

ASX:CMG
ASX Announcement
8 August 2024

Despatch of Entitlement Offer Booklet

Critical Minerals Group Limited (**CMG** or the **Company**) (ASX:CMG) has today completed the despatch of the Entitlement Offer Booklet and accompanying Acceptance Forms in relation to its 3 for 10 pro rata non-renounceable entitlement offer of fully paid ordinary shares at an Offer Price of \$0.15 per share to raise approximately \$2,493,600 announced to the market on 31 July 2024 (**Entitlement Offer**).

Attached to this announcement are the following:

- the Entitlement Offer Booklet
- a sample Entitlement and Acceptance Form
- the letter to eligible shareholders.

The Entitlement Offer opens today and is scheduled to close at 5.00pm (AEST) on Wednesday, 21 August 2024.

This announcement was authorised for release to ASX by the board of CMG.

For more information on the Company:

Scott Winter

CEO and Managing Director

info@criticalmineralsgroup.com.au

(07) 5555 5077

If you have any questions **on how to accept your entitlement**, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday. Alternatively ,if you have any questions on whether to accept the Entitlement Offer contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

CRITICAL MINERALS GROUP LIMITED ACN 652 994 726

Entitlement Offer Information Booklet

A 3 for 10 pro rata non-renounceable entitlement offer of fully paid ordinary shares in CMG at an Offer Price of \$0.15 per Share.

Fully Underwritten by Morgans Corporate Limited ACN 010 539 607

Last date for acceptance and payment: 5.00pm (AEST) on 21 August 2024

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

Lead Manager and Underwriter



Legal adviser



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IMPORTANT NOTICES

This Information Booklet is dated 8 August 2024. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

CMG may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than CMG has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares or Shortfall Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

Neither Morgans Corporate Limited ACN 010 539 607 (Morgans), nor its related bodies corporate or affiliates, nor any of its directors, officers, partners, employees, representatives, contractors, consultants, agents or advisers (together, the Relevant Parties) have authorised, permitted or caused the issue or lodgement, submission, despatch or provision of this Information Booklet and there is no statement in this Information Booklet which is based on any statement made by Morgans or by any Relevant Party. To the maximum extent permitted by law, each Relevant Party expressly disclaims all duties and liabilities (including for fault, negligence and negligent misstatement) in respect of, and makes no representations or warranties regarding, and takes no responsibility for, any part of this Information Booklet or any action taken by you on the basis of the information in this Information Booklet, and makes no representation or warranty as to the fairness, currency, accuracy, reliability or completeness of this Information Booklet.

No overseas offering

This Information Booklet (including CMG's Investor Presentation included as part of it) and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares or Shortfall Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia or New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for CMG to lawfully receive your Application Monies.

Definitions, currency and time

Defined terms used in this Information Booklet are contained in Section 5. All references to currency are to Australian dollars and all references to time are to Australian Eastern Standard Time (**AEST**), unless otherwise indicated.

In this Information Booklet, references to "you" are references to Eligible Shareholders (as defined in Section 1.6) and references to "your Entitlement" (or "your Entitlement and Acceptance Form") are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Shareholders.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. CMG considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. CMG recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

CMG collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in CMG.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to CMG (directly or through the Share Registry). CMG collects, holds and will use that information to assess your Application. CMG collects your personal information to process and administer your shareholding in CMG and to provide related services to you. CMG may disclose your personal information for purposes related to your shareholding in CMG, including to the Share Registry, CMG 's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that CMG holds about you. To make a request for access to your personal information held by (or on behalf of) CMG, please contact CMG through the Share Registry.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the Queensland courts and courts competent to hear appeals from those courts.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by CMG or any of its officers.

Past performance

Investors should note that CMG's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) CMG's future performance including CMG's future financial position or share price performance.

Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of CMG and certain plans and objectives of the management of CMG. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither CMG, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of CMG. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

Risks

Refer to the 'Key Risks' section of the Investor Presentation included in Section 2.

Trading in New Shares

CMG, Morgans, and their respective affiliates and related bodies corporate have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by CMG or CMG's share registry or failure to maintain your updated details with the CMG's share registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

Refer to Section 4 for details.

Letter from the Chair

8 August 2024

Dear Shareholder

I am pleased to write to you, as a valued shareholder of Critical Minerals Group Limited (**CMG**), and offer you the opportunity to participate in CMG's recently announced fully underwritten 3 for 10 pro-rata non-renounceable entitlement offer of new ordinary fully paid shares in CMG (**New Shares**) at an offer price of \$0.15 per New Share (**Entitlement Offer**) to raise gross proceeds of approximately \$2,493,600.

The proceeds of the Entitlement Offer will be applied to:

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

The benefits that are expected to flow from this initiative, for CMG and its shareholders, are described in CMG's investor presentation lodged with the Australian Securities Exchange (**ASX**) on 31 July 2024 (and included in this Information Booklet in Section 2).

Under the Entitlement Offer, Eligible Shareholders have the opportunity to acquire 3 New Shares for every 10 Shares held at 7.00pm (**AEST**) on 6 August 2024 (**Record Date**). The offer price of \$0.15 per New Share is equal to both the closing price of CMG shares on 30 July 2024 (being the last trading day before announcement of the Entitlement Offer) and the theoretical ex-rights price (**TERP**)¹.

New Shares issued through the Entitlement Offer will rank equally with existing Shares on issue.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed in this Information Booklet. You must determine whether to take up in whole or part, or do nothing, in respect of your Entitlement.

CMG has received binding commitments from its major shareholder, Idemitsu Lindfield Pty Ltd (**Idemitsu**), to take up its Entitlement in full, which represents approximately 32.2% of total New Shares offered under the Entitlement Offer.

The Entitlement Offer is fully underwritten by Morgans Corporate Limited (**Morgans**), with sub-underwriting from Idemitsu. Morgans is also acting as the lead manager to the Entitlement Offer.

 $^{^1}$ The theoretical ex-rights price of \$0.15 is calculated using CMG's closing price on 30 July 2024 assuming proceeds from the Entitlement Offer of \$2,493,600. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP.

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on ASX or otherwise transferable. If you do not take up your Entitlement in full, you will not receive any value in respect of that part of the Entitlement that you do not take up.

Other information

This Information Booklet contains important information, including:

- the investor presentation referred to above, which was released to ASX on 31 July 2024, and provides information on CMG, the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions; and
- instructions on how to take up all or part of your Entitlement via BPAY.

The Entitlement Offer closes at 5.00pm (AEST) on 21 August 2024.

Please read in full the details on how to submit your application, which are set out in this Information Booklet. For further information regarding the Entitlement Offer, please call the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday, or visit our website at www.criticalmineralsgroup.com.au.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board of CMG, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

Alan Broome AM

Chair

Summary of the Entitlement Offer

Entitlement Offer		
Ratio	3 New Shares for every 10 existing Shares	
Offer Price	\$0.15 per New Share	
Size	16,624,000 New Shares	
Gross proceeds	\$2,493,600	

Key dates

Activity	Date
Announcement of Entitlement Offer	Wednesday, 31 July 2024
Ex-date for Entitlement Offer	Monday, 5 August 2024
Record Date for determining Entitlements (7.00pm AEST)	Tuesday, 6 August 2024
Information Booklet and Entitlement and Acceptance Form despatched	Thursday, 8 August 2024
Entitlement Offer opens	Thursday, 8 August 2024
Last day to extend the Closing Date of the Entitlement Offer	Friday, 16 August 2024
Entitlement Offer closes (5.00pm AEST)	Wednesday, 21 August 2024
Announcement of results of the Entitlement Offer	Monday, 26 August 2024
Allotment of New Shares under the Entitlement Offer and Appendix 2A	Before noon, Wednesday 28 August 2024
Trading of New Shares under the Entitlement Offer commences	Thursday, 29 August 2024
Despatch of holding statements for New Shares issued under the Entitlement Offer	Thursday, 29 August 2024

Notes: All times are in Australian Eastern Standard Time (AEST).

This timetable is indicative only and subject to change. The Directors may vary these dates, with the consent of Morgans, subject to the applicable law and the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

For further information or if you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

1 Offer details

1.1 Overview

The Entitlement Offer is a non-renounceable offer of 16,624,000 New Shares at \$0.15 per New Share (**Offer Price**) to raise approximately \$2,493,600 (before direct offer costs including fees paid to Morgans as lead manager and underwriter to the Entitlement Offer and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Entitlement Offer will be utilised for:

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

Eligible Shareholders who are on CMG's share register on the Record Date are entitled to acquire 3 New Shares for every 10 Shares held on the Record Date (**Entitlement**).

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement. Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in CMG diluted.

Eligible Shareholders should be aware that an investment in CMG involves risks. The key risks identified by CMG are summarised in the Investor Presentation set out in Section 2 of this Information Booklet.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allows the Entitlement Offer to be offered without a prospectus, provided certain conditions are satisfied.

As a result, the Entitlement Offer is not being made under a prospectus and it is important for Eligible Shareholders to read and understand the information on CMG and the Entitlement Offer made publicly available by CMG, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in Section 2, CMG's interim and annual reports, other announcements made available at www.asx.com.au and all other parts of this Information Booklet carefully before making any decisions in relation to your Entitlement.

1.2 Issue of additional New Shares under the Shortfall Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Shortfall Facility (**Shortfall Shares**).

Subject to Section 3.10 and applicable legal and regulatory requirements, there is no cap on the amount of Shortfall Shares that Eligible Shareholders can apply to take up under the Shortfall Facility. However, there is no guarantee that those Shareholders will receive the number Shortfall Shares applied for under the Shortfall Facility, or any. The number of New Shares available under the Shortfall Facility will not exceed the shortfall from the Entitlement Offer.

Any Shortfall Shares not taken up by Eligible Shareholders under the Shortfall Facility will be allocated to the underwriter and sub-underwriters (refer to Sections 1.4 and 1.5 below).

1.3 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares.

1.4 Lead manager and underwriter

Morgans Corporate Limited ACN 010 539 607 (**Morgans**) has been appointed as the lead manager and underwriter to the Entitlement Offer pursuant to an underwriting agreement dated 31 July 2024. Further details of the terms of appointment and fees of Morgans is set out in Section 4.2.

1.5 Firm commitments and sub-underwriting

CMG has received a binding commitment from its major shareholder, Idemitsu Lindfield Pty Ltd (**Idemitsu**), to take up its Entitlement in full, which represents approximately 32.2% of total New Shares offered under the Entitlement Offer.

Additionally, Morgans (as underwriter) has entered into a sub-underwriting agreement with Idemitsu on or about 31 July 2024. Under the terms of the Underwriting Agreement, Morgans may appoint additional sub-underwriters. Further details on the terms of the sub-underwriting agreement are set out in Section 4.3.

1.6 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

An Eligible Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the CMG share register in Australia or New Zealand, or is a Shareholder that CMG has otherwise determined is eligible to participate; and
- (b) 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
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

All Shareholders who are not Eligible Shareholders are Ineligible Shareholders. Ineligible Shareholders will not be entitled to participate in the Entitlement Offer.

CMG, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder and therefore able to participate in the Entitlement Offer, or an Ineligible Shareholder and therefore unable to participate in the Entitlement Offer. To the maximum extent permitted by law, CMG disclaims all liability in respect of such determination.

1.7 Allotment

It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than five Business Days after the close of the Entitlement Offer.

Allocation of Shortfall Shares applied for under Shortfall Facility will be allocated and allotted in accordance with the allocation policy set out in Section 3.10. Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made.

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. If ASX does not grant quotation of the New Shares, CMG will repay all Application Monies (without interest). It is expected that trading on ASX of New Shares to be issued under the Entitlement Offer will commence at 10.00am (AEST) on 29 August 2024 on a normal settlement basis. Application Monies will be held by CMG on trust for applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. CMG will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by CMG or failure to maintain their updated details with CMG's Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should first consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

1.8 Effect on CMG's financial position

The 30 June 2024 historical unaudited balance sheet shown below has been adjusted to reflect the impact of the Entitlement Offer as if it had taken place at 30 June 2024, comprising:

- (a) the issue of 16,624,000 New Shares at \$0.15 each to raise capital of \$2,493,600; and
- (b) the payment of an estimated \$165,000 in costs incurred by CMG in relation to transaction costs for the Entitlement Offer.

