



General Meeting

Critical Minerals Group Limited (ASX: CMG) (**CMG** or **Company**) provides the following documents regarding its General Meeting to be held on Friday, the 3rd of May 2024 at 11am AEST:

- Notice of General Meeting
- Sample proxy form

Shareholders will be able to access the Notice on the Company's website at:

<https://www.criticalmineralsgroup.com.au/>.

This announcement has been authorised for release by the board.

For more information, please contact:

Adam Gallagher

Company Secretary

adam@criticalmineralsgroup.com.au

(07) 5555 5077



**CRITICAL
MINERALS
GROUP**

Critical Minerals Group Limited

ACN 652 994 726

(Company)

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that the General Meeting of the Company will be held as follows:

Time: 11:00am (AEST)

Date: Friday, 3 May 2024

Place: To be held in person at:

Level 4, Gold Tower, 10 Eagle Street, Brisbane, QLD, 4000

The Notice of General Meeting and Explanatory Statement is an important document and 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.

Should you wish to discuss the matters on this Notice of General Meeting please do not hesitate to contact the Company Secretary on 07 5555 5077 or via email at adam@criticalmineralsgroup.com.au.

Critical Minerals Group Limited
ACN 652 994 726
(Company)

CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Shareholder

I have the pleasure of inviting you to a General Meeting (**Meeting**) of Critical Minerals Group Limited ACN 652 994 726 (**Company**).

The Meeting of the Company's shareholders (**Shareholders**) will be held at Level 4, Gold Tower, 10 Eagle Street, Brisbane, QLD, 4000 at 11.00am on Friday, 3 May 2024. This will be an in-person meeting only, and there will be no opportunity to join online.

Even if you plan to attend in person, you are encouraged to submit a directed proxy before the Meeting in accordance with the instructions in this notice of meeting.

Your vote is important and we also welcome your questions and comments at or prior to the Meeting.

Yours sincerely

Alan Broome AM
Chairman

Critical Minerals Group Limited
ACN 652 994 726
(Company)

NOTICE OF MEETING

Notice is given that a General Meeting (**Meeting**) of the shareholders of the Company will be held as follows:

Time: 11:00am

Date: Friday, 3 May 2024

Place: To be held in person at:

Level 4, Gold Tower, 10 Eagle Street, Brisbane, QLD, 4000

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) unless a Shareholder has elected to receive documents in hard copy in accordance with the Corporations Act.

Shareholders can access the Notice on the Company's website at <https://www.criticalmineralsgroup.com.au/>. The Notice and a blank Proxy Form have also been released on the ASX Market Announcements Platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary (Section 5).

AGENDA

1. Resolution 1 – Ratification for issue of Placement Shares

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders grant approval for and ratify the prior issue of 3,276,000 Shares in the Company at an issue price of \$0.15 (**Placement Shares**) issued on 18 March 2024 to certain sophisticated and professional investors on the terms as set out in the Explanatory Statement.”*

Voting exclusion statement pursuant to Listing Rule 7.5.8 – Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person that participated in, or who will obtain a material benefit as a result of, the issue of the Placement Shares or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- A person as proxy or attorney for a person who is entitled to vote on Resolution 1 in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- The Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - The holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolutions 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

2. Resolution 2 – Approval to issue Shares to a Substantial Holder (Idemitsu Australia Pty Ltd)

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That, for the purposes of Listing Rule 10.11.2 and for all other purposes, Shareholders grant approval for the issue of up to 3,649,333 Shares to Idemitsu Australia Pty Ltd ACN 010 236 272 or its nominee at an issue price of \$0.15 (**Substantial Holder Shares**) on the terms as set out in the Explanatory Statement.”*

Voting exclusion statement pursuant to Listing Rule 10.11 – Resolution 2

The Company will disregard any votes cast on Resolution 2 by:

- Idemitsu Australia Pty Ltd ACN 010 236 272 (or its nominee); and
- An associate of Idemitsu Australia Pty Ltd ACN 010 236 272 (or its nominee).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- A person as proxy or attorney for a person who is entitled to vote on Resolution 2 in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- The Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - The holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolutions 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD

Adam Gallagher

Company Secretary

Dated: 28 March 2024

Critical Minerals Group Limited

ACN 652 994 726

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held by in person at:

Level 4, Gold Tower, 10 Eagle Street, Brisbane, QLD, 4000
on Friday, 3 May 2024 commencing at 11:00am (AEST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders at 7:00pm (AEST) on 1 May 2024.

Each of the Resolutions will be decided by poll.

2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 11:00am (AEST) on Friday, 3 May 2024 at Level 4, Gold Tower, 10 Eagle Street, Brisbane, QLD, 4000.

Shareholders are also encouraged to submit questions before the Meeting to the Company.

