditions should Resolutions 3 to 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 7 of this Notice; and
- (m) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 3 to 7.

CRITICAL METALS LTD

PROXY FORM

2022 ANNUAL GENERAL MEETING

Shareholder name and address

Change of address. If incorrect, mark this box and make the correction in the space below.

Appoint a Proxy to Vote on Your Behalf

I/We being a Member of Critical Metals Ltd entitled to attend and vote at the Meeting, hereby appoint

<input type="checkbox"/>	the Chairman of the Meeting	OR	<input type="text"/>
--------------------------	-----------------------------	----	----------------------

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held in the Conference Room at The Quest Kings Park, Level 1, 54 Kings Park Road, West Perth on Wednesday, 14 December 2022 at 10:00am (WST) and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3 to 7 (except where I/we have indicated a different voting intention below) even though Resolutions 3 to 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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.

Voting on Business of the Annual General Meeting

NOTE: If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Mr Damian Hicks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Jonathan Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Mr Damian Hicks in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Mr Jonathan Murray in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Mr Markus Bachmann in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Mr Kris Gram in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Mr Darren Townsend in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Signature of Shareholder(s)

NOTE: This section must be completed.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact
name

Contact
number

Date

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.
