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If you have sold or otherwise transferred all of your shares in Critical Metals Plc (the “**Company**”), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in the Company.

CRITICAL METALS PLC

(incorporated and registered in England and Wales under number 11388575)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company (the “**Annual General Meeting**” or “**AGM**”) to be held at 11 a.m. on 9 December 2022 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, United Kingdom is set out at the end of this document. A form of proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company at Share Registrars Limited at Molex House, The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event to be received not later than 11 a.m. on 7 December 2022 or 48 hours (excluding non-business days) before any adjourned meeting.

The health of our shareholders, employees and stakeholders is extremely important to the board of directors of the Company (“**Board**” or “**Directors**”). At the time of the publication of this notice there are no restrictions limiting indoor public gatherings. In the lead up period to the AGM, the Company will be closely monitoring the COVID-19 situation, including UK Government guidance. Should there be no legal limits on social contact in the UK at the time of the AGM, shareholders can attend the meeting. Notwithstanding this, if limits on indoor public gatherings are introduced or if the UK Government imposes new local or national restrictions, alternative arrangements may need to be made regarding attendance at the AGM to protect shareholders from any risks to their health and safety, which may result in refused entry to the AGM as it is likely in such circumstances that we will not be in a position to accommodate shareholders beyond the minimum required to hold a quorate meeting, achieved through the attendance of the Company’s advisers. Any new arrangements will be announced via an

RNS. Shareholders are reminded that if at the time of the AGM they or someone living in the same household feels unwell or has been in contact with anyone who has COVID-19, they should not attend the meeting.

LETTER FROM THE CHAIRMAN

CRITICAL METALS PLC

(Incorporated and registered in England & Wales with registered number 11388575)

Directors:

Russell Fryer (*Chairman and Chief Executive Officer*)
Anthony Eastman (*Non-Executive Director*)
Marcus Edwards-Jones (*Non-Executive Director*)

Registered Office:

Hill Dickinson LLP
The Broadgate Tower
20 Primrose Street
London
United Kingdom
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants and options

15 November 2022

Dear Shareholder

Notice of Annual General Meeting

Introduction

I am writing to invite you to the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, United Kingdom, EC2A 2EW at 11 a.m. on 9 December 2022. The notice of the Annual General Meeting is set out at the end of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the “**Shareholders**”) vote in favour of the resolutions being proposed at the Annual General Meeting (the “**Resolutions**” and each a “**Resolution**”).

Resolutions at the Annual General Meeting

Resolution 1 – Receiving and Considering the Accounts

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 30 June 2022 together with the report of the Directors and the report of the auditors thereon.

Resolution 2 – Re-appointment of Director

In accordance with Article 30.1.2 of the Company’s Articles of Association, Mr Edwards-Jones offers himself for reappointment by the Shareholders. The Board recommends the re-election of Mr. Edwards-Jones.

Resolution 3 – Re-appointment of Auditors

This Resolution seeks to authorise the re-appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Resolution 4 – Directors’ Authority to Allot Shares

This is an ordinary resolution to grant to the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) in respect of a rights issue, in respect of the exercise of existing warrants and also up to the maximum aggregate nominal amount of £266,236.18 generally. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire

on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.

Resolution 5 – Disapplication of Pre-emption Rights

This Resolution proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities pursuant to a rights, issue open offer or other offer, pursuant to the exercise of warrants and as continuing authority up to an aggregate nominal amount of £266,236.18 (representing approximately 100%% of the current issued ordinary share capital of the Company) for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 4 above.

The authority granted by this Resolution will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of next annual general meeting of the Company.

Action to be taken by Shareholders

Shareholders are strongly encouraged to submit a proxy vote in advance of the Annual General Meeting.

Shareholders will find enclosed with this letter a form of proxy for use at the Annual General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event not later than 11 a.m. on 7 December 2022.

Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and its Shareholders and recommend you to vote in favour of the Resolutions as they intend to do, with each Director abstaining in respect of their own beneficial holdings and Mr Edwards-Jones abstaining in respect of his re-appointment.

Yours faithfully

Anthony Eastman
Director / Company Secretary

CRITICAL METALS PLC

(a company incorporated and registered in England and Wales under the Companies Act 2006 with registered company number 11388575)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Hill Dickinson LLP, Broadgate Tower, 20 Primrose Street, London, EC2A 2EW on 9 December 2022 at 11 a.m., for the purpose of considering and, if thought fit, passing the following Resolutions of which 1 to 4 (inclusive) will be proposed as ordinary resolutions and Resolution 5 will be proposed as a special resolution.

RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2022 together with Directors' reports and auditor's report on those accounts.
2. To re-appoint Mr Edwards-Jones as a Director of the Company, who, is retiring in accordance with Article 30.1.2 of the Company's Articles of Association, and being eligible, is offering himself for re-appointment.
3. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the Directors to determine the remuneration for the auditors for the financial year ended 30 June 2023.
4. That the Directors be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe or to convert any security into shares in the Company as follows:
 - 4.1. up to an aggregate nominal amount of £266,236.18 in the form of equity securities (as defined in section 560 of the Companies Act 2006 (the "**Act**")) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;
 - 4.2. up to an aggregate nominal amount of £100,249 in respect of the allotment of shares in respect of the exercise of warrants issued by the Company, (whether in connection with the same offer or issue as under paragraph 4.1 or otherwise); and
 - 4.3. up to an aggregate nominal amount of £266,236.18 (whether in connection with the same offer or issue as under paragraphs 4.1 and 4.2 or otherwise).

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, being fifteen months from the date of the passing of this Resolution, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended

SPECIAL RESOLUTIONS

5.
 - 5.1. That, conditional on the passing of Resolution 4, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

the allotment of equity securities in connection with an offer by way of a rights issue, open offer or other offer:

- 5.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- 5.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;
- 5.2. the allotment of equity securities up to an aggregate nominal amount of £100,249 in respect of the allotment of shares in respect of the exercise of warrants issued by the Company; and
- 5.3. the allotment (otherwise than pursuant to sub-paragraphs 5.1 and 5.2 above) of equity securities and the sale of treasury shares up to an aggregate nominal amount of £266,236.18 (representing approximately 100% of the Company's current issued share capital),

and provided that the power granted by this Resolution will expire on the date being fifteen months from the date of the passing of this Resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and, the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

By order of the Board

Anthony Eastman

Director / Company Secretary

15 November 2022

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not later than 11 a.m. on 7 December 2022 using a procedure set out in note 3 below.
- 3 You can register your vote(s) for the Annual General Meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 below.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Share Registrars Limited (ID: 7RA36) by 11 a.m. on 7 December 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 7 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 8 To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at 11 a.m. on 7 December 2022 or, in the event of any adjournment, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Critical Metals plc

Incorporated and registered in England and Wales with Registered No. 11388575

You can register your vote(s) online for the Annual General Meeting at www.shareregistrars.uk.com Click on the "Proxy Vote" button and then follow the on-screen instructions

Please note that you must submit your vote by 11 a.m. on 7 December 2022

User Name	Access Code
000000	000000

Shareholder Name [A/C Designation]

AddressLine1

AddressLine2

AddressLine3

AddressLine4

AddressLine5

Post Code

FORM OF PROXY

For use at the Annual General Meeting to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 9 December 2022 at 11 a.m.

I/We being a member of Critical Metals plc (the "Company") and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or

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as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 9 December 2022 at 11 a.m. and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2022 together with directors' reports and auditor's report on those accounts.			
2. To re-appoint Marcus Edwards-Jones as a director of the Company.			
3. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the directors to determine the remuneration for the auditors for the financial year ended 30 June 2023.			
4. To authorise the directors to allot ordinary shares in the Company.			
SPECIAL RESOLUTIONS			
5. To authorise the directors to disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006.			

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

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Please also tick this box if you are appointing more than one proxy

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Signature(s)

Date

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 11 a.m. on 7 December 2022.

There is no need to return this form if you have voted online.

Notes

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy (the **Form of Proxy**). A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the Form of Proxy. Your changes should be initialled. If you sign and return the Form of Proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this Form of Proxy. Please mark the box on the Form of Proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.
3. Appointment of a proxy (or submission of a CREST Proxy Instruction, as described in the notice of the Annual General Meeting) does not preclude a member from attending the meeting and voting in person.
4. Any alteration to this Form of Proxy must be initialled.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 11 a.m. on 7 December 2022 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To be effective, this Form of Proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (11 a.m. on 9 December 2022) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.
7. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the Annual General Meeting.
8. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the corporation. In the case of an individual, the Form of Proxy must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.
10. As at 15 November 2022, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 53,247,235 ordinary shares of £0.005 each. Only an ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 15 November 2022 is 53,247,235.