	30 June 2024 Adjustments 30 June 2024			20 June 2024
	(Unaudited)	Entitlement Offer proceeds	Transaction costs	(Pro forma)
Current assets				
Cash at bank	1,432,419	2,493,600	(165,000)	3,761,019
Other current assets	24,992			24,992
Total current assets	1,457,411	2,493,600	(165,000)	3,786,011
Non-current assets				
Exploration and evaluation assets	2,300,862			2,300,862
Total non-current assets	2,300,862	0	0	2,300,862
Total assets	3,758,273	2,493,600	(165,000)	6,086,873
Current liabilities				
Accounts payable	501,350			501,350
Other payables	89,247			89,247
Total current liabilities	590,597	0	0	590,597
Total liabilities	590,597	0	0	590,597
Net assets	3,167,677	2,493,600	(165,000)	5,496,277
Equity				
Issued capital	7,055,895	2,493,600	(165,000)	9,384,495
Reserves	334,733			334,733
Accumulated losses	(4,222,951)			(4,222,951)
Total equity	3,167,677	2,493,600	(165,000)	5,496,277

1.9 Information Availability

Eligible Shareholders can obtain a copy of this Information Booklet from the CMG website at www.criticalmineralsgroup.com.au or by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

2	ASX Announcemen	ts and Investor	Presentation
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ASX:CMG
ASX Announcement
31 July 2024

Entitlement Offer to raise approximately \$2.5 million

Critical Minerals Group Limited (**CMG** or the **Company**) (ASX:CMG) announced today that it is undertaking an equity raising via a pro-rata non-renounceable entitlement offer of fully paid ordinary shares in CMG to raise approximately \$2,493,600 (**Entitlement Offer**). The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Morgans**). Morgans has also been appointed as lead manager to the Entitlement Offer.

The offer price for the Entitlement Offer will be \$0.15 per share (**Offer Price**), which is equal to both the closing price of CMG shares on 30 July 2024 (being the last trading day before announcement of the Entitlement Offer) and the theoretical ex-rights price (**TERP**)¹.

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 3 new fully paid ordinary shares in CMG (**New Shares**) for every 10 existing ordinary shares held at 7:00pm (AEST) on 5 August 2024 (**Record Date**) at the Offer Price (**Entitlements**). Approximately 16,624,000 New Shares will be issued as part of the Entitlement Offer. Shares issued under the Entitlement Offer will rank equally with existing shares.

The proceeds of the Entitlement Offer will be applied to:

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

The board of CMG has endorsed a strategy and associated expenditure profile for FY25 and has a clear picture of the funding requirements to support the activity schedule.

CMG is currently in discussions with a number of interested strategic and significant investors that could support the company's activities. Whilst the board of CMG is considering these interests, CMG is undertaking this Entitlement Offer as an interim capital raising to ensure the near-term current and planned activities are funded. CMG will need to raise further capital in the future to fund its strategy and expenditure for FY25.

CMG's major shareholder, Idemitsu Lindfield Pty Ltd (**Idemitsu**), is supportive of the Entitlement Offer and has given a binding commitment to take up its Entitlements as well as sub-underwrite up to 3,756,113 New Shares under the Entitlement Offer. The maximum commitment for Idemitsu is \$1.36 million and could increase its shareholding in CMG from 32.2% to 37.4% (subject to the number of eligible shareholders that participate in the Entitlement Offer by taking up the Entitlements and applying for additional New Shares under the shortfall facility).

¹The theoretical ex-rights price of \$0.15 is calculated using CMG's closing price on 30 July 2024 assuming proceeds from the Entitlement Offer of \$2,493,600. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP.



The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

The Entitlement Offer will include a shortfall facility under which eligible shareholders who take up their full Entitlement will be invited to apply for additional shares in the Entitlement Offer from a pool of those not taken up by other eligible shareholders. There is no guarantee that applicants under this shortfall facility will receive all or any of the New Shares they apply for under the facility.

CMG will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will receive an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer.

Key dates²

Event	Date
Announcement of Entitlement Offer	Wednesday, 31 July 2024
Ex-date for Entitlement Offer	Friday, 2 August 2024
Record Date for determining Entitlements (7.00pm AEST)	Monday, 5 August 2024
Information Booklet and Entitlement and Acceptance Form despatched	Thursday, 8 August 2024
Entitlement Offer opens	Thursday, 8 August 2024
Last day to extend the Closing Date of the Entitlement Offer	Friday, 16 August 2024
Entitlement Offer closes (5.00pm AEST) ³	Wednesday, 21 August 2024
Announcement of results of the Entitlement Offer	Monday, 26 August 2024
Allotment of New Shares under the Entitlement Offer and Appendix 2A	Before noon, Wednesday 28 August 2024
Trading of New Shares under the Entitlement Offer commences	Thursday, 29 August 2024
Despatch of holding statements for New Shares issued under the Entitlement Offer	Thursday, 29 August 2024

For further information, please contact:

If you have any questions, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday. If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

² All dates are indicative only and subject to change. CMG may vary these dates, with the consent of Morgans, subject to the applicable law and the Listing Rules.

³ Eligible Shareholders who wish to take up all or a part of their Entitlement must complete and return their personalised Entitlement and Acceptance Form with the requisite Application Monies or pay their Application Monies via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form that will accompany the Entitlement Offer information booklet so that they are received by the Company's Share Registry by no later than 5.00pm (AEST) on 21 August 2024.



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

For more information:

Scott Winter

CEO and Managing Director info@criticalmineralsgroup.com.au (07) 5555 5077

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.



ASX:CMG
ASX Announcement
31 July 2024

Entitlement Offer - amended timetable

Critical Minerals Group Limited (**CMG** or the **Company**) (ASX:CMG) refers to the announcement released today regarding an equity raising via a pro-rata non-renounceable entitlement offer of fully paid ordinary shares in CMG to raise approximately \$2,493,600 (**Entitlement Offer**). The Company provides an amended timetable below with respect to the Ex-date and Record Date.

Key dates1

Event	Date
Announcement of Entitlement Offer	Wednesday, 31 July 2024
Ex-date for Entitlement Offer	Monday, 5 August 2024
Record Date for determining Entitlements (7.00pm AEST)	Tuesday, 6 August 2024
Information Booklet and Entitlement and Acceptance Form despatched	Thursday, 8 August 2024
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This ASX announcement was authorised for release by CMG's Board of Directors.

For more information:

Scott Winter

CEO and Managing Director info@criticalmineralsgroup.com.au (07) 5555 5077

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Investor Presentation

31 July 2024

ASX:CMG

IMPORTANT INFORMATION



This presentation is dated 31 July 2024 and has been prepared by Critical Minerals Group Limited ACN 652 994 726 (ASX: CMG) (CMG or the Company) in relation to a pro-rata non-renounceable entitlement offer or of new fully paid ordinary shares in CMG (New Shares) to eligible shareholders in Australia and New Zealand (Entitlement Offer or Offer).

No reliance

To the maximum extent permitted by law, the information contained in this presentation is given without any liability whatsoever being accepted by:

- CMG and any of its related bodies corporate and their respective directors, officers, partners, employees, advisors and agents; and
- Morgans Corporate Limited, its affiliates and related entities, and its directors, partners, employees, officers, agents, consultants, representatives and advisers (the Morgans Group),

(CMG and the Morgans Group, together referred to as the Relevant Parties).

The information contained in this presentation is not intended to constitute legal, tax or accounting advice or opinion. Nor representation or warranty, expressed or implied, is made as to the accuracy, completeness or thoroughness of information, whether as to the past or future. Recipients of this presentation must make their own independent investigations, consideration and evaluation. To the maximum extent permitted by law, each Relevant Party disclaims all liability and responsibility for any direct or indirect loss or damage which may be suffered by any recipient through the use of or reliance on anything contained in or omitted from this presentation or its contents or otherwise arising in connection with it, including, without limitation, any liability arising from fault or negligence on the part of any of them. None of the Relevant Parties makes any recommendation as to whether recipients should participate in any transaction involving CMG and makes no warranty or representation concerning any such offer which may or may not occur. The Morgans Group have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this presentation or made or purported to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them. The recipient acknowledges that each of the Relevant Parties is not acting nor is it responsible as a fiduciary, agent or similar capacity to the recipient, its officers, employees, consultants, agents, security holders, creditors or any other person. Each recipient, by accepting this presentation, expressly disclaims any fiduciary relationship and the recipient agrees that it is responsible for making its own independent judgments with respect to any matters contained in this presentation.

Limited disclosure

This presentation contains summary information about CMG and its activities which is current at the date of this presentation (unless otherwise noted). The information in this presentation is of a general nature. This presentation does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in CMG, nor does it contain all the information which would be required in a disclosure document prepared in accordance with the requirements of the Corporations Act 2001 (Cth) (Corporations Act) and should not be used in isolation as a basis to invest in CMG. It should be read in conjunction with CMG's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au.

No offer to acquire New Shares

The information in this presentation is not an offer or recommendation to purchase or subscribe for securities in CMG or a recommendation to retain or sell any securities that are currently held in CMG.

Foreign selling restrictions

This presentation does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this presentation is not be distributed in countries other than Australia and New Zeadand. The distribution of this presentation including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this presentation should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The presentation may not be distributed or released in the United States. The New Shares have not been, nor will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, accordingly, an entitlement under the Entitlement Offer may not be taken up by, and the New Shares may not be offered or sold to persons in the United States sor persons who are acting for the account or benefit of a person in the United States unless they have been registered under the Securities Act or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws. The New Shares may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act.) in compliance with Regulation S under the US Securities Act.

Seek vour own advice

In providing this presentation, CMG has not considered the objectives, financial position or needs of the recipient. The recipient should consult with its own legal, tax or accounting advisers as to the accuracy and application of the information contained herein, and conduct its own due diligence and other enquiries in relation to such information and any investment in CMG and the recipient's objectives, financial position or needs.

Forward-looking statements

This presentation includes forward-looking statements. For ward-looking statements can generally be identified by the use of forward-looking words such as "expect", "forecast," "alke," "anticipate", "project", "opinion", "outlook", "guidance", "should," "could", "may", "target", "believe", "intend", "plan" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Forward-looking statements include statements about CMG's plans, business objectives and growth strategies, statements about the industry in which CMG operates, and trends and statements about the outcome and effects of the Entitlement Offer and the use of proceeds. Indications of, and guidance on, future earnings and financial position, distributions and performance, progress and outlook, and cash flow guidance, are also forward-looking statements. To the maximum extent permitted by law, CMG and the Relevant Parties disc bin any responsibility for any errors or omissions in such information, including the financial calculations, projections and forecasts and indications of, and guidance on, future earnings and performance and financial position. Such forward-looking statements relate to future events and expectations and are not guarantees of future performance. Such forward-looking statements involve known and unknown risks, uncertainties and other factors and are subject to significant business economic and competitive uncertainties and contingencies, many of which are beyond CMG's control, that may cause actual results to differ materially from those predicted or implied by any forward-looking statements. No representation or owarranty is made by or on behalf of CMG or the Relevant Parties that any projection, forecast, calculation, forward-looking statement, assumption or estimate contained in this presentation should or will be achieved or that actual outcomes will not differ materially from any forward-looking statements. Graphs used in the presentation inclining data used in the graphs) are sourced from th

Financial information

This presentation contains pro forma financial information. The pro forma financial information provided in this presentation is for illustrative purposes only and is not represented as being indicative of CMG's views on its future financial condition and / or performance.

urrency

All references to '\$', 'A\$' or 'AUD' in this presentation are to Australian dollars (unless otherwise noted).

Morgans Group

The Morgans Group is a full service financial institution engaged in various activities, which may include trading, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses or other transaction consideration. In the course of these activities, the Morgans Group may at any time for their own account and for the accounts of their clients make or hold investments in equity securities or other financial products of CMG, its affiliates and / or funds they manage, and may at any time also provide debt financing and corporate or financial advisory services to CMG or its affiliates, and receive customary fees and expenses or other transaction consideration in respect of such activities. The Morgans Group is acting as alead manager and underwriter to the Entitlement Offer for which it has received or exocets to receive fees and reimbursement of expenses.

Disclaimer

You acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of CMG and the Morgans Group, and each of those parties (and their respective related bodies corporate, affiliates, officers, directors employees, representatives, agents, consultants or advisors) disclaims any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent bermitted by law.

IMPORTANT INFORMATION

CRITICAL MINERALS GROUP

JORC State ment

The information in this presentation relating to Mineral Resources is extracted from the company's ASX announcement titled 'Significant Increase to Mineral Resource Estimate' dated 10 May 2024 which is available to view on www.asx.com.au. The company confirms that it is not aware of any new information to red data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially charged. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Production targets and forecast financial information

The information in this presentation that relates to production targets and forecast financial information derived from a production target is extracted from the company's ASX announcement dated 9 November 2023 ("Revisede release of Scoping Study results") available to view at www.asx.com.au (Scoping Study Announcement). The company confirms that all material assumptions underprining the production targets and forecast financial information derived from production targets so that in the Scoping Study Announcement continue to another ordinary and have not make relative harvest.

Scoping Study cautionary statement

The Scoping Study referred to in this presentation is based on the Scoping Study released by the company to ASX in the Scoping Study Amounce ment.

