

PRIVATE & CONFIDENTIAL

The Directors
The Broadgate Tower
20 Primrose Street
London
England
EC2A 2EW

and

Strand Hanson
26 Mount Row
London
England
W1K 3SQ

and

Peterhouse Capital Limited
3rd Floor 80 Cheapside,
London, United Kingdom,
EC2V 6EE

5 September 2022

Dear Sirs

PROSPECTUS OF CRITICAL METALS PLC (the “Company”)

- 1 In connection with the admission of the issued and to be issued ordinary shares in Critical Metals PLC to the Official List, the market operated by London Stock Exchange plc, we hereby confirm that Luhlaza Advisory and Consulting (PTY) Ltd (“Luhlaza”) of Blairgowrie Plaza Office Park, Cnr Conrad & Susman Street, Office 128, Level One, Randburg, 2194, South Africa is acting for the Company as the Competent Person. We hereby:
 - 1.1 consent to the issue of the Prospectus dated February 2022 (the “Prospectus”) with the inclusion in it of our Competent Person’s Report relating to the assets of the

Johannesburg:

Blairgowrie Plaza Office Park,
Cnr Conrad & Susman Street,
Office 128, Level One,
Randburg, 2194

Durban:

34 St Andrews Road
Durban North,
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Witbank:

24 Gladiola Street,
Die Heuwel,
Witbank, 1035

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Luhlaza

Advisory and Consulting

Luhlaza Advisory and Consulting (Pty) Ltd
Reg. 2016 / 073744 / 07

Company and its subsidiaries (the “**Group**”) dated February 2022, extracts from and all references to our Competent Person’s Report, and to the use of our name, in the form and context in which it is included, as shown in the enclosed proof of the Prospectus which we have signed for identification;

1.2 confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is that case) the information contained in our Competent Person’s Report set out at Part VI of the Prospectus is in accordance with the facts and contains no omission likely to affect its import; and

1.3 consent to the inclusion in the Prospectus of a statement in substantially the following form:

“The Competent Person accepts responsibility for the information contained in the Competent Person’s Report and has reviewed and approved the technical information contained in this Prospectus.

To the best of the knowledge and belief of the Competent Person (who has taken all reasonable care to ensure that such is the case) the information contained in the Competent Person’s Report is in accordance with the facts and does not omit anything likely to affect the import of such information.”

2 Our consent, referred to in paragraph 1.1 above, is required by item 23.1 of Annex 1 of Appendix 3 to the Prospectus Rules and PR 5.5.3 R(2)(f) for the purposes of section 84(1)(d) of Financial Services and Markets Act 2000; and is given for the purpose of complying with those provisions and for no other purpose.

3 We hereby confirm, for the purpose of the Prospectus Rules and the Financial Services and Markets Act 2000, that:

3.1 Luhlaza has a number of professionally qualified personnel (including [•] and [•]) who are members in good standing of a recognised self-regulatory organisation of engineers and/or geoscientists;

3.2 [•] has at least five years’ relevant experience in the estimation, assessment and evaluation of the type of mineral and mining deposits under consideration;

- 3.3 Luhlaza is independent of the Company, its directors, senior management and advisers;
- 3.4 Luhlaza is not and will not be remunerated by way of a fee that is linked to the Admission or the value of the Company;
- 3.5 Luhlaza is not a sole practitioner;
- 3.6 Luhlaza has the relevant and appropriate qualifications, experience and technical knowledge to professionally and independently appraise the Group's assets (being all assets, licences, permits, joint ventures or other arrangements owned by the Group proposed to be exploited or utilised by them ("**Assets**")) and liabilities (being all liabilities, royalty payments, contractual agreements and minimum funding requirements relating to the Company's work programme and Assets ("**Liabilities**"));
- 3.7 we consider that the scope of the CPR is appropriate, given the Company's Assets and Liabilities and includes and discloses all information required to be included therein and was prepared in accordance with the content requirements as set out in the Prospectus Rules and has been subject to our own internal review;
- 3.8 Luhlaza has reviewed the Prospectus; and
- 3.9 the CPR has been prepared on all material Assets and Liabilities and has been reproduced in full and without adjustment in the Prospectus.
- 4 We confirm that, to our knowledge, there has been no material change of circumstances or available information since the CPR was compiled and we are not aware of any significant matters arising from our evaluation that are not covered by the CPR which might be of a material nature with respect to the proposed Admission.
- 5 We also confirm that where any information contained in the CPR has been sourced from a third party, such information has been accurately reproduced and, so far as we are aware and are able to ascertain from the information published by that third party,

no facts have been omitted which would render the reproduced information inaccurate or misleading.

Review by competent person

- 6 We have reviewed the information contained elsewhere within the Prospectus which relates to information contained in the CPR (specifically in Part III) and can confirm that the information presented is accurate, balanced, complete and not inconsistent with the CPR.

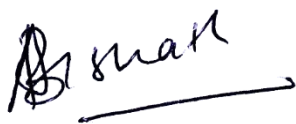
Extraction of information

- 7 We have reviewed Part III of the Prospectus and confirm that the information that has been extracted from the CPR and reproduced there has been extracted directly from the CPR and presented in a manner which is not misleading and provides a balanced view of the CPR. Luhlaza also confirms that the location of such information in the CPR has been set out next to such extraction.

Appropriate summarisation

- 8 Luhlaza has reviewed Part III of the Prospectus and can confirm that the contents provide a balanced view of the information contained in the CPR and in the context of the rest of the Prospectus is not misleading due to omission of information that is otherwise included in other sections of the Prospectus.

Yours faithfully,



Dr Avinash Bisnath - Managing Director

Duly authorised signatory for and on behalf of

LUHLAZA ADVISORY AND CONSULTING (PTY) LTD