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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

The Company expects significant restrictions on personal movement to still be in place in the UK at the time of the Annual General Meeting due to the ongoing Covid-19 pandemic and associated UK Government restrictions. The Board requests that no Shareholders attend the meeting in person. Any Shareholders that do attend in person will not be permitted entry. Only those Shareholders who are required to form the quorum will attend the Annual General Meeting in person and those Shareholders will constitute the minimum quorum for the meeting to take place. Shareholders are encouraged to vote in respect of their shares by appointing the Chairman of the Company as their proxy. Shareholders can vote by returning a duly completed form of proxy instruction in the form accompanying this document.

Notice of the Annual General Meeting of the Company (the “**Annual General Meeting**”) to be held at 4:00 p.m. on 27 January 2021 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 The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to voting@shareregistrars.uk.com as soon as possible but in any event to be received not later than 4:00 p.m. on 25 January 2021 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*)
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

31 December 2020

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 4:00 p.m. on 27 January 2021. 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**”).

Please note that there are special arrangements for this meeting in light of the COVID-19 pandemic, which we encourage Shareholders to note carefully.

COVID-19 Special Arrangements

Due to the ongoing Coronavirus (COVID-19) pandemic, and in line with the Government’s current Stay at Home Measures (“**Measures**”), the Board have adopted certain measures to ensure the health and safety of its Shareholders.

In order to reduce the risk of infection we ask all Shareholders **not** to attend the Annual General Meeting, which will end immediately following the conclusion of formal business. Shareholders who attend in person will **not** be granted entry to the meeting.

Arrangements will be made by the Company to ensure that the requirements of a quorum for the Annual General Meeting are met and so that the formal business of the meeting may proceed. Please read the section titled “Action to be taken by Shareholders” (below) carefully.

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 2020 together with the report of the directors and the report of the auditors thereon.

Resolution 2 – Re-appointment of Director

In accordance with Article 24.2.1 of the Company’s Articles of Association, Mr Edwards-Jones must retire from office. Mr Edwards-Jones was appointed to office with effect from the Company’s admission to the Official List maintained by the Financial Conduct Authority by way of a standard listing and to the

London Stock Exchange's main market. Mr Edwards-Jones offers himself for reappointment by the shareholders of the Company. The Board recommends the re-election of Mr Edwards-Jones.

Resolution 3 – 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**") up to the maximum aggregate nominal amount of £500,000. 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 as continuing authority up to an aggregate nominal amount of £15,150 (representing approximately 10% 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

We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the Annual General Meeting in person.

Although the Notes to the Notice of the Annual General Meeting refer to Shareholders being able to appoint a proxy or proxies, the Company would remind Shareholders that, in light of the Measures, they will not be allowed entry to the Annual General Meeting. However, the Company does value Shareholder participation and values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights **BUT ONLY** by appointing the Chairman of the Annual General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the Annual General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the Annual General Meeting as that Shareholder's proxy.

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 The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to voting@shareregistrars.uk.com as soon as possible and in any event not later than 4:00 p.m. on 25 January 2021.

Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously 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

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 (**Meeting**) of Critical Metals Plc (**Company**) will be held at the offices of Hill Dickinson LLP, Broadgate Tower, 20 Primrose Street, London, EC2A 2EW on 27 January 2021 at 4:00 p.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

The physical meeting will be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW but please note the instructions set out in this document with respect to the arrangements in place for this meeting. **No Shareholder will be allowed entry into to the physical meeting.**

RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2020 together with directors' reports and auditor's report on those accounts.
2. To re-appoint Marcus Edwards Jones as a director of the Company, who, having been appointed during the period, is retiring in accordance with Article 24.2.1 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 2021.
4. That the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot equity securities (as defined in section 560(1) of the Act) in the Company and/or to grant rights to subscribe for or to convert any security into such shares ("**Allotment Rights**"), but so that the maximum amount of equity securities that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £500,000, PROVIDED that this authority, unless duly renewed, varied or revoked by the Company, 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, save that the Company may before such expiry make offers of agreements which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and, the directors may allot shares and grant Allotment Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

5. 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:
 - 5.1. 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 (otherwise than pursuant to sub-paragraph 5.1 above) of equity securities and the sale of treasury shares up to an aggregate nominal amount of £15,150 representing approximately 10 per cent. of the Company's current issued share capital, 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

31 December 2020

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 post or (during normal business hours only) by hand to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to voting@shareregistrars.uk.com not later than 4:00 p.m. on 25 January 2021.
- 3 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.
- 4 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 4:00 p.m. on 25 January 2021. 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.
- 5 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.
- 6 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.
- 7 Shareholders are advised not to attend the Annual General Meeting and in the event that they should attend, such Shareholders will not be granted access to the meeting.
- 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 4:00 p.m. on 25 January 2021 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
(“the Company”)
PROXY FORM – ANNUAL GENERAL MEETING
Wednesday 27th January 2021

Before completing this form, please read the explanatory notes below:

I/We the undersigned.....of..... being the holder of ordinary shares of £0.005 each in the capital of the Company hereby appoint the chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote in respect of all /ordinary shares (see Note 4) held by me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Hill Dickinson LLP, Broadgate Tower, 20 Primrose Street, London, EC2A 2EW on 27th of January 2021 at 4:00 p.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if this proxy appointment is one of multiple appointments being made:

RESOLUTIONS	For	Against	Vote Withheld
ORDINARY RESOLUTIONS			
1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2020 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 2021.			
4. To authorise the directors to allot ordinary shares in the Company.			
SPECIAL RESOLUTION			
5. To authorise the directors to disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006.			

Signature	Date

NOTES

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box, but note the arrangements referred to below for the conduct of the Annual General Meeting in light of the COVID-19 pandemic which will mean your votes may not be counted. In this circumstance, Members can only appoint the chairman as proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the Annual General Meeting.
3. Details of how to appoint the chairman of the meeting as your proxy using the proxy form are set out in the notes to the proxy form. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting. Appointment of proxy using the hard copy proxy form.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
6. To appoint a proxy using the proxy form, it must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
 - received by the Registrar not later than 4:00 p.m. on 25 January 2021.
 - Forms can also be scanned and emailed to voting@shareregistrars.uk.com, quoting the Company name and "Proxy Form" in the subject box.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours (excluding non-business days) before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxy by joint members.

10. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

11. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
12. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR.
13. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

14. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company not later than 4:00 p.m. on 25 January 2021.

15. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

Total voting rights

16. As at 31 December 2020, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 30,300,714 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 31 December 2020 is 30,300,714.