Questions submitted before the Meeting must be sent in writing to the Company Secretary at adam@criticalmineralsgroup.com.au at least 5 Business Days before the Meeting.

The Chair of the Meeting will also allow time for Shareholders to ask questions during the Meeting regarding the formal business.

The business of the Meeting affects your shareholding, and your vote is important.

2.3 Voting in person

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

Should it become necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, an announcement will be made on the Company's website and through the ASX Market Announcement Platform.

2.4 Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on "View Meetings" – "Vote". To use the online lodgement facility,
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	Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting (**Proxy Deadline**). Proxy Forms received later than this time will be invalid.

2.5 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend in person, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if, for any unforeseen reason, you cannot attend.

2.6 Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

2.7 Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) A letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (b) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.8 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.9 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Form but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.10 Voting on Resolutions

All voting on the Resolutions proposed and stated in the Notice will be by way of a poll and not a show of hands. The results of the Poll will not be announced during Meeting. The poll results will be confirmed following the end of the Meeting and announced to the ASX as soon as they are available.

3. Resolution 1 – Ratification for issue of Placement Shares

3.1 Background

On 7 March 2024, the Company announced that it had received firm commitments to raise \$1.7m from a placement of Shares in the Company at a price of \$0.15 per Share (**Placement Shares**) to sophisticated and professional investors and a Substantial Holder (**Placement**). Of the Placement Shares issued, 7,684,000 have been issued to unrelated professional and sophisticated investors (**Unrelated Investors**), and 3,649,333 will be issued to a Substantial Holder subject to shareholder approval of Resolution 2.

Resolution 1 is an ordinary resolution seeking Shareholder approval under Listing Rule 7.4 for the ratification of the prior issue of 3,276,000 Placement Shares issued under Listing Rule 7.1 to Unrelated Investors.

3.2 Listing Rule 7.1

Under Listing Rule 7.1, the Company is generally not permitted to issue more than 15% of its issued share capital in any 12 month period unless the issue is approved by the Company's shareholders or an exemption applies (**15% Capacity**).

At the Company's last Annual General Meeting on 8 November 2023, shareholders approved and gave the Company authority to issue an additional 10% of its issued share capital under Listing Rule 7.1A without the issue being approved by the Company's shareholders (**Additional Capacity**). As such, prior to the Placement occurring, the Company was permitted to issue 25% of its issued share capital (less the securities issued in the preceding 12 months that had not been subsequently approved in accordance with listing rule 7.4) without the issue being approved by the Company's shareholders (**Combined Capacity**). As part of the Placement Shares, the Company issued 3,276,000 Shares under its available 15% capacity under listing rule 7.1 and 4,408,000 Shares under its available 10% capacity under listing rule 7.1A. The details of the balance of the Placement (being 3,649,333 Shares) are set out under Resolution 2.

As the Placement does not fit within any of the exceptions to Listing Rule 7.1, the issue of the Placement Shares has reduced the Company's Combined Capacity for the next 12 months, such that the Company can only issue its remaining capacity of 3,336,000 without Shareholder approval under Listing Rule 7.1.

The Additional Capacity was fully utilised under the Placement and cannot be reinstated until the earlier of:

- a) the date that is 12 months after the date of the 2023 annual general meeting that was held on 8 November 2023;
- b) the time and date of the Company's next annual general meeting; or
- c) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

3.3 Listing Rule 7.4

Under Listing Rule 7.4, an issue of any securities made without approval under Listing Rule 7.1 may be treated as having been made with approval under Listing Rule 7.1 if each of the following apply:

- (a) the issue was not in breach of that rule; and
- (b) the holders of ordinary shares in the Company subsequently approve the issue.

Although Shareholder approval was not required for the Company to issue the Placement Shares (as they were issued under the Company's Combined Capacity discussed above), the Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues, as required under Listing Rule 7.1.

Accordingly, the Company is seeking ratification by Shareholders of the prior issue of the Placement Shares issued under listing rule 7.1 under this Resolution 1, pursuant to Listing Rule 7.4.

Approval of Resolution 1 will refresh the Company's ability, to the extent of the Placement Shares issued under Listing Rule 7.1, to issue further capital during the next 12 months under Listing Rule 7.1 (if required) without the need to obtain further Shareholder approval, therefore providing the Company with greater flexibility in managing its future capital requirements.

3.4 Effect of Shareholder Approval

If Resolution 1 is passed, the Placement Shares issued under Listing Rule 7.1 will be excluded in calculating the Company's utilisation of its 15% Capacity under Listing Rule 7.1, which will provide the Company flexibility to issue Shares and Options in the future without obtaining Shareholder approval, if required.