The company advised that the Scoping Study has been undertaken to consider the development of the Lindfield Vanadium Project. It is a preliminary technical and economic study of the potential viability of the Lindfield Vanadium project. It is based on low-level technical and economic assessments that are not sufficient to support the estimation of one reserves. Further evaluation work and appropriate studies are required before the company will be in a position to estimate any one reserves or to provide an assurance of an economic development case. There is a low level of geological confidence associated with any Inferred Mineral Resources, and there is no certainty that further exploration work will result in the determination of Measured or further Indicated Mineral Resources or that the Production Schedule or preliminary economic assessment will be realised.

The Scoping Study is based on the material assumptions outlined in the Scoping Study Amouncement. These include assumptions about the availability of funding. While the company considers all of the material assumptions to be based on reasonable grounds, there is no certainty that they will prove to be correct or that the range of outcomes indicated by the Scoping Study will be achieved.

To achieve the range of outcomes indicated in the Scoping Study, additional funding will be required. The company has a supportive shar eholder base and has successfully raised capital to progress the project in the past. However, investors should note that there is no certainty that the company will be able to raise the amount of funding required to develop the project when needed. It is also possible that such funding may only be available on terms that may be dilutive or otherwise affect the value of the company's existing shares. It is also possible that the company could pursue other 'value realisation' strategies such as a sale, partial sale or joint venture of the Lindfield Vanadum project. If it does, this could materially reduce the company's proportionate ownership of the project.

The Scoping Study results contained in this presentation relate solely to the Lindfield Vanadium project and do not include Exploration Targets or Mineral Resources defined elsewhere. The company has concluded it has a reasonable basis for providing the forward-looking statements included in this presentation.

Given the uncertainties involved, investors should not make any investment decisions based solely on the results of the Scoping Study.

Competent Person Statements

The information above that relates to Mineral Resource estimates is based on, and fairly represents, information compiled by Adrian Boyd, a Competent Person, who is a Member of the Australasian institute of Mining and Metallurgy (AusliMM). Adrian Boyd is the Principal Geologist for Measured Group. Adrian Boyd has sufficient experience with the style of mineralisation and type of deposit under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Exploration Torgets, Mineral Resources and Ore Reserves". Adrian Boyd conserts to the inclusion of the matters based on on their information in the form and context in which it appears. The information above that relates to metallurgy and metallurgia lest work is based on, and fairly represents, information compiled by Nicola Semiler, a Competent Person, who is a Member of the Australasian Institute of Mining and Metallurgy (Auslim). Nicola Semiler is the Metallurgist and Chief Technical Officer – CMG. Nicola Semiler has sufficient experience with the style of mineralisation and type of deposit under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves". Nicola Semiler consents to the inclusion of the matters based on their information in the form and context in which it appears. The information above that relates to mining engineering and mine planning is based on, and fairly represents, information compiled by Gary Benson. Mr Benson Bit is a Mining Engineering with 40 years of experience and is a Fellow of the Australasian lottatue of Mining and Metallurgy (FausliMM). Mr Benson has sufficient experience, which is relevant to the style of mineralisation, geology and type of deposit under consideration and to the activity being undertaken to qualify as a competent person und

The information in this announcement that relates to the exploration results, exploration targets and mineral resources for the Company's Lindfield Vanadium Project was first reported by the Company's Indfield Vanadium Project was first reported by the Company on the Company's prospectus dated 25 May 2023 and ASX announcements dated 22 February 2023, 13 March 2023 and 16 May 2023. The Company confirms that it is not aware of any new information or data that materially affect sthe exploration targets and mineral resources, and that all material assumptions and technical parameters underpinning these continue to apply and have not materially changed. Where the Company refers to exploration results or mineral resources in this announcement (referencing previous releases made to the ASX), it confirms that it is not aware of any new information or data that materially affects the information included in that announcement and all material assumptions and technical parameters underpinning the exploration results or mineral resources estimate in that announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons findings are presented have not materially changed.

WE ARE IN A STRONG POSITION

VISION & STRATEGY

MARKET DEMAND

RESOURCES

PEOPLE & PARTNERS

VISION & STRATEGY

MARKET DEMAND

RESOURCES

PEOPLE & PARTNERS

WITH A CLEAR PURPOSE AND VISION



PURPOSE

To support global communities through an energy transition that will deliver a more sustainable and responsible future.

VISION

To be a leading high-quality manufacturer of vanadium battery products for the energy storage market and deliver responsible and robust returns.

OUR STRATEGY WILL ENSURE

We have

Secure and Efficient Supply

with a steady and reliable flow of resources.

We add value with

Downstream Manufacturing

in our advanced electrolyte facilities, HPA production, and molybdenum processing.

We are

Market Leaders

setting the industry standard with quality, reliable products.

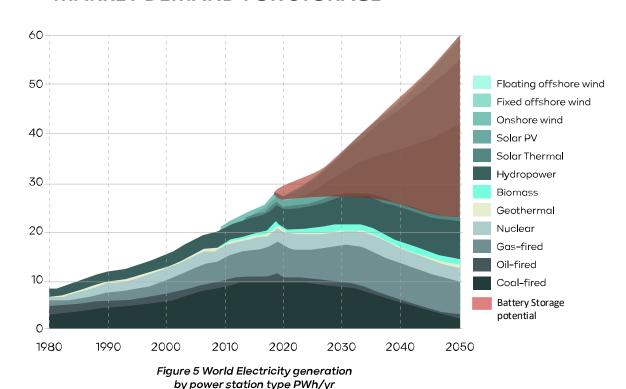
We are committed to

Sustainable Delivery

by centering environmental and social responsibility.

A GLOBAL ENERGY TRANSITION DRIVING MARKET DEMAND FOR STORAGE





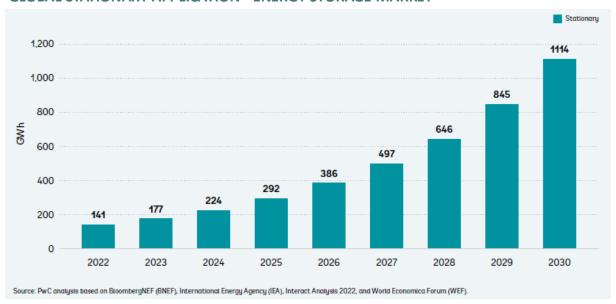
Different use cases of VRFB considered for demand projection Grid Service Renewable Integration Backup Power and UPS

Source: PwC Analysis

UNSTABLE RENEWABLE ENERGY REQUIRING LONG DURATION STORAGE



GLOBAL STATIONARY APPLICATION - ENERGY STORAGE MARKET



Source: World Bank Group <u>Circular Business Model for Vanadium Use in Energy Storage (worldbank.org)</u> 6

GOVERNMENTS INVESTING IN THE ENERGY TRANSITION



CMG is leveraging the grants and incentives aimed at supporting vanadium electrolyte manufacturing...

CopperString 2032 Transmission Line Project

\$5.0bn project

to run from a substation on the Ross to Strathmore transmission line located south of Townsville to a substation near Cloncurry and then onwards to Mount Isa.

National Battery Testing Centre (NBTC)

\$50m project and \$15m funded

(QLD Gov). NBTC will look at Vanadium flow battery development & standards.

Vanadium Demonstration Plant \$70m Fully funded

(QLD Gov) to build plant in Townsville, EPC awarded to Sedgman.

Battery Manufacturing Queensland \$100m

Federal government commitment to develop battery manufacturing in QLD

Vanadium Processing Pilot Plant \$1.265m grant

(Federal Gov) awarded to Brisbane Met Labs

Global Demand

Vanadium Batteries

Globally there are currently today, 7.4GWh of vanadium batteries planned or under construction, requiring approximately 65,000t of vanadium pentoxide.

"There is potentially \$500 billion dollars of critical minerals in the North West Minerals Province and vanadium is one of the commodities Queensland can supply to the world."

- Resources Minister and Townsville MP Scott Stewart

 $https://statements.qld.gov.a\,u/statements/99762$

VISION & STRATEGY MARKET DEMAND RESOURCES PARTNERS

DEVELOPING A WORLD CLASS RESOURCE WITH UPSIDE



4 Million Tonnes

The Project has the practical and financial attributes to potentially develop a successful 4 million tonne per annum ROM vanadium mine.

Optionality

Vanadium Pentoxide High Purity Alumina (HPA), and Molybdenum (Mo)

Positive Scoping Study²

Feasibility Study underway
Pilot Plant about to commence

Large Scale Resource¹

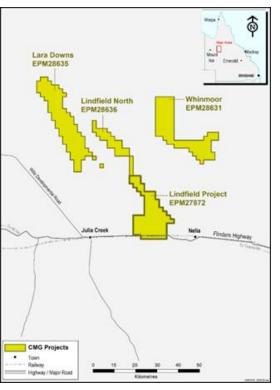
Mineral resource estimate of 713Mt at 0.32% V_2O_5 , 3.4% AI_2O_3 and 130ppm Mo. This includes 491 Mt @ 0.32% V_2O_5 72% of the resource is located within 20m from surface

Portfolio of 4 Tenements

All tenements located within 30km of each other

Ideal Location

Located in rich vanadium mineral zone, close to infrastructure, services, and other advanced mines. Located close to Julia Creek, main highway and rail, power and water.



^{1 -} Refer ASX Release – "Significant Increase to Mineral Resource Estimate" – 10 May 2024.

^{2 -} Refer ASX Release - "Revised Release of Scoping Study Results" - 9 November 2023

Lindfield Vanadium Project in numbers



4 Million Tonnes

The Project has the practical and financial attributes to potentially develop a successful 4 million tonne per annum ROM vanadium mine.

\$400m Capital Cost

Estimated direct capital costs (excluding indirect costs, EPCM, owners' costs and contingency).

\$510m NPV

Assuming USD\$9.50 / Ib 98.5% V_2O_5 , USD\$57.5 / kg 99% MoO₃ , FX of \$0.68 and Royalty Rate 2.5%).

17% IRR

Potential after-tax IRR of approximately 17%, from the vanadium pentoxide and molybdenum trioxide products streams.

Long Mine Life

With the opportunity to expand LOM with potential upside in Resource subject to further evaluation.

Additional HPA

Has also been confirmed as a potential product providing future upside for the project subject to further evaluation and modelling.

See ASX Release – "Resource Upgrade" –16 May 2023 See ASX Release – "Revised Release of Scoping Study Results" - 9 November 2023

















INDICATIVE TIMELINE

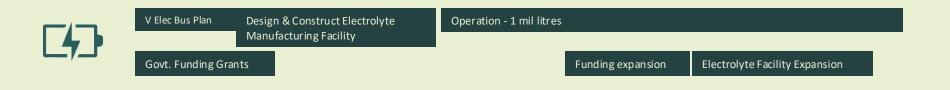




PROPOSED LINDFIELD PROJECT DEVELOPMENT



VANADIUM ELECTROLYTE MANUFACTURING DEVELOPMENT



BOARD OF DIRECTORS & EXECUTIVE LEADERSHIP TEAM





Alan Broome. AM Chairman

- Extensive Mining & Board experience
- Emeritus Chairman of Austmine
- Chairman of Strategic Minerals Plc (AIM:SML.L)
- Advisory Council to the CSIRO's Mineral Resources Sector
- Chairman of New Age Exploration (ASX:NAE)
- Awarded the Order of Australia (AM) for services to mining



Scott Winter
Managing Director

- 30 years of experience working across large scall projects in the resource sector.
- Bachelor of Engineering Mining (Honours), a Graduate Diploma Applied Finance and an MBA from Melbourne Business School.
- Previous roles include Chief operation officer for Mineral Resources Ltd (ASX:MIN), CEO of MACH Energy, CEO of Perenti Surface.



Art Malone
Non-Exec Director

- Senior Energy and Resources Executive.
- 15 years managing large scale projects in the resource sector.
- Managing Director of Graphinex



Steve Kovac Non-Exec Director

- CEO of Idemitsu Australia Ptv Ltd.
- · Non-Executive Director:
- Delta Lithium Ltd
- Vecco Group Pty Ltd
- Low Emissions
 Technology Australia Ltd
- More then 20 years experience in mining sector with 15 years in senior management and Executive roles
- Bachelor of Engineering Mining (Honours), MBA, Graduate of AICD, Fellow of AUISMM,



Stuart McClure
Non-Exec Director

- Senior finance executive with 17 years experience.
- Comporate adviser to public and unlisted companies.
- CEO Vested Equities
- Executive Chairman of CopperX
 Ltd an unlisted Copper
 exploration project
- Executive Chairman Charged Minerals
- Bachelor of Bus in ess and AICD fellow.



Nicola Semler CTO

- Metallurgical Engineer with broad experience in mining across global markets.
- Proficient in project development, commissioning, and operations.
- Expert in strategic business planning and implementing cultural change.
- Kno wedgeable in the end-to-end process of mine closure.



