

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Critical Minerals Group Limited (CMG)ACN/ARSN ACN 652 994 726**1. Details of substantial holder (1)**Name Idemitsu Lindfield Pty Ltd (Idemitsu) on its own behalf and on behalf of each of the companies listed in Annexure A (the Idemitsu Group Companies).ACN/ARSN (if applicable) ACN 661 770 332There was a change in the interests of the substantial holder on 28/08/2024The previous notice was given to the company on 07/05/2024The previous notice was dated 07/05/2024**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	17,852,208	32.22%	24,400,506	33.87%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/08/2024	Idemitsu on its own behalf and on behalf of each of the Idemitsu Group Companies	Allotment of shares following completion of the entitlement offer announced by CMG on 31 July 2024.	\$803,349.45	5,355,663 of Fully paid ordinary shares	Following the allotment of shares from the entitlement offer, Idemitsu's voting power was unchanged and will remain at 32.22%.
28/08/2024	Idemitsu on its own behalf and on behalf of each of the Idemitsu Group Companies	Increase of voting power pursuant to the sub-underwriting arrangement in connection with the entitlement	\$178,895.25	1,192,635 of Fully paid ordinary shares	Following the allotment of shares from the sub-underwriting arrangement, Idemitsu's voting power will be

		offer as referred to in CMG's ASX announcement on 31 July 2024, further described in the entitlement offer booklet lodged with ASX on 8 August 2024 and attached at Annexure B.			33.87% which reflects a voting power increase of 1.65%

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Idemitsu	Idemitsu	Idemitsu	Idemitsu has a relevant interest because it is the registered holder of the securities under section 608(1) (a) of the Corporations Act 2001 (Cth) (Act)	24,400,506 full paid ordinary shares	24,400,506
Other Idemitsu Group Companies in Part 1 of Annexure A	Other Idemitsu Group Companies in Part 1 of Annexure A	Other Idemitsu Group Companies in Part 1 of Annexure	Each Idemitsu Group Company in Part 1 of Annexure A has a relevant interest in all of the shares referred to above by virtue of section 608(3) of the Act	24,400,506 full paid ordinary shares	24,400,506

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Idemitsu Lindfield Pty Ltd	Level 9, 175 Eagle Street, Brisbane QLD 4000
Each Idemitsu Group Company	See Annexure A

Signature

print name	Marc Palmer	capacity	Company Secretary
sign here		date	28 / August / 2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 604

This is Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 28 August 2024.



Marc Palmer, Company Secretary

Idemitsu Group Companies

Part 1 - Idemitsu Group Companies with relevant interests

Name	Address
Idemitsu Kosan Co. Ltd	1-2-1 Ootemachi Chiyodaku, Tokyo, 100-0004 Japan
Idemitsu Australia Pty Ltd (ACN 010 236 272)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Minerals Australia Pty Ltd (ACN 659 562 099)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Asia Pacific Pte Ltd	3 Killiney Road, #04-03, Winsland House I, Singapore 239519

