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**CRITICAL METALS LTD**  
**ACN 614 136 864**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11:00am (WST)  
**DATE:** Friday, 23 November 2018  
**PLACE:** The London House Conference Room  
Ground floor, London House  
216 St Georges Terrace  
Perth WA 6000

**Please visit [www.criticalmetals.eu](http://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 21 November 2018.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report (available at [www.criticalmetals.eu](http://www.criticalmetals.eu)).

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

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, the following Directors retire by rotation, and being eligible, is re-elected as a Director."*

##### RESOLUTION 1 RE-ELECTION OF MR DAMIAN HICKS

##### RESOLUTION 2 RE-ELECTION OF MR MARKUS BACHMANN

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Dated: 11 October 2018

By order of the Board



Damian Hicks  
Executive Director

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### IMPORTANT INFORMATION

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#### Voting in person

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

#### Voting by proxy

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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.**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2018 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.

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### 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 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those 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 5 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 2 to 3 in accordance with Clause 11.3 of the Company's Constitution seek Shareholder approval for the re-election of Messrs Damian Hicks and Markus Bachmann (**Directors**).

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.

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

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.

The Board recommends the re-election of Mr Hicks.

**Mr Markus Bachmann** retires by rotation and seeks re-election.

Mr Bachmann 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.

The Board recommends the re-election of Mr Bachmann.

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## GLOSSARY

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**\$** 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** means

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**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.

# CRITICAL METALS LTD

## PROXY FORM

### 2018 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

the Chairman  
of the Meeting **OR**

**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 at Ground Floor, 216 St Georges Tce, Perth Western Australia on Friday, 23 November 2018 at 11.00am (WST) and at any adjournment thereof.

#### 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 Markus Bachmann	<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

\_\_\_\_\_

#### Instructions for completing Proxy Form

- (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.
- (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.
- (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.
- (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.
- (Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Critical Metals Ltd, PO Box 1227, West Perth, WA 6872; or
  - email to the Company at [info@criticalmetals.eu](mailto: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.**