Transaction Overview

Offer Terms



Offer structure and size	 Fully underwritten 3-for-10 pro rata non-renounceable entitlement offer to raise gross proceeds of approximately \$2.5 million ("Entitlement Offer") Approximately 16.6 million new ordinary shares ("New Shares") to be issued, representing approximately 30% of current issued capital. Shareholders will be offered the ability to apply for additional shares in excess of their entitlements subject to scale back at the discretion of the Company.
Offer price	The Entitlement Offer is priced at \$0.15 per new share ("Offer Price"), which is equal to the theoretical ex-rights price (TERP) ¹ and last traded price of CMG shares on 30 July 2024 (being the last trading day before announcement of the Entitlement Offer).
Ranking	New Shares issued under the Entitlement Offer will rank equally with existing shares on issue as at their date of issue.
Record Date	7:00pm Sydney time on Monday 5 August 2024.
Use of proceeds	The net proceeds of the Entitlement Offer will be used to provide further working capital to fund the Company's activity sche dule, and costs of the Offer (refer to the 'Source and Use of Funds' on the next page).
Underwriting	The Entitlement Offer is fully underwritten by the Lead Manager, Morgans Corporate Limited.
Commitment form major shareholder and sub-underwriting	Idemitsu Lindfield Pty Ltd (which currently holds 32.2% of the Company's share capital) has committed to subscribing for up to \$1.36 million under the Entitlement Offer, via taking up its full entitlement and sub-underwriting up to 3,756,113 New Shares under the Entitlement Offer. Entitlement Offer.

^{1.} The Theoretical Ex-rights Price (TERP) is calculated by reference to the Company's closing share price on 30 July 2024 of \$0.15 per share, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which the Company's shares trade immediately after the ex-date of the Entitlement Offer and will depend on many factors and may not approximate TERP. TERP includes the New Shares issued under the Entitlement Offer assuming a \$2.5 million underwritten Entitlement Offer.

SOURCES AND USE OF FUNDS



The CMG board has endorsed a strategy and associated expenditure profile for FY25 and has a clear picture of the funding requirements to support the activity schedule.

CMG is currently in discussions with a number of interested strategic and significant investors that could support the company's activities. Whilst the CMG board is considering these interests, CMG is undertaking this Entitlement Offer as an interim capital raising to ensure the near-term current and planned activities are funded. CMG will need to raise further capital in the future to fund its strategy and expenditure for FY25.

Sources	
Raising (net offer costs)	\$2,335,000
Existing cash	\$800,000
Total Sources	\$3,135,000

700	11/		
	Use	us s	
	•	Feasibility Study • (Completion of pre feasibility study)	\$750,000
	•	Metallurgy and Pilot Plant testing • (Completion of pre pilot mettesting and commencement of Pilot plant testing)	\$480,000
	•	Environmental studies and approvals • (progress of studies and commencement of EIS report)	\$600,000
	•	Personnel and General Administration	\$420,000
	•	Vanadium Electrolyte Manufacturing Business • (Establishment of business, location review, development approvals)	\$250,000
	•	Contingency	\$535,000
	•	Costs of the Entitlement Offer	\$165,000
	Tot	al Uses	\$2,500,000





The 30 June 2024 historical unaudited balance sheet shown opposite has been adjusted to reflect the impact of the Entitlement Offer as if it had taken place at 30 June 2024, comprising:

- the issue of 16,624,000 New Shares at \$0.15 each to raise capital of \$2,493,600; and
- the payment of an estimated \$165,000 in costs incurred by the Company in relation to transaction costs for the Entitlement Offer.

	30 June 2024	une 2024 Adjustments							
	(Unaudited)	Entitlement Offer proceeds	Transaction costs	30 June 2024 (Pro forma)					
Current assets									
Cash at bank	1,432,419	2,493,600	(165,000)	3,761,019					
Other current assets	24,992			24,992					
Total current assets	1,457,411	2,493,600	(165,000)	3,786,011					
Non-current assets									
Exploration and evaluation assets	2,300,862			2,300,862					
Total non-current assets	2,300,862	0	0	2,300,862					
Total assets	3,758,273	2,493,600	(165,000)	6,086,873					
Current liabilities									
Accounts payable	501,350			501,350					
Other payables	89,247			89,247					
Total current liabilities	590,597	0	0	590,597					
Total liabilities	590,597	0	0	590,597					
Net assets	3,167,677	2,493,600	(165,000)	5,496,277					
Equity									
Issued capital	7,055,895	2,493,600	(165,000)	9,384,495					
Reserves	334,733	, , , , , , , , , , , , , , , , , , , ,	, , , , , , , , , , , , , , , , , , , ,	334,733					
Accumulated losses	(4,222,951)			(4,222,951)					
Total equity	3,167,677	2,493,600	(165,000)	5,496,277					

Timetable¹



Event	Date
Announcement of Entitlement Offer	Wednesday, 31 July 2024
Ex-date for Entitlement Offer	Friday, 2 August 2024
Record Date for determining Entitlements (7.00pm AEST)	Monday, 5 August 2024
Information Booklet and Entitlement and Acceptance Form despatched	Thursday, 8 August 2024
Entitlement Offer opens	Thursday, 8 August 2024
Last day to extend the Closing Date of the Entitlement Offer	Friday, 16 August 2024
Entitlement Offer closes (5.00pm AEST)	Wednesday, 21 August 2024
Announcement of results of the Entitlement Offer	Monday, 26 August 2024
Allotment of New Shares under the Entitlement Offer and Appendix 2A	Before noon, Wednesday 28 August 2024
Trading of New Shares under the Entitlement Offer commences	Thursday, 29 August 2024
Despatch of holding statements for New Shares issued under the Entitlement Offer	Thursday, 29 August 2024

^{1.} The Timetable is indicative only and may change. Critical Minerals reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable Laws.

KEY HIGHLIGHTS



SOLID INVESTOR GROUP

Significant institutional ownership and tightly held register across founders and directors.

GOVERNMENT SUPPORT

Federal and State governments supporting CMG and adjacent companies as key participants in Target Net Zero by 2050.

SIGNIFICANT UPSIDE

Progressing opportunities in the mid stream Vanadium Electrolyte manufacturing for Vanadium batteries.

VAST OPPORTUNITY

Additional tenements providing the potential for short term financial gain with longer term upside opportunities.

WORLD CLASS ASSET

World class vanadium asset with upside in resource and additional mineral value – HPA, other valuable by-products.

EXPERIENCED BOARD & MANAGEMENT

Technical, construction and operations supported by complementing board skills, motivated to drive strategy.

KEY RISKS

CRITICAL MINERALS GROUP

Exploration and development

Exploration and development are high risk speculative undertakings involving a high degree of financial and other risks over a significant period of time. CMG does not give any assurance that continued exploration of any future projects will occur in a timely manner or result in the delineation or discovery of a significant mineral resources.

Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited. This may negatively impact on CMG's financial performance and the value of its Shares. Even if commercial quantities of minerals can be located, the time and cost of commercialisation of such minerals may take many years to be developed to a profitable stage.

Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available. There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment should new information or sampling techniques become available. Adjustments to resource estimates could affect CMG's future plans and ultimately, its financial performance and value of its Shares.

Ability to exploit successful discoveries

It may not always be possible for CMG to exploit successful discoveries, which may be made in areas in which CMG has an interest. Such exploitation would involve obtaining the necessary licenses or clearances from relevant authorities, that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies, whose interests and objectives may not be the same as CMG's. This may negatively impact on CMG's operational and financial performance.

Access

Several of CMG's tenements overlap certain third-party interests that may limit CMG's ability to conduct exploration and mining activities including private land. Planned exploration or potential future mining activities will require CMG to enter into conduct and compensation agreements with various land holders to ensure the requirements of the *Mineral Resources Act 1989* (Qld) and the *Mineral and Energy Resources (Common Provisions) Act 2014* (Qld) are satisfied and to avoid any disputes arising. Entry into these agreements is not guaranteed and may delay or prevent the undertaking of activities, including any exploration activities and the development of future mines, and may restrict the areas within which CMG can explore for mineral development.

Competition

CMG competes in the competitive market of the critical minerals mining industry. Some competitors may have greater financial and other resources than CMG and as a result, may be in a better position to secure future business opportunities. There can be no assurance that CMG can compete effectively

with these companies. The technologies directly associated with the use of CMG's mineral resources, compete with other technologies, which can provide the same utility by using other materials. The marketability of CMG's mineral resources may be adversely impacted by technological obsolescence.

Furthermore, if CMG is successful in developing the Lindfield Project, the actions of an existing competitor, or the entry of a new competitor, may make it difficult for CMG to grow or maintain its revenues, which in turn, may have a material adverse effect on CMG's profitability.

Future capital needs and additional funding

CMG currently has no income producing assets and will generate losses for the foreseeable future. The funds raised under the Entitlement Offer, together with existing cash reserves, will be applied towards the program of work set out in this presentation together with the working capital required by CMG to conduct that work. After those funds are used, CMG will be required to raise further capital to continue its activities. CMG's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount, and on terms acceptable to CMG, will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions, and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to CMG on favourable terms (or at all). If adequate funds are not available on acceptable terms, CMG may not be able to further develop its projects and it may impact on CMG's ability to continue as a going concern.

Mining, development and infrastructure risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management, confirmation of sales and offtake contracts, and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, invention of disruptive technologies resulting in substitutes for the mineral resources, environmental considerations, and cost overruns for unforeseen events. CMG's operations (including during the exploration phase) depend on an uninterrupted flow of materials, supplies, equipment, services and finished projects.

Due to the geographic location of CMG's Lindfield Project, it is dependent on third parties for the provision of road, port, marine, shipping and other transportation services. Contractual disputes, demurrage charges, classification of commodity inputs and finished products, road and port capacity issues, availability of trucks and vessels, inclement weather, labour disruptions or other factors, may have an adverse impact on CMG's ability to transport materials, according to schedules and contractual commitments. If these circumstances arise, they may adversely affect CMG's business, results of operations and financial performance.

KEY RISKS (cont.)

Environmental and social sustainability risks

The operations and activities of CMG are subject to environmental laws and regulations of Australia and Queensland, which can be amended by the relevant authorities from time to time. As with most exploration projects and mining operations, CMG's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds at the Lindfield Project is reliant on environmental approvals in Australia and Queensland, to enable it to proceed with the exploration and anticipated development of the Lindfield Project. There is no guarantee that the required approvals will be granted, to allow CMG to proceed with the exploration and anticipated development of the Lindfield Project. Failure by CMG to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the ability of CMG to proceed with the exploration and anticipated development, of the Lindfield Project. Each environmental approval may be issued for a specified term and may be subject to conditions, that must be complied with and which may be periodically reviewed. Consents that expire may not be renewed, or may be renewed on terms that are less favourable to CMG.

In the event that CMG obtains the required environmental approvals, any changes to these approvals that arise out of a review process, could restrict or stop CMG from developing and operating the Lindfield Project. There is also a risk that CMG may breach the conditions of one of its approvals, which may result in the approval being revoked or CMG being prosecuted.

CMG will also be subject to community standards and expectations in how it conducts its business. A failure to comply with norms and values important to the communities in which it operates, including but not limited to, respecting Aboriginal rights, employing local members of the community and adopting sustainable practices, may result in damage to CMG's reputation and potentially affect the value of its Shares.

Title risk

CMG has a registered legal interest in the Lindfield Project, Lindfield North Project, Whinmoor Project, Lara Downs Project, Figtree Creek Project and Lorena Surrounds Project. Interests in mining tenements in Australia are governed by the relevant state legislation and are evidenced by the granting of licences and leases. Each tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. There is no guarantee that the current applications, or current or future mineral exploration licences or future applications for production licences will be granted. If a tenement is not granted or renewed for any reason, CMG may suffer significant damage through loss of opportunity to discover and develop any material resources on the tenement.

Occupational health & safety

In the short to medium term, CMG expects that the value of an investment in the business, will be affected by a range of factors, in particular, the success of CMG's exploration activities. CMG's risk profile will change, in the event that CMG moves to develop and commercialise the Lindfield Project, through extracting any commercially viable minerals identified following the exploration program. In any case, the mining industry has become subject to increasing occupational health and safety



responsibility, and liability, which creates risk, particularly in the context of drilling or extraction activities.

CMG may become liable for past and current conduct, which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against Me. These events might not be insured by CMG or may be uninsurable. In addition, any changes in health and safety laws and regulations, may increase compliance costs for CMG. Such an event would negatively impact the financial results of CMG.