Part 2 – Other Idemitsu Group Companies

Name	Address
27FG 8ME, LLC	50 California Street, Suite 820, San Francisco, CA 94111
Apollo Tanker Corp.	105, Kandajinbo-cho 1-chome, Chiyoda-ku, Tokyo, 101-0051, Japan
Apollolink Co.,Ltd.	1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, 100-0005, Japan
Astomos Energy Corporation	Sapia Tower #24F, 1-7-12 Marunochi, Chiyoda-ku, Tokyo 100-0005, Japan
Bligh Coal Limited (ACN 010 186 393)	Level 9, 175 Eagle Street Brisbane QLD 4000
Boggabri Coal Operations Pty Ltd (ACN 600 191 455)	Level 9, 175 Eagle Street Brisbane QLD 4000
Boggabri Coal Pty Ltd (ACN 122 087 398)	Level 9, 175 Eagle Street Brisbane QLD 4000
Central 40 Dev Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Central 40 DM LLC	50 California Street, Suite 820, San Francisco, CA 94111
Central 40 LLC	50 California Street, Suite 820, San Francisco, CA 94111
Central 40 MM LLC	50 California Street, Suite 820, San Francisco, CA 94111
Central 40 Op LLC	50 California Street, Suite 820, San Francisco, CA 94111
Central 40 TE Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Chemical Recycle Japan K.K.	Level 6, RBM Tsukijisquare 18-8 1-chome, Shintomi, Chuo-ku, Tokyo 104-0041 Japan
Chiba Chemicals Manufacturing LLP	3-1-1 Marunochi, Chiyoda-ku, Tokyo 100-0005, Japan
Elfont Pty Ltd	Level 38 345 Queen Street Brisbane QLD 4000
Formosa Idemitsu Petrochemical Corporation	Rm 391, 7F, 201 Tung Hwa, N.Road Taipei, Taiwan
Freedom Energy Holdings Pty Ltd	Level 38 345 Queen Street Brisbane QLD 4000
Freedom Fuels Australia Pty Ltd	5/16 Theodore Street, Eagle Farm, QLD 4009
Freedom Fuels Terminalling Pty Ltd	5/16 Theodore Street, Eagle Farm, QLD 4009
Huizhou Idemitsu Lube Co., Ltd	No.18 Aotou Binhai Avenue, Daya Bay, Huizhou, Guangdong, 516081, China.
Idemitsu Lubricants (Thailand) Co., Ltd	Amata City Industrial Estate No.7/467 Moo.6 T.Mabyangporn, A.Pluakdaeng, Rayong 21140, Thailand
Idemitsu (Shanghai) Holdings Co., Ltd.	Rm.3806C, HuaiHai Plaza, 1045 HuaiHai Zhong Rd, Shanghai, 200031, China
Idemitsu Advanced Materials (Korea) Sdn. Bhd.	Level 4, Apex City, 823 Dongtansunhwan-daero, Hwaseong- si, Gyeonggi-do, 18471, Korea
Idemitsu Advanced Materials (Malaysia) Sdn. Bhd.	PLO408, Jalan Pekeliling, 81700 Pasir Gudang, Johor, Malaysia
Idemitsu Americas Holdings	3031 Tisch Way, STE430, San Jose, CA 95128 U.S.A.
Idemitsu Apollo Corporation	1831 16th Street,Sacramento,CA 95811 U.S.A.
Idemitsu Apollo Renewable Corporation	50 California Street, Suite 820, San Francisco, CA 94111, U.S.A.
Idemitsu Aviation Co.,Ltd.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu Bulk Terminal Co.,Ltd.	3-1, Nakasode, Sodegaura-shi, Chiba, 299-0267, Japan
Idemitsu Business Export Co., Ltd.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu Chemicals (Hong Kong) Co, Limited	3012, 30/F , The Gateway Tower 6 ,9 Canton Road, Tsim Sha Tsui, Hong Kong, China
Idemitsu Chemicals (M) Sdn. Bhd.	PLO409, Jalan Pekeliling, 81700 Pasir Gudang, Johor, Malaysia
Idemitsu Chemicals (Shanghai) Co., Ltd.	HuaiHai Plaza, Rm.3806A, HuaiHai Zhong Rd.1045, Shanghai, 200031, China
Idemitsu Chemicals Europe Gmbh	Immermannstrasse 40, 40210 Dusseldorf, Germany
Idemitsu Chemicals Southeast Asia Pte Ltd	3 Killiney Road, #04-03 Winsland House I, 239519, Singapore
Idemitsu Chemicals Taiwan Corporation.	Room A2, 15 Fl. 85 Ren Ai Road, Sec.4, Taipei, Taiwan
Idemitsu Chemicals U.S.A. Corporation	3000 Town Center, Suite 2820, Southfield, Michigan 48075, U.S.A.
Idemitsu Coal Marketing Australia Pty Ltd (ACN 003 671 707)	Level 9, 175 Eagle Street Brisbane QLD 4000

Idemitsu Compounding Material (Shanghai) Co.,Ltd.	No.3,Nan jia si zong road, Nansha Export Processing Zone,Wanqingsha town, Nansha area,Guangzhou, 511462, China
Idemitsu Compounding Plastics (Guangzhou) Co.,Ltd.	