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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.

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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 2024 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 3 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 5 December 2024 or 48 hours (excluding non-business days) before any adjourned 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*)
Marcus Edwards-Jones (*Non-Executive Director*)
Avinash Bisnath (*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

13 November 2024

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 2024. 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 2024 together with the report of the Directors and the report of the auditors thereon.

Resolution 2 – Re-Appointment of Director

In accordance with Article 30.1.2.1 of the Company’s Articles of Association, having been appointed by the Directors since the date of the last annual general meeting of the Company, Mr Bisnath offers himself for reappointment by the Shareholders. The Board recommends the re-election of Mr. Bisnath.

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 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, Directors will have the authority to exercise existing warrants up to the maximum aggregate nominal amount of:

- a. £1,763,960 in connection with the conversion of the convertible notes issued by the Company under the convertible loan note instrument dated 9 April 2024;
- b. £482,300 in connection with the conversion of the convertible loan notes issued by the Company under the convertible loan note instrument dated 23 August 2024, each at a price of £0.02 per ordinary share;

- c. £481,500 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 23 August 2024;
- d. £10,000 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 15 September 2023;
- e. £3,005 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 9 April 2024;
- f. £83,225 in connection with the exercise of warrants issued by the Company under various warrant instruments; and
- g. £2,000,000 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 – Notice of Calling a General Meeting

This Resolution seeks to allow not less than 14 days to call a general meeting, other than an annual general meeting.

Resolution 6 – 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:

- a. £1,763,960 in connection with the conversion of the convertible notes issued by the Company under the convertible loan note instrument dated 9 April 2024;
- b. £482,300 in connection with the conversion of the convertible loan notes issued by the Company under the convertible loan note instrument dated 23 August 2024, each at a price of £0.02 per ordinary share;
- c. £481,500 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 23 August 2024;
- d. £10,000 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 15 September 2023;
- e. £3,005 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 9 April 2024;
- f. £83,225 in connection with the exercise of warrants issued by the Company under various warrant instruments; and
- g. £2,000,000 generally (representing approximately 593% of the current issued ordinary share capital of the Company).

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 the 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 5 December 2024.

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 Bisnath abstaining in respect of his re-appointment.

Yours faithfully

Orana Corporate LLP

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 2024 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 Resolutions 5 and 6 will be proposed as special resolutions.

RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2024 together with Directors' reports and auditor's report on those accounts.
2. To re-appoint Mr Bisnath as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 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 2025.
4. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") and in substitution for all existing authorities under that section, to exercise all the powers of the Company 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 £1,763,960 in connection with the conversion of the convertible notes issued by the Company under the convertible loan note instrument dated 9 April 2024;
 - 4.2. up to an aggregate nominal amount of £482,300 in connection with the conversion of the convertible loan notes issued by the Company under the convertible loan note instrument dated 23 August 2024, each at a price of £0.02 per ordinary share;
 - 4.3. up to an aggregate nominal amount of £481,500 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 23 August 2024;
 - 4.4. up to an aggregate nominal amount of £10,000 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 15 September 2023;
 - 4.5. up to an aggregate nominal amount of £3,005 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 9 April 2024;
 - 4.6. up to an aggregate nominal amount of £83,225 in connection with the exercise of warrants issued by the Company under various warrant instruments; and
 - 4.7. up to an aggregate nominal amount of £2,000,000.

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 15 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. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

6. 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:
- 6.1. the allotment of equity securities up to an aggregate nominal amount of £1,763,960 in connection with the conversion of the convertible notes issued by the Company under the convertible loan note instrument dated 9 April 2024;
 - 6.2. the allotment of equity securities up to an aggregate nominal amount of £482,300 in connection with the conversion of the convertible loan notes issued by the Company under the convertible loan note instrument dated 23 August 2024, each at a price of £0.02 per ordinary share;
 - 6.3. the allotment of equity securities up to an aggregate nominal amount of £481,500 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 23 August 2024;
 - 6.4. the allotment of equity securities up to an aggregate nominal amount of £10,000 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 15 September 2023;
 - 6.5. the allotment of equity securities up to an aggregate nominal amount of £3,005 in connection with the exercise of warrants issued by the Company under the warrant instrument dated 9 April 2024;
 - 6.6. the allotment of equity securities up to an aggregate nominal amount of £83,225 in connection with the exercise of warrants issued by the Company under various warrant instruments;
 - 6.7. the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £2,000,000 (representing approximately 593% of the Company's current issued share capital),

and provided that the power granted by this Resolution will expire on the date being 15 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

Russell Fryer

Director

13 November 2024

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 5 December 2024 using a procedure set out in note 3 below.
- 3 You can register your vote(s) for the Annual General Meeting either:
 - by visiting 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 & International 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 5 December 2024. 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 & International 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 5 December 2024 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.