Native Title

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact oncome's operations and future plans. Native title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

It is possible that, in relation to tenements which CMG has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of CMG to gain access to tenements(through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

CMG must also comply with Aboriginal heritage legislation which (inter alia) makes it an offence for a person to damage or in any way alter an Aboriginal site. The absence of registered Aboriginal sites does not preclude the existence of Aboriginal sites located within the boundaries of the Tenements and CMG has reporting obligations in relation to any potential Aboriginal heritage sites that it discovers. Aboriginal sites may exist in the area of the Tenements that have not been recorded in the registers but remain fully protected under the relevant State and/or Commonwealth legislation. There is a risk that unregistered Aboriginal sites and objects may exist on the land the subject of the Tenements, the existence of which may preclude or limit mining or production activities in certain areas of the Tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing CMG to fines and other penalties.

KEY RISKS (cont.)

Licences and permits

CMG is required under applicable laws and regulations to seek governmental concessions, permits, authorisations, licenses and other approvals, including in connection with its exploration and development activities. Obtaining, retaining or renewing the necessary governmental concessions, permits, authorisations, licenses and approvals can be a complex and time-consuming process and may involve substantial costs or the imposition of unfavourable conditions.

There can be considerable delay in obtaining the necessary permits and other authorisations, including as a result of third party objections or litigation and in certain cases the relevant government agency may be unable to issue required permit or other authorisation in a timely manner. The duration and success of permit applications are contingent on many factors that are outside CMG's control. Accordingly, there is no assurance that such permit applications or renewals will be given at all, or without being subject to onerous conditions.

Commodity prices

Commodity prices fluctuate and are affected by numerous factors beyond the control of CMG. These factors include worldwide and regional supply, physical and investment demand for the specific commodity, prevailing commodity trading terms general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on CMG's exploration or project development plans and activities, together with the ability to fund those plans and activities.

Key personnel

The Directors' and senior managers' ability to successfully manage CMG's performance, identify risks, and the opportunities, will directly affect the success of CMG. CMG may be adversely affected if any of the Directors or senior management leaves CMG. Although each Director and senior manager of CMG are retained under agreements, there can be no assurance that their services will continue to be available to CMG on an indefinite basis. CMG may not be able to replace its Directors or key employees with persons of equivalent expertise and experience within a reasonable period of time or at all and CMG may incur additional expenses to recruit, train and retain personnel. Loss of such personnel may also have an adverse effect on the performance of CMG, pending replacements being identified and retained by or appointed to the Board of CMG.

Limited operating history

CMG has no operating revenue and is unlikely to generate any revenue in the short to medium term. CMG has only limited historical operating data and financial information available upon which Applicants can base their evaluation of CMG's business and prospects. Additionally, CMG may not have sufficient experience to address the risks frequently encountered by companies with a limited operating history, including CMG's potential failure to:

- a) establish and develop the Lindfield Project;
- b) conduct profitable mining operations;
- c) anticipate and adapt to any changes in relation to government regulation, mergers and



acquisitions involving CMG's competitors and other significant competitive and market dynamics; or

d) maintain adequate control over CMG's costs and expenses.

The prospects of CMG must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of feasibility, which have ahigh level of inherent uncertainty.

Liquidity and volatility

CMG is a small company in terms of its market capitalisation. Investment in its Shares is regarded as speculative and CMG has a narrow Shareholder base. As a consequence, there is a risk, particularly in times of share market turbulence or negative investor sentiment, that there will not be a highly liquid market for CMG's Shares, or that the price of CMG's Shares may decrease considerably. There may be relatively few buyers or sellers of securities on ASX at any given time and the market price may be highly volatile. This may result in Shareholders wishing to sell their Shares in CMG, in circumstances where they may receive considerably less than the price paid under the Shares.

Contractual risks

CMG will be a party to numerous contracts, which creates risk should the counterparties fail to perform their obligations. CMG is unable to provide any assurance that all contracts will be fully performed without delay, or that CMG is able to successfully enforce the terms of its contracts. Failures in successfully managing CMG's contracts, could impact project deadlines and thus the financial performance of CMG and the value of its Shares.

Acquisition and investment risks

CMG may seek potential acquisitions and investments to complement its Lindfield Project. While CMG will undertake thorough due diligence on any acquisitions or investments, there are risks associated with acquisitions or investments, which may not be fully mitigated. Furthermore, any acquisition or investment may require CMG to raise additional capital, which may be dilutive for existing Shareholders, may be undertaken at lower prices than the market price (or Offer Price), or may involve restrictive covenants which limit CMG's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Sustainability of growth margins

The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside of CMG's control. Industry margins in all sectors of CMG's activities are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers. These factors may affect CMG's financial performance and the value of its Shares.

KEY RISKS (cont.)

<u>Insurance</u>

Insurance against all risks associated with mineral exploration and production is not always available or affordable. CMG will maintain insurance where it is considered appropriate for its needs. However, insurance coverage against all risks may not be undertaken either because such cover is not available, or because the Directors consider that the associated premiums are excessive, having regard to the benefits from the cover. The occurrence of an event that is not covered, or is only partially covered by insurance, could have a material adverse effect on the business, financial condition and results of the operations of CMG. There is no assurance that CMG will be able to maintain adequate insurance in the future, at rates that the Directors consider reasonable.

Share market risk

The price of Shares may rise or fall depending upon a range of factors beyond CMG's control and which are unrelated to CMG's operational performance. Investors who decide to sell their Shares may not receive the entire amount of their original investment. The price of Shares listed on ASX may also be affected by a range of factors including CMG's financial performance, and by changes in the business environment specifically affecting the Australian resources sector and exploration companies. There can be no guarantee that an active and liquid market for Shares in CMG will develop.

The Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX. There are a number of national and international market factors that may affect the Share price including movements in international stock markets, economic conditions and the general economic outlook, interest rates and exchange rates, inflation rates, commodity supply and demand, government general investor perception. Neither CMG nor its Directors have control over any of these factors, nor can they guarantee that the price of Shares will not be affected by one or more of these factors.

General economic conditions

Factors affecting the general economic climate may affect the performance of CMG. These factors include the general level of international and domestic economic activity, inflation and interest rates, commodity pricing, and the general level of activity within the energy industry. These factors are beyond the control of CMG and their impacts cannot be predicted.

Changes in laws and government policy

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy. Changes in government regulations and policies, may adversely affect the financial performance of the operations of CMG. The impact of actions by governments may affect CMG's activities, including, in relation to, access to infrastructure, compliance with environmental regulations, taxation and royalties.

In Australia, where CMG holds the rights to the Lindfield Project, the government authority will conduct reviews from time to time of policies in connection with the granting and administration of mining concessions. At present CMG is not aware of any proposed changes to policy that would affect the Lindfield Project.



Unforeseen expenses

The proposed expenditure on the Lindfield Project may be adversely affected by any unforeseen expenses, which arise in the future. While CMG is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were incurred, the expenditure proposals of CMG may be adversely affected.

Pandemic and other public health risks

The global economic outlook is continuing to face some uncertainty in the aftermath of the COVID-19 pandemic, which has had a significant impact on global capital markets, commodity prices and foreign exchange rates.

While the pandemic is no longer considered to be a Public Health Emergency of International Concern (PHEIC), the occurrence of new variants of the virus or an increased infection rates could lead to a suspension or disruption in CMG's operations for an unknown period of time.

Any unforeseen disruptions to CMG's operations may adversely impact on its the financial condition. CMG may also be effected by supply chain disruptions resulting from the COVID-19 pandemic, and the effects of measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans) may adversely impact CMG's operations, financial position and prospects.

General Risks

Any combination of the above factors may materially affect any individual mineral project assets, operations or the financial performance of CMG and the value of its securities. To that extent the Shares offered are subject to significant risk and uncertainty with respect to return or preservation of capital, the price (if any) at which the Shares may trade and the payment of dividends in any future time.

UNDERWRITING AGREEMENT

Morgans Corporate Limited ACN 010 539 607 (Morgans) is acting as lead manager and underwriter to the Entitlement Offer. CMG has entered into an underwriting agreement in respect of the Offer to which only the Morgans and CMG are a party (Underwriting Agreement). If the conditions to the Underwriting Agreement are not satisfied (or waived), or certain events occur, Morgans may terminate the Underwriting Agreement (relieving them of all their respective obligations). The Underwriting Agreement also contains representations and warranties, indemnities and undertakings in favour of the Underwriter. The events which may trigger termination under the Underwriting Agreement are:

Events not subject to 'materiality'

(Offer Documents):

- A document issued or published by or on behalf of CMG in respect of or relating to the Entitlement
 Offer (Offer Document), or any statement, report, representation, matter or thing contained therein
 is or becomes misleading or deceptive or is likely to mislead or deceive; or
- there is an omission from an Offer Document of material required to be included by the Corporations
 Act or any other applicable law;

(Cleansing Notice) an additional cleansing notice under section 708AA(12) of the Corporations Act 2001 (Cth) (Cleansing Notice) is required to be given by CMG to ASX, or CMG gives ASX an additional Cleansing Notice under section 708AA(12) of the Corporations Act 2001 (Cth) (Corporations Act), or a Cleansing Notice is or becomes defective;

(market fall) at any time the S&P/ASX Small Ordinaries Index closes at a level that is 10% below the level of the S&P/ASX Small Ordinaries Index as at the close of trading on the Business Day prior to the date of the Underwriting Agreement;

(Listing)

- CMG ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX other than in connection with the Offer:
- ASX makes any official statement to any person, or indicates to CMG or Morgans that official quotation on ASX of the New Shares will not be granted; or
- approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the opinion of Morgans, have a material adverse effect on the success of the Entitlement Offer), to the official quotation of the New Shares on ASX on or before the dates referred to in the timetable for the Entitlement Offer, or if granted, the approval is subsequently withdrawn, qualified or withheld;

(notifications) any of the following notifications are made in relation to the Entitlement Offer or an Offer Document:

- ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer
 Document or prosecutes or commences proceedings against or gives notice of an intention to
 prosecute or commence proceedings against CMG; or
- an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) or other



applicable laws;

(Timetable) any event specified in the Underwriting Agreement (including the timetable in the Underwriting Agreement (Timetable)) to occur before the date for issue of the New Shares under the Entitlement Offer (Issue Date) or on the Issue Date, is delayed or an event specified in the Underwriting Agreement (including the Timetable) to occur after the Issue Date is delayed by more than two Business Days, in any such case, other than any delay caused solely by Morgans or as otherwise agreed between CMG and Morgans;

(withdrawal) CMG withdraws an Offer Document or the Entitlement Offer or indicates that it does not intend to proceed with the Entitlement Offer:

(unable to issue) CMG is prevented from granting the Entitlements or issuing New Shares by or in accordance with Listing Rules, a government agency or an order of a court of competent jurisdiction;

(ASIC modifications) ASIC withdraws, revokes or amends a modification, exemption or approval required to be obtained by CMG from ASIC to enable it to conduct the Entitlement Offer in compliance with the Corporations Act and as described in the Information Booklet (ASIC Modification);

(prosecution) any of the following occur:

- · a director of CMG is charged with an indictable offence;
- any government agency commences any public proceedings against CMG or any of the directors in their capacity as a director of CMG, or announces that it intends to take such action; or
- any director of CMG is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;

(fraud) a director or officer of CMG or CMG is charged in relation to fraudulent conduct, whether or not in connection with the Entitlement Offer;

(change in management) a change of the Managing Director (Mr Scott Winter) or in the board of directors of CMG occurs:

(Insolvency) CMG or a subsidiary of CMG is or becomes insolvent or there is an act or omission which is likely to result in CMG or a subsidiary of CMG becoming insolvent;

(changes to CMG) CMG or a subsidiary of CMG:

- · varies any term of the CMG constitution;
- alters the issued capital or capital structure of CMG other than in connection with the Entitlement Offer, or as contemplated by the Offer Documents; or
- disposes, attempts or agrees to dispose of a substantial part of the business or property of CMG (including any material subsidiary),

without the prior written consent of Morgans;

(force majeure) there is an event or occurrence, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal for Morgans to satisfy an obligation under this agreement, or to market, promote or settle the Entitlement Offer; and

(Certificate) a certificate is not given by CMG in accordance with the Underwriting Agreement.

UNDERWRITING AGREEMENT (cont.)

