



Critical Minerals Group Limited – Entitlement Offer – notice to option holders

On 31 July 2024, Critical Minerals Group Limited (**Company**) announced a 3 for 10 non-renounceable entitlement offer of fully paid ordinary shares in the Company (**New Shares**) to raise \$2,493,600 (**Entitlement Offer**). The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Morgans**).

The proceeds of the Entitlement Offer will be applied to:

- progressing the Lindfield Feasibility Study and close out the pre-feasibility study elements;
- completion of the pre pilot plant metallurgy testing and commence the pilot plant testing;
- continuation the environmental studies and approvals documentation;
- progressing vanadium electrolyte business planning, location study and local council development approvals; and
- general working capital.

Terms of the Entitlement Offer and eligibility of shareholders to participate

Under the Entitlement Offer, Eligible Shareholders (defined below) will be invited to subscribe for 3 New Shares for every 10 existing ordinary shares held in the Company at 7.00pm (AEST) on 5 August 2024 (**Record Date**) at an offer price of \$0.15 per New Share (**Entitlement**).

The Entitlement Offer is being made by the Company without a disclosure document or product disclosure statement under section 708AA Corporations Act 2001 (Cth) (**Corporations Act**).

The Entitlement Offer is only available to Eligible Shareholders. An Eligible shareholder means a holder of the Company shares at 7.00pm (AEST) on the Record Date who:

- has a registered address in Australia and New Zealand or is a shareholder that the Company has otherwise determined is eligible to participate;
- is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.



Your options do not entitle you to participate in the Entitlement Offer

We note that you are a current holder of options to acquire fully paid ordinary shares in the Company (**Options**). Subject to the terms upon which those Options were issued to you, you may exercise your Options at any time before their expiry date.

The purpose of this letter is to give you notice prior to the Record Date that you may, subject to the terms upon which those Options were issued to you, exercise your Options should you wish to participate in the Entitlement Offer. Accordingly, if you wish for some or all of the shares underlying your Options to be counted as part of your Entitlement under the Entitlement Offer, you will need to exercise that portion of your vested and exercisable Options for which you wish to participate and pay the current exercise price for them so that those shares are issued to you before the Record Date.

If you wish to exercise any of your Options, please contact me as soon as possible at adam@criticalmineralsgroup.com.au to arrange delivery of your notice of exercise and payment of the applicable exercise price.

If you choose to participate in the Entitlement Offer by exercising some or all of your Options prior to the Record Date, you will be sent an Information Booklet and personalised Entitlement and Acceptance Form containing important information about the Entitlement Offer. A copy of the Information Booklet will also be available on the ASX website at www.asx.com.au and the Company's website at www.criticalmineralsgroup.com.au.

If you do not wish to participate in the Entitlement Offer (in respect of your Options) you do not need to take any action.

Before deciding whether to exercise all or any of your Options, you should consider the terms of the Entitlement Offer carefully and consult with your professional adviser if necessary.

Yours faithfully

Adam Gallagher
Critical Minerals Group Limited
Company Secretary

This ASX announcement was authorised for release by CMG's Board of Directors.

For more information:

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CEO and Managing Director

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Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the **US Securities Act**), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This announcement may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. CMG does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

About Critical Minerals Group Limited

Critical Minerals Group Limited (ASX:CMG, CMG or the Company) is an exploration company with the principle focus of developing critical minerals projects. CMG was formed to identify, secure, acquire and develop critical mineral resource tenements in proven regions in Australia.

CMG is building its position in the vanadium market, holding a tenement in north-west Queensland near the town of Julia Creek which is its flagship project known as the Lindfield Vanadium Project. CMG also holds applications for projects at Figtree Creek and Lorena Surrounds, both exciting greenfield copper-gold projects that support CMG's focus on critical mineral opportunities.

CMG is founded on the outlook of the global energy disruption and the transition that is currently underway and the chance to grasp the opportunities arising from the substantial changes in the world around us. The rising standard of living of a growing global population is likely to continue to drive demand for critical minerals for years to come, particularly during the phase of decarbonisation and electrification. The world will need to find a way to meet this growing demand for such minerals, and CMG is well-positioned to meet this new economy mineral demand as the world turns towards a more renewable future.