If Resolution 1 is not passed, the Placement Shares issued under Listing Rule 7.1 will be included in calculating the Company's utilisation of its 15% Capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date which will impact on the Company's flexibility for future capital raisings.

The passing of Resolution 1 will not affect the Company's Additional Capacity under Listing Rule 7.1A which has been fully utilised.

3.5 Requirements of Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Name of the persons receiving the securities 7.5.1	<p>The Placement Shares, the subject of Resolution 1, have been issued and allotted to unrelated sophisticated and professional investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act determined by the Board and the Lead Manager (Unrelated Investors). The Unrelated Investors were identified through a bookbuild process which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company</p> <p>A Substantial Holder of the Company will also participate in the Placement, subject to shareholder approval of Resolution 2.</p> <p>Vested Equities Pty Ltd ACN 601 621 390 (Lead Manager) was appointed as the sole lead manager to the Placement. The Lead Manager is entitled to receive:</p> <ul style="list-style-type: none">• Management fee: 2% (excluding GST) on all funds raised in the Placement; and• Selling fee: 4% (excluding GST) on funds introduced by Vested
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	<p>Equities.</p> <ul style="list-style-type: none"> Ongoing Investor Relations fee: \$30,000 (excluding GST) over a 6 month period for ongoing investor relations support.
<p>Number and class of securities 7.5.2</p>	The total number of securities issued under the Placement to Unrelated Investors was 7,684,000 fully paid ordinary shares, of which 3,276,000 were issued under Listing Rule 7.1.
<p>If not fully paid ordinary securities, a summary of material terms 7.5.3</p>	The Placement Shares were issued on terms identical to the Company's existing quoted Shares.
<p>Date of issue 7.5.4</p>	The Placement Shares were issued on 18 March 2024.
<p>Issue Price 7.5.5</p>	The Placement Shares were issued at a price of \$0.15 per Share.
<p>The purpose of the issue 7.5.6</p>	Funds raised under the issue of the Placement Shares (less fees and expenses) are intended to be used for background ecology and water studies; feasibility study (PFS, BFS); development of electrolyte manufacturing strategy and corporate overheads.
<p>Summary of material terms of the relevant agreement 7.5.7</p>	The Placement Shares were issued pursuant to customary placement documentation by the Lead Manager
<p>Voting exclusion statement 7.5.8</p>	A voting exclusion statement is set out under Resolution 1 of the Notice.

3.6 Directors' Recommendation

All of the Directors unanimously recommend that Shareholders vote in favour of Resolution 1, for the reasons set out above.

4. Resolution 2 – Approval to issue Shares to a Substantial Holder (Idemitsu Australia Pty Ltd)

4.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 3,649,333 Shares to Idemitsu Australia Pty Ltd ACN 010 236 272 or its nominee (**Idemitsu**), a Substantial Holder of the Company, under the Placement. The participation in the Placement by Idemitsu will be on the same terms as the Placement made to Unrelated Investors.

Resolution 2 seeks Shareholder approval for the proposed issue of Shares to Idemitsu under Listing Rule 10.11.

Further details regarding the Placement Shares are set out in section 3.1.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that, subject to certain exceptions set out in Listing Rule 10.12, a listed company must not issue, or agree to issue, equity securities to, inter alia, a related party, without shareholder approval.

As Idemitsu is a 30%+ holder in the Company (**Substantial Holder**), the proposed issue of Shares under the Placement falls within Listing Rule 10.11.2. It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the current circumstances. Accordingly, Shareholder approval is sought for the issue

of the Placement Shares pursuant to Listing Rule 10.11.

If Resolution 2 is approved, the Company will be able to proceed with the issue to Idemitsu of up to 3,649,333 shares on the terms set out below.

Further, as a separate shareholder approval under Listing Rule 7.1 is not required for issues of securities that have received shareholder approval under Listing Rule 10.11, the grant of Shares to Idemitsu will not be included in the Company's 15% placement capacity for the purposes of Listing Rule 7.1, provided that the issue is completed within one month of the date of the Meeting.

Idemitsu is viewed by the Company as a strategic holder. Idemitsu has been operating in Australia for over 40 years, as a subsidiary of Japanese company Idemitsu Kosan Co. Ltd and has publicly committed to playing a proactive role in diversifying Australia's energy portfolio through mining, retail fuels, agriculture, and renewable initiatives. Idemitsu has agreed to subscribe for up to the number of Shares under the Placement that will see its current percentage holding of the Company maintained on a post-raise basis, which is 3,649,333 Shares.

If Resolution 2 is not approved by shareholders, the Company will not be able to issue Shares to Idemitsu under the Placement and will not receive the associated consideration.