Events subject to 'materiality'

(adverse change) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of CMG or a subsidiary of CMG (in so far as the position in relation to CMG or a subsidiary of CMG affects the overall position of CMG), from the position disclosed in the Entitlement Offer Announcement, the Investor Presentation, the Cleansing Notice and a duly completed Appendix 3B on the date of announcement of the Entitlement Offer or as most recently disclosed to ASX by CMG before the date of the Underwriting Agreement;

(compliance):

- a contravention by CMG or a subsidiary of CMG of the Corporations Act, the CMG constitution (or
 equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or
 request made by or on behalf of the ASIC, ASX or any other government agency or any agreement
 entered into by it; or
- other than as set out in the above paragraph, any Offer Documents or any aspect of the Entitlement
 Offer does not comply with the Corporations Act, the Listing Rules, the any ASIC Modifications or any
 other applicable law or regulation;

(future matters) Any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Offer Document or public information published by CMG is or becomes incapable of being met or, in the opinion of Morgans, unlikely to be met in the projected timeframe;

(Offer to comply) CMG or a subsidiary of CMG, any Offer Document or any aspect of the Entitlement Offer, does not or fails to comply with the CMG constitution, the Corporations Act, the Listing Rules or any other applicable law or regulation;

(default) a default by CMG in the performance of any of its obligations under the Underwriting Agreement occurs;

(representations and warranties) a representation and warranty contained in the Underwriting Agreement on the part of CMG was or is not true or correct or becomes untrue or incorrect;

(Certificate) a statement in a certificate is untrue or incorrect, or misleading or deceptive or contains omissions of any required information;

(information) certain sign-offs and information provided by or on behalf of CMG to Morgans in relation to the due diligence investigations undertaken by CMG in relation to the Entitlement Offer, the Offer Documents or the Entitlement Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);

(application) there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy in connection with the Entitlement Offer (or any part of it) or any agreement entered into in respect of the Entitlement Offer (or any part of it) except where such application does not become public and is withdrawn or dismissed within 2 Business Days after it is commenced or where it is commenced less than 2 Business Days before the issue date of New Shares it has not been withdrawn or dismissed by the issue date;



(disruption in financial markets) either:

- a general moratorium on commercial banking activities in Australia, the United States of America, the
 United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant
 central banking authority in any of those countries, or there is a material disruption in commercial
 banking or security settlement or clearance services in any of those countries; or
- trading in all securities quoted or listed on ASX, New Zealand's Exchange, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than 1 trading day;

(change of law) there is introduced or there is a public announcement of a proposal to introduce:

- into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority or government agency, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this agreement); or
- into the laws of the United States of America, any member of the European Union, the United Kingdom, Hong Kong, Singapore, New Zealand or the People's Republic of China a new law or a proposal to adopt a new law,

any of which does or is likely to prohibit or adversely affect the regulation of CMG or the Entitlement Offer, capital issues or stock markets or materially adversely affect the taxation treatment of the New Shares;

(hostilities) in respect of or involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom any member of the European Union, the People's Republic of China, the Democratic People's Republic of Korea, the Republic of Korea, Japan, Hong Kong, Singapore, Russia, Ukraine, Israel. Palestine or Iran:

- hostilities not presently existing commence;
- · a major escalation in existing hostilities occurs;
- · a declaration is made of a national emergency or war; or
- a major terrorist act is perpetrated on any of those countries or any diplomatic, military or political
 establishment of any of those countries elsewhere in the world;

(pandemic or epidemic) a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, including an escalation resulting in a material shut-down of business around the world; or

(political or economic conditions) the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Japan, a member of the European Union, the United States of America, the United Kingdom, the People's Republic of China, Hong Kong or Singapore or elsewhere or any change or development involving a prospective adverse change in any of those conditions or markets



PRESENTER:
Scott Winter, Managing Director

LEARN MORE ON OUR SITE



3 How to apply

3.1 Overview of Entitlement Offer

Eligible Shareholders are being offered the opportunity to purchase 10 New Shares for every 3 existing Shares held as at the Record Date, at the Offer Price of \$0.15 per New Share.

You have a number of decisions to make in respect of your Entitlement. You should read this Information Booklet carefully before making any decisions in relation to your Entitlement.

The Entitlement Offer opens on 8 August 2024 and will close at **5.00pm (AEST) on 21 August 2024** (however, that date may be varied by CMG, in accordance with the Listing Rules and the Underwriting Agreement).

3.2 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for Shortfall Shares under the Shortfall Facility (refer to Section 3.3);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to Section 3.4); or
- (c) allow their Entitlement to lapse (refer to Section 3.5).

Ineligible Shareholders may not take up any of their Entitlements.

CMG reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made without a prospectus. This Information Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Entitlement Offer. As a result, it is important for you to read carefully and understand the information on CMG and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. In particular, please refer to this Information Booklet, your personalised Entitlement and Acceptance Form, CMG's annual reports and other ASX announcements made available at www.criticalmineralsgroup.com.au (including announcements which may be made by CMG after publication of this Information Booklet).

Please consult with your stockbroker, solicitor, accountant, financial adviser or other professional adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. You should also refer to the "Key Risks" section of CMG's Investor Presentation included in Section 2.

3.3 Taking up all of your Entitlement and participating in the Shortfall Facility

If you are an Eligible Shareholder and wish to take up your Entitlement in full, you may do so through payment of the Application Monies via EFT or BPAY in accordance with the instructions on the Entitlement and Acceptance Form. As payment is being made through EFT or BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (AEST) on 21 August 2024**.

If you have applied to take up all of your Entitlement, you may also apply for Shortfall Shares under the Shortfall Facility.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in CMG reduced.

IMPORTANT: If you do not accept your Entitlements in accordance with the instructions set out above, any Entitlements not accepted will form part of the Shortfall Shares.

Amounts received in excess of the Offer Price multiplied by your Entitlement (**Excess Amount**) may be treated as an application to apply for as many Shortfall Shares under the Shortfall Facility as your Excess Amount will pay for in full.

If you apply for Shortfall Shares under the Shortfall Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. There is no guarantee you will receive any New Shares under the Shortfall Facility. The Directors and Morgans reserve their right to allot and issue New Shares under the Shortfall Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars by EFT to the nominated bank account as noted on the share register as at the closing date of the offer or withheld. If you wish to advise or change your banking instructions with the Share Registry you may do so by going to https://investor.automic.com.au/#/home and following the instructions.

3.4 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under Section 3.7.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and CMG receives an amount that is less than the Offer Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.5 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement. Although you will continue to own the same number of Shares, your percentage shareholding in CMG will be diluted.

3.6 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by Morgans (as underwriter), sub-underwriters or under the Shortfall Facility.

3.7 Payment

The consideration for the New Shares (including under the Shortfall Facility) is payable in full on application by a payment of \$0.15 per New Share.

You may arrange for payment of the Application Monies either through EFT or BPAY in accordance with the instructions on the Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific biller code and your unique reference number on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the reference number specific to that holding. If you do not use the correct reference number specific to that holding your application will not be recognised as valid.

It is your responsibility to ensure that your BPAY payment is received by CMG's Share Registry by no later than **5.00pm (AEST) on 21 August 2024**. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make your payment.

Eligible Shareholders must not make payment by cheque or forward cash by mail. Receipts for payment will not be issued.

3.8 Entitlement and Acceptance Form is binding

A payment made through EFT or BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by EFT or BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.9 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

3.10 Allotment and allocation policy

A Shortfall will exist if any Eligible Shareholder does not take up their full Entitlement. Shortfall Shares applied for will only be allocated and issued if a Shortfall exists resulting in the Entitlement Offer being undersubscribed.

Allocation and allotment of any Shortfall Shares applied for will be made in accordance with the following policy:

- (a) The Directors will allocate the Shortfall Shares to Eligible Shareholders that have applied to take up their full Entitlements and in addition have indicated that they wish to take up Shortfall Shares under the Shortfall Facility as provided for in Section 1.2.
- (b) CMG reserves the right to allocate Shortfall Shares to Eligible Shareholders who wish to take up Shortfall Shares at its discretion in consultation with Morgans. In exercising its discretion and determining which applications to accept or reject, CMG will have regard to facilitating the increase in the number of Shareholders with marketable parcels of Shares.
- (c) Following the allocation of Shortfall Shares in paragraphs (a) and (b) above, CMG will call on Morgans (as the underwriter) to take up the remaining Shortfall Shares in accordance with its underwriting obligations under the Underwriting Agreement. New Shares taken up by the Morgans (as the underwriter) and sub-underwriters will be issued at approximately the same time as all other New Shares are issued under the Entitlement Offer.
- (d) CMG will not allocate or issue Shortfall Shares under the Shortfall Facility, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Shareholders wishing to apply for Shortfall Shares must consider whether or not the issue of the Shortfall Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances. For the avoidance of doubt, other than pursuant to the Underwriting Agreement or a sub-underwriting agreement, CMG will not allocate or issue Shortfall Shares where to do so would result in a Shareholder obtaining voting power in excess of 20% in breach of the Corporations Act.
- (e) There is no guarantee that Eligible Shareholders will be successful in being allocated any of the Shortfall Shares that they apply for under the Shortfall Facility. CMG in consultation with Morgans may reject any application for Shortfall Shares or allocate fewer Shortfall Shares than applied for by Applicants for Shortfall Shares in accordance with the policy set out above. The Directors and Morgans reserve the right at their discretion to place a maximum on the number of Shortfall Shares that will be issued to Eligible Shareholders who apply for Shortfall Shares. In determining whether to accept or reject any applications for Shortfall Shares, CMG in consultation with the Morgans will act fairly and reasonably in determining which applications to accept or reject.

4 Additional information

4.1 Details of the Information Booklet

This Information Booklet (including CMG's ASX Announcements and Investor Presentation in Section 2) and enclosed personalised Entitlement and Acceptance Form have been prepared by CMG.

This Information Booklet is available at www.criticalmineralsgroup.com.au. The information in this Information Booklet remains subject to change without notice and CMG is not responsible for updating such information.

There may be additional announcements made by CMG after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration of whether to take up, sell or transfer or do nothing in respect of, your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by CMG (by visiting ASX's website at www.asx.com.au, or CMG's website at www.criticalmineralsgroup.com.au) before submitting your application to take up your Entitlement.

No party other than CMG has authorised or caused the issue of the information in this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in such information.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Information Booklet. Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by CMG or its related bodies corporate in connection with the Entitlement Offer.

The information in this Information Booklet is important and requires your immediate attention.

You should read the information in this Information Booklet carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the "Key Risks" section of CMG's Investor Presentation included in Section 2, any of which could affect the operating and financial performance of CMG or the value of an investment in CMG.

You should consult your stockbroker, solicitor, accountant, financial adviser or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

4.2 Underwriting Agreement

CMG has engaged Morgans as lead manager and underwriter for the Entitlement Offer under an underwriting agreement dated 31 July 2024 (**Underwriting Agreement**). The Underwriting Agreement is subject to standard terms and conditions for an agreement of this nature.

The key terms of the Underwriting Agreement are as follows:

- (a) the fees payable under the Underwriting Agreement to Morgans are:
 - (i) a selling and underwriting fee of 4% of the Entitlement Offer proceeds, excluding any proceeds raised from Idemitsu, plus GST; and

- (ii) a management fee of 2% of the Entitlement Offer proceeds, plus GST;
- (b) Morgans may appoint sub-underwriters;
- (c) Morgans is entitled to reimbursement of certain expenses, excluding amounts payable to sub-underwriters appointed by Morgans;
- (d) CMG has agreed to indemnify Morgans and others against their losses in connection with the Entitlement Offer;
- (e) CMG has given various warranties, representatives and covenants in favour of Morgans that are considered standard for an agreement of this nature;
- (f) the Underwriting Agreement is conditional upon a number of conditions precedent, including certain procedural steps being satisfied including the lodgement of documentation with ASX, compliance with the timetable, delivery of a shortfall notice, no indication from ASX that quotation will not be granted in respect of the New Shares, and that the New Shares under the Entitlement Offer have been issued;
- (g) Morgans may terminate the Underwriting Agreement at any time prior to the issue of the New Shares under the Entitlement if certain termination events occur. The following events will give rise to a right to termination the Underwriting Agreement, which are considered standard for an agreement of this nature:

Events not subject to 'materiality'

- (i) (Offer Documents):
 - (A) A document issued or published by or on behalf of CMG in respect of or relating to the Entitlement Offer (Offer Document), or any statement, report, representation, matter or thing contained therein is or becomes misleading or deceptive or is likely to mislead or deceive; or
 - (B) there is an omission from an Offer Document of material required to be included by the Corporations Act or any other applicable law;
- (ii) (Cleansing Notice) an additional cleansing notice under section 708AA(12) of the Corporations Act (Cleansing Notice) is required to be given by CMG to ASX, or CMG gives ASX an additional Cleansing Notice under section 708AA(12) of the Corporations Act, or a Cleansing Notice is or becomes defective;
- (iii) (market fall) at any time the S&P/ASX Small Ordinaries Index closes at a level that is 10% below the level of the S&P/ASX Small Ordinaries Index as at the close of trading on the Business Day prior to the date of the Underwriting Agreement;

(iv) (**Listing**)

- (A) CMG ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX other than in connection with the Offer;
- (B) ASX makes any official statement to any person, or indicates to CMG or Morgans that official quotation on ASX of the New Shares will not be granted; or

- (C) approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the opinion of Morgans, have a material adverse effect on the success of the Entitlement Offer), to the official quotation of the New Shares on ASX on or before the dates referred to in the timetable for the Entitlement Offer, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- (v) (**notifications**) any of the following notifications are made in relation to the Entitlement Offer or an Offer Document:
 - (A) ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer Document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against CMG; or
 - (B) an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer Document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) or other applicable laws;
- (vi) (Timetable) any event specified in the Underwriting Agreement (including the timetable in the Underwriting Agreement (Timetable)) to occur before the date for issue of the New Shares under the Entitlement Offer (Issue Date) or on the Issue Date, is delayed or an event specified in the Underwriting Agreement (including the Timetable) to occur after the Issue Date is delayed by more than two Business Days, in any such case, other than any delay caused solely by Morgans or as otherwise agreed between CMG and Morgans;
- (vii) (withdrawal) CMG withdraws an Offer Document or the Entitlement Offer or indicates that it does not intend to proceed with the Entitlement Offer;
- (viii) (unable to issue) CMG is prevented from granting the Entitlements or issuing New Shares by or in accordance with Listing Rules, a government agency or an order of a court of competent jurisdiction;
- (ix) (ASIC modifications) ASIC withdraws, revokes or amends a modification, exemption or approval required to be obtained by CMG from ASIC to enable it to conduct the Entitlement Offer in compliance with the Corporations Act and as described in the Information Booklet (ASIC Modification);
- (x) (**prosecution**) any of the following occur:
 - (A) a director of CMG is charged with an indictable offence;
 - (B) any government agency commences any public proceedings against CMG or any of the directors in their capacity as a director of CMG, or announces that it intends to take such action; or
 - (C) any director of CMG is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- (xi) (**fraud**) a director or officer of CMG or CMG is charged in relation to fraudulent conduct, whether or not in connection with the Entitlement Offer;

- (xii) (**change in management**) a change of the Managing Director (Mr Scott Winter) or in the board of directors of CMG occurs;
- (xiii) (**Insolvency**) CMG or a subsidiary of CMG is or becomes insolvent or there is an act or omission which is likely to result in CMG or a subsidiary of CMG becoming insolvent;
- (xiv) (changes to CMG) CMG or a subsidiary of CMG:
 - (A) varies any term of the CMG constitution;
 - (B) alters the issued capital or capital structure of CMG other than in connection with the Entitlement Offer, or as contemplated by the Offer Documents; or
 - (C) disposes, attempts or agrees to dispose of a substantial part of the business or property of CMG (including any material subsidiary),

without the prior written consent of Morgans;

- (xv) (force majeure) there is an event or occurrence, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal for Morgans to satisfy an obligation under this agreement, or to market, promote or settle the Entitlement Offer; and
- (xvi) (**Certificate**) a certificate is not given by CMG in accordance with the Underwriting Agreement.

Events subject to 'materiality'

(xvii) (adverse change) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of CMG or a subsidiary of CMG (in so far as the position in relation to CMG or a subsidiary of CMG affects the overall position of CMG), from the position disclosed in the Entitlement Offer Announcement, the Investor Presentation, the Cleansing Notice and a duly completed Appendix 3B on the date of announcement of the Entitlement Offer or as most recently disclosed to ASX by CMG before the date of the Underwriting Agreement;

(xviii) (compliance):

- (A) a contravention by CMG or a subsidiary of CMG of the Corporations Act, the CMG constitution (or equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other government agency or any agreement entered into by it; or
- (B) other than as set out in paragraph (A), any Offer Documents or any aspect of the Entitlement Offer does not comply with the Corporations Act, the Listing Rules, the any ASIC Modifications or any other applicable law or regulation;
- (xix) (**future matters**) Any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Offer Document or public

- information published by CMG is or becomes incapable of being met or, in the opinion of Morgans, unlikely to be met in the projected timeframe;
- (xx) (Offer to comply) CMG or a subsidiary of CMG, any Offer Document or any aspect of the Entitlement Offer, does not or fails to comply with the CMG constitution, the Corporations Act, the Listing Rules or any other applicable law or regulation;
- (xxi) (**default**) a default by CMG in the performance of any of its obligations under the Underwriting Agreement occurs;
- (xxii) (**representations and warranties**) a representation and warranty contained in the Underwriting Agreement on the part of CMG was or is not true or correct or becomes untrue or incorrect;
- (xxiii) (**Certificate**) a statement in a certificate is untrue or incorrect, or misleading or deceptive or contains omissions of any required information;
- (xxiv) (information) certain sign-offs and information provided by or on behalf of CMG to Morgans in relation to the due diligence investigations undertaken by CMG in relation to the Entitlement Offer, the Offer Documents or the Entitlement Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (xxv) (application) there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy in connection with the Entitlement Offer (or any part of it) or any agreement entered into in respect of the Entitlement Offer (or any part of it) except where such application does not become public and is withdrawn or dismissed within 2 Business Days after it is commenced or where it is commenced less than 2 Business Days before the issue date of New Shares it has not been withdrawn or dismissed by the issue date;

(xxvi) (disruption in financial markets) either:

- (A) a general moratorium on commercial banking activities in Australia, the United States of America, the United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
- (B) trading in all securities quoted or listed on ASX, New Zealand's Exchange, the London Stock Exchange, the Hong Kong Stock Exchange, the Tokyo Stock Exchange, the Singapore Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than 1 trading day;
- (xxvii) (**change of law**) there is introduced or there is a public announcement of a proposal to introduce:
 - (A) into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority or government agency, adopts or announces a proposal to adopt a new

- policy (other than a law or policy which has been announced before the date of this agreement); or
- (B) into the laws of the United States of America, any member of the European Union, the United Kingdom, Hong Kong, Singapore, New Zealand or the People's Republic of China a new law or a proposal to adopt a new law,

any of which does or is likely to prohibit or adversely affect the regulation of CMG or the Entitlement Offer, capital issues or stock markets or materially adversely affect the taxation treatment of the New Shares;

- (xxviii) (**hostilities**) in respect of or involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom any member of the European Union, the People's Republic of China, the Democratic People's Republic of Korea, the Republic of Korea, Japan, Hong Kong, Singapore, Russia, Ukraine, Israel, Palestine or Iran:
 - (A) hostilities not presently existing commence;
 - (B) a major escalation in existing hostilities occurs;
 - (C) a declaration is made of a national emergency or war; or
 - (D) a major terrorist act is perpetrated on any of those countries or any diplomatic, military or political establishment of any of those countries elsewhere in the world;
- (xxix) (pandemic or epidemic) a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, including an escalation resulting in a material shut-down of business around the world; or
- (xxx) (political or economic conditions) the occurrence of any adverse change or disruption to financial, political or economic conditions, or controls or financial markets in Australia, New Zealand, Japan, a member of the European Union, the United States of America, the United Kingdom, the People's Republic of China, Hong Kong or Singapore or elsewhere or any change or development involving a prospective adverse change in any of those conditions or markets

4.3 Sub-underwriting agreement

Morgans has entered into a sub-underwriting agreement with Idemitsu on or about 31 July 2024. Idemitsu has agreed to sub-underwrite up to 3,756,113 New Shares, representing approximately \$563,416.95 based on the Offer Price. Under the terms of the Underwriting Agreement, Morgans may appoint additional sub-underwriters.

The key terms of the sub-underwriting agreement are as follows:

- (a) Idemitsu agrees to sub-underwrite up to 3,756,113 New Shares under the Entitlement Offer, representing approximately \$563,416.95 based on the Offer Price; and
- (b) the sub-underwriting obligations will cease including where the Entitlement Offer does not proceed or is withdrawn, or the Underwriting Agreement is terminated by Morgans.

Idemitsu will not be paid or receive any fee for agreeing to sub-underwrite the Entitlement Offer. The sub-underwriting agreement is otherwise subject to terms and conditions standard for these types of arrangements.

4.4 Firm commitments

CMG has received a binding commitment from its major shareholder, Idemitsu, to take up its Entitlement in full. This represents approx. 32.2% of total New Shares offered under the Entitlement Offer and the equivalent of \$803,349.30 based on the Offer Price.

4.5 Capital structure

The capital structure of CMG following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at the date of this Information Booklet	55,413,333
Approximate new Shares issued under the Entitlement Offer	16,624,000
Approximate total number of Shares after the Entitlement Offer	72,037,333

As at the Record Date, there were 8,368,333 options over Shares on issue, each having an exercise price \$0.25 and an expiry date of 27 September 2024 (**Options**). Shares issued on exercise of any Options following the Record Date will not carry any Entitlements under this Entitlement Offer. In the event that any Options are exercised, CMG intends to use the proceeds raised for general working capital.

4.6 Present substantial shareholder position

The substantial Shareholders of CMG prior to the date of this Information Booklet are as follows (based on holdings disclosed in the most recent substantial holder notice given to ASX by each Shareholder):

Shareholder	Shareholding	Voting power
Idemitsu Lindfield Pty Ltd	17,852,208	32.2%
IGS Capital Pty Ltd	5,486,713	9.9%
Broseley Investments Pty Ltd	5,010,000	9.0%
Gerhard Redelinghuys	4,268,542	7.7%
Total	32,617,463	58.8%

4.7 Potential effect of the Entitlement Offer

Subject to the further comments below in relation to Idemitsu in its role as Sub-underwriter, CMG does not expect that the acceptance of Entitlements under the Entitlement Offer or the allocation of any Shortfall Shares will result in existing Shareholders or sub-underwriters significantly increasing their interest in CMG.

However, to the extent that any Eligible Shareholder or Sub-underwriter who acquires any Shortfall Shares may obtain a substantial interest in CMG, it is not expected that this will result in any holder (other than Idemitsu) holding more than 20% of the Shares in CMG. Further, any Shortfall Shares will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in CMG of not more than 20%, subject to a number of exemptions.

With respect to Idemitsu, as a shareholder with a holding already greater than 20% (being 32.2%), it cannot increase its holding except to the extent that the increase complies with the takeover provisions of the Corporations Act.

Under section 606 of the Corporations Act, a person cannot acquire a relevant interest in the issued voting shares of a company if, because of a transaction in relation to securities of that company, a person's voting power in CMG increases from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%) (**Takeover Prohibition**). However, there are certain exceptions to the Takeover Prohibition in section 611 of the Corporations Act.

Item 10 of the table in section 611 of the Corporations Act (**Rights Issue Exception**) provides an exception for an acquisition of securities pursuant to a rights issue if the following conditions are satisfied:

- (a) a company offers to issue securities in a particular class;
- (b) offers are made to every person who holds securities in that class to issue them with the percentage of the securities to be issued that is the same as the percentage of the securities in that class that they hold before the issue (i.e. on a pro rata basis);
- (c) all of those persons have a reasonable opportunity to accept the offers made to them;
- (d) agreements to issue are not entered into until a specified time for acceptances of offers has closed; and
- (e) the terms of all offers are the same.

The Rights Issue Exception extends to any underwriters of a rights issue or any sub-underwriters. If the Rights Issue Exception is to be relied upon then section 615 of the Corporations Act (regarding the appointment of a foreign nominee (**Nominee**) for the sale of entitlements of Ineligible Shareholders) must be complied with, which includes a requirement for ASIC to approve the Nominee. As at the Record Date, CMG did not have any Shareholders with a registered address on the CMG share register outside Australia. Therefore, because there are no Ineligible Shareholders to be excluded from participating in the Entitlement Offer, CMG is not required to appoint a Nominee in order for the Rights Issue Exception to apply.

If Idemitsu takes up its Entitlement in full (as it has committed to do so) its voting power in CMG will not decrease from 32.2%. However, Idemitsu's voting power in CMG may increase as a consequence of its obligations under the sub-underwriting agreement, which will be subject to the number of the Shortfall Shares remaining after allocations to Eligible Shareholders that participate in the Shortfall Facility.

If Idemitsu were the only Shareholder to participate in the Entitlement Offer (which CMG considers unlikely) and take up its Entitlement in full, the shortfall would be approximately 11,268,337 New Shares, which will be allocated as Shortfall Shares to Morgans as underwriter (and ultimately any sub-underwriters, including Idemitsu) (refer to Sections 4.2 and 4.3 above). Under the terms of the sub-underwriting agreement, Idemitsu would be allocated approximately 3,756,113 Shortfall Shares, representing approximately 5.2% of the diluted share capital of CMG

(excluding unexercised Options) following allotment of New Shares under the Entitlement Offer. If this were to occur, Idemitsu may increase its voting power in CMG to as much as 37.43%.

As set out in Section 3.5, if Eligible Shareholders allow part or all of their Entitlement to lapse their voting power in CMG will be diluted. Eligible Shareholders can maintain their voting power in CMG by taking up their Entitlement in full and, subject to Section 3.10, may increase their voting power by applying for Shortfall Shares available under the Shortfall Facility.