4.3 Prescribed information pursuant to Listing Rule 10.11

The following information is provided for the purposes of the shareholder approval sought under Listing Rule 10.11, and in accordance with the requirements of Listing Rule 10.13 in respect of the proposed issue of shares:

Name of the persons receiving the securities <i>10.13.1</i>	The Placement Shares will be issued to Idemitsu Australia Pty Ltd ACN 010 236 272 (or its nominee).
Category under Listing Rule 10.11 <i>10.13.2</i>	Idemitsu is a related party of the Company under Listing Rule 10.11.2, as it is a Substantial Holder in the Company.
Number and class of securities <i>10.13.3</i>	The maximum number of Placement Shares to be issued to Idemitsu is 3,649,333. The Placement Shares to be issued under Resolution 2 are fully paid ordinary class shares and will rank equally in all respects with the Company's existing Shares on issue.
Summary of material terms <i>10.13.4</i>	The Placement Shares will be fully paid, ordinary shares.
Date of Issue <i>10.13.5</i>	If Resolution 2 is approved, the Company will issue the Shares in a single tranche immediately following the Meeting and in any event not later than 1 month of the Meeting (or such later date as permitted by ASX).
Issue Price <i>10.13.6</i>	The Shares will be issued at an issue price of \$0.15 per Share, being the same as the Placement Shares the subject of Resolution 1.
Purpose <i>10.13.7</i>	Funds raised from the issue of the Shares (less fees and expenses) are intended to be used for background ecology and water studies; feasibility study (PFS, BFS); development of electrolyte manufacturing strategy; and tenements and corporate overheads.
Whether the issue is intended to remunerate or incentivise <i>10.13.8</i>	The Placement Shares to be issued to Idemitsu are not being issued in connection with remuneration or as an incentive.

Summary of material terms of agreement 10.13.9	The Placement Shares will be issued pursuant to customary placement documentation by the Lead Manager.
Voting exclusion statement 10.13.10	A voting exclusion statement in respect of Resolution 2 are set out above in the Notice.

4.4 Directors' Recommendation

Mr. Steven Kovac is a director of the Company and the Chief Executive Officer of Idemitsu. Given his executive role in Idemitsu Mr. Kovac has chosen to abstain from making a recommendation regarding Resolution 2. Mr. Kovac and his related parties do not hold any securities in the Company.

Each of the Directors, aside from Mr. Steven Kovac who abstains, recommends that Shareholders vote in favour of Resolution 2, for the reasons set out above.

5. GLOSSARY

Term	Meaning
\$	Australian dollars.
Additional 10% Capacity	has the meaning given to that term in in section Error! Reference source not found. of the Explanatory Statement.
AEST	Australian Eastern Standard Time, being the time in Brisbane, Queensland.
Associate	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules	the listing rules of ASX, as amended from time to time.
ASX Principles	the ASX Corporate Governance Principles and Recommendations (4th edition).
Automic	The Company's Share Registry provider Automic Pty Ltd
Board	the board of Directors of the Company.
Business Day	<p>A. for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and</p> <p>B. for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane, Queensland.</p>

Chair	the person appointed to chair the Meeting convened by this Notice.
Company	Critical Minerals Group Limited ACN 652 994 726.
Constitution	the constitution of the Company as at the date of this Explanatory Statement.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Equity Securities	has the same meaning as in the ASX Listing Rules.
Explanatory Statement	means the explanatory statement accompanying this Notice.
General Meeting, GM or Meeting	means the General Meeting of the Company to be held on Friday, 3 May 2024.
Lead Manager	means Vested Equities Pty Ltd ACN 601 621 390.
Listing Rule	means a listing rule of the ASX.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice	the notice of meeting attached to this Explanatory Statement.
Ordinary Resolution	means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.
Placement	means the placement of 7,684,000 Shares to Unrelated Investors and 3,649,333 Shares to Idemitsu, a Substantial Holder.
Placement Shares	means the Shares issued to Unrelated Investors and a Substantial Holder, in connection with the Placement, at a price of \$0.15 per Share, first announced by the Company on 7 March 2024.
Proxy Deadline	has the meaning in section 2.4 of the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Related Party	has the meaning set out in the ASX Listing Rule 10.11.
Resolution	a resolution set out in the Notice.
Substantial Holder	means a holder in the Company's Shares with at least 30% of the total issued Shares in the Company for the purposes of ASX Listing Rule 10.11.2
Substantial Holder Shares	means the 3,649,333 Shares to be issued to Idemitsu Australia Pty Ltd ACN 010 236 272 in connection with the Placement, at a price of \$0.15 per Share.
Share	being a fully paid ordinary share in the Company.
Share Registry	being Automic Pty Ltd.
Shareholders	means the shareholders of the Company.
Trading Day	means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.
Unrelated Investors	means those unrelated sophisticated and professional investors who participated in the Placement.

VWAP

means the volume weighted average price.

Your proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 01 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