4.8 Notice to nominees and custodian

If CMG believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter.

Persons acting as nominees for other persons must not take up Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States. Persons in the United States and persons acting for the account or benefit of persons in the United States will not be able to take up or exercise Entitlements and may receive no value for any such Entitlements held.

CMG is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares or Entitlements. A nominee or custodian may only forward this Information Booklet to, and take up Entitlements on behalf of, beneficial owners of Shares who reside in Australia or New Zealand or such other jurisdiction where CMG may determine it is lawful and practical to make the Entitlement Offer.

4.9 Not investment advice

This Information Booklet is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. CMG is not licensed to provide financial product advice in respect of the New Shares. This Information Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with CMG's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.criticalmineralsgroup.com.au.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the information in this Information Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser or call the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEST), Monday to Friday during the Entitlement Offer period.

4.10 Disclaimer or representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Information Booklet.

Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by CMG, or its related bodies corporate, in connection with the

Entitlement Offer. Except as required by law, and only to the extent so required, none of CMG, nor any other person, warrants or guarantees the future performance of CMG or any return on any investment made pursuant to this Information Booklet or its contents.

4.11 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

4.12 Trading of Entitlements

Your Entitlement is personal and cannot be traded on ASX, transferred, assigned or otherwise dealt with. If you do not take up your Entitlement by the Closing Date, your Entitlement will lapse.

4.13 Withdrawal of the Entitlement Offer

CMG reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws, in which case CMG will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to CMG will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to CMG.

4.14 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

5 Definitions

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

Term	Definition
\$	means Australian dollars.
AEST	means Australian Eastern Standard Time.
Applicant	means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors of CMG.
Business Day	means a business day as defined in the Listing Rules.
Closing Date	means 21 August 2024, the day the Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
Corporations Act	means Corporations Act 2001 (Cth).
CMG	means Critical Minerals Group Limited ACN 652 994 726.
Directors	means the directors of CMG.
Eligible Shareholder	has the meaning set out in Section 1.6.
Entitlement	means the right to subscribe for New Shares under the Entitlement Offer.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Information Booklet.
Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders to subscribe for 3 New Shares for every 10 Shares of which the Shareholder is the registered holder on the Record Date, at the Offer Price pursuant to this Information Booklet.
Existing Shares	means the Shares already on issue in CMG as at the Record Date.

Term	Definition
Idemitsu	means Idemitsu Lindfield Pty Ltd ACN 661 770 332.
Ineligible Shareholder	means a Shareholder who is not an Eligible Shareholder.
Information Booklet	means this document.
Investor Presentation	means the presentation to investors, in Section 2 of this Information Booklet.
Listing Rules	means the official listing rules of ASX.
Morgans	means Morgans Corporate Limited ACN 010 539 607.
New Shares	means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the Shortfall Shares issued under the Shortfall Facility, or to Morgans (as underwriter) or sub-underwriters.
Offer Price	means \$0.15 per New Share.
Record Date	means 7.00pm AEST on 6 August 2024.
Shareholders	mean holders of Shares.
Shares	means fully paid ordinary shares in the capital of CMG.
Share Registry	means Automic Registry Services ACN 152 260 814.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
Shortfall Facility	means the facility described in Section 1.2 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Shortfall Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Shortfall Facility.
Underwriting Agreement	has the meaning set out in Section 4.2.

6 Corporate information

Company

Critical Minerals Group Limited Level 4, 10 Eagle St Brisbane QLD 4000 Tel: +61 7 5555 5055

www.criticalmineralsgroup.com.au

Directors

Alan Broome (Chair/Non-Executive Director)
Art Malone (Non-Executive Director)
Steven Kovac (Non-Executive Director)
Stuart McClure (Non-Executive Director)
William Scott Winter (CEO/Managing Director)

Company Secretary

Adam John Gallagher

Principal Share Register

Automic Group Level 5, 126 Phillip Street Sydney NSW 2000

Tel: +61 2 9698 5414 Within Australia: 1300 288 664

Outside Australia: +61 2 9698 5414

www.automicgroup.com.au

Underwriter and Lead Manager

Morgans Corporate Limited ACN 010 539 607 Level 29, 123 Eagle Street Brisbane QLD 4000 www.morgans.com.au

Lawyers

McCullough Robertson Lawyers Level 11, 66 Eagle Street BRISBANE QLD 4000 www.mccullough.com.au



Critical Minerals Group Limited ACN 652 994 726

[EntityRegistrationDetailsLine1Envelope] [EntityRegistrationDetailsLine2Envelope] [EntityRegistrationDetailsLine3Envelope] [EntityRegistrationDetailsLine4Envelope] [EntityRegistrationDetailsLine5Envelope] [EntityRegistrationDetailsLine6Envelope] All Registry Communication to:

AUTOMIC

GPO Box 5193, Sydney NSW 200

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

corporate.actions@automicgroup.com.au

www.automicgroup.com.au

Holder Number:

[HolderNumberMasked]

Shares held as at the Record Date at 7.00pm (AEST) on 6 August 2024

[CumBalance]

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES 5:00PM (AEST) 21 AUGUST 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

On 31 July 2024, Critical Minerals Group Limited ("CMG" or "the Company") announced a non-renounceable entitlement offer of 3 New Share(s) for every 10 Shares held by those Shareholders registered at the Record Date at an issue price of \$0.15 per Share to raise approximately \$2,493,600 (before costs) (Offer).

The Entitlement Offer Information Booklet ("Information Booklet") dated 8 August 2024 contains information about the Entitlement Offer and you should carefully read the Information Booklet before applying for Shares. This Entitlement and Acceptance Form should be read in conjunction with the Information Booklet. If you do not understand the information provided in the Information Booklet or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Entitlement and Acceptance form, capitalised terms have the same meaning as defined in the Information Booklet.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

	Payment Amount A\$ (\$0.15 per New Share)	Number of New Shares Applied								
Full Entitlement	[EntPayable]	[Entitlement]								
Partial Entitlement										

2 APPLICATION FOR SHORTFALL SHARES

As an Eligible Shareholder, you are invited to apply for Shortfall Shares, providing you have taken up your full Entitlement.

	Payment Amount A\$ (\$0.15 per Shortfall Share)									Number of Shortfall Shares Applied															
Shortfall																									
Application				,				,			,														

3 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Entitlement and Acceptance Form.

Option A - BPAY®



Biller Code: [BPayBillerCd]

Ref No: [BPayCRN]

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Securities electronically.

Option B - Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: [HolderId]-[CorporateActionID]-[CompanyASXCode]

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automic Pty Ltd
Account BSB: [CreditAccountBsb]
Account number: [CreditAccountNumber]

Swift Code: WPACAU2S

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Entitlement and Acceptance Form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT HTTPS://INVESTOR.AUTOMIC.COM.AU AND UPDATE YOUR COMMUNICATION PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS ENTITLEMENT AND ACCEPTANCE FORM

The right to participate in the Entitlement Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (Eligible Shareholders).

ACCEPTANCE OF OFFER

By making a BPAY® or EFT payment:

- you represent and warrant that you have read and understood the Booklet and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form and
- you provide authorisation to be registered as the holder of securities acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of Full or Partial Entitlement for Shares

If you wish to accept your full Entitlement:

make payment by BPAY® or EFT for your full Entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your entitlement:

- calculate the payment amount for the portion of your Entitlement that you wish to take up in accordance with the partial entitlement section of this Entitlement and Acceptance Form and
- make payment by BPAY® or EFT for that portion of your Entitlement by following the instructions on this Entitlement and Acceptance Form.

2 Applying for Shortfall Shares

If you accept your full entitlement and wish to apply for Shortfall Shares in excess of your entitlement:

 make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Offer by following the instructions on this Entitlement and Acceptance Form.

Your application for Shortfall Shares may not be successful (wholly or partially). The decision in relation to the number of Shortfall Shares in excess of your Entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

3 Payment

By making a payment via BPAY® or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by the Share Registry by the closing date and time. Payment <u>must be received</u> by the Share Registry by 5:00pm (AEST) on the closing date.

By making payment of application monies, you certify that you wish to apply for Shares under the Entitlement Offer as indicated on this Entitlement and Acceptance Form and acknowledge that your acceptance is irrevocable and unconditional.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 3. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be <u>unable to allocate or refund your payment</u>. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5:00pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your CRN or unique Payment Reference will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid.

4 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic line on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (AEST), Monday to Friday or email corporate.actions@automicgroup.com.au.



8 August 2024

MR SAM SAMPLE, 1 SAMPLE STREET SAMPLEVILLE NSW 2000

Dear Shareholder

Notice to Eligible Shareholders of Non-Renounceable Entitlement Offer

We write to you as the registered holder of fully paid ordinary shares in Critical Minerals Group Limited (ASX: CMG) (**Company**).

As announced to ASX on 31 July 2024, the Company is seeking to raise approximately \$2,493,600 (before costs) via a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of 3 new fully paid ordinary shares in the Company (each, a **New Share**) for every 10 existing shares in the Company held at 7.00pm on Tuesday, 6 August 2024 (**Record Date**).

The Company is pleased to offer shareholders who are registered at 7.00pm (AEST) on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**) the opportunity to participate in the Entitlement Offer on the terms and subject to the conditions set out in the information booklet for the Entitlement Offer (**Information Booklet**).

The Offer is fully underwritten by Morgans Corporate Limited (ACN 010 539 607) (**Lead Manager**) with sub-underwriting from Idemitsu Lindfield Pty Ltd. The offer price under the Entitlement Offer is \$0.15 per New Share.

Offer Booklet

A copy of the Information Booklet, along with instructions on how to apply for New Shares and payment instructions, is available online.

Eligible Shareholders should read the Information Booklet in full prior to making an application to subscribe for New Shares under the Entitlement Offer.

As an Eligible Shareholder, you may:

- take up all of your Entitlement and participate in the Shortfall Facility; or
- take up all of your Entitlement; or
- take up part of your Entitlement and allow the balance to lapse.

How to participate in the Entitlement Offer

To download your offer documents you have the following three choices:

I already have an online account with the Automic Share Registry	2) I don't have an online account with Automic – but wish to register for one	3) I don't have an online account with Automic – but want to use Automic for this Offer only
https://investor.automic.com.au Select: "Existing Users Sign In" Once you have successfully signed in, click on "Documents and Statements". Download the Information Booklet and personalised Entitlement and Acceptance Form.	https://investor.automic.com. au/#/signup Select: "CRITICAL MINERALS GROUP LIMITED" from the dropdown list in the ISSUER field. Enter you holder number SRN/HIN (from your latest Holding Statement). Enter Postcode (Australia only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Next. Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Information Booklet and personalised Entitlement and Acceptance	https://investor.automic.com. au/#/loginsah Select: "CRITICAL MINERALS GROUP LIMITED" from the dropdown list in the ISSUER field. Enter you holder number SRN/HIN (from your latest Holding Statement). Enter Postcode (Australia only) or Country of Residence (if not Australia). Tick box "I am not a robot", then Access. Complete prompts. Once you have successfully signed in, click on "Documents and Statements". Download the Information Booklet and personalised Entitlement and Acceptance
Please o	Form. do not return your acceptance	Form.

Key Dates

The Entitlement Offer opens on Thursday, 8 August 2024 and is scheduled to close at 5.00pm (AEST) on Wednesday, 21 August 2024 (**Closing Date**) unless extended. If you wish to participate in the Entitlement Offer, you must ensure that your application monies are received by the Company's share registry, Automic Group, by 5.00pm (AEST) on the Closing Date.

Record Date (7.00pm AEST)	Tuesday, 6 August 2024
Opening Date	Thursday, 8 August 2024
Closing Date (5.00pm AEST)	Wednesday, 21 August 2024
Issue Date	Wednesday 28 August 2024
Trading of New Shares begins	Thursday, 29 August 2024

Note: The above referred times and dates are indicative only. The Company reserves the right, subject to the Corporations Act, the Listing Rules and the consent of the Lead Manager, to change the times and dates of the above noted Entitlement Offer timetable and to accept late applications (either generally, or in particular cases) without notice. Any extension of the Closing Date will have consequential impact on the subsequent indicative dates (including the Issue Date) for the Entitlement Offer.

Further Information

For all enquiries concerning the Entitlement Offer, please contact Automic Registry Services, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

Yours sincerely,

Adam Gallagher Company Secretary Critical Minerals Group Limited

About Critical Minerals Group Limited

Critical Minerals Group Limited (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 substation 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.

Important Information

The information in this letter does not constitute an offer of securities. No action has been taken to register the Entitlement Offer, the entitlements to New Shares under the Entitlement Offer (**Entitlements**) or the New Shares, or otherwise permit an offer of New Shares, in any jurisdiction other than Australia and New Zealand. This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any State or other jurisdiction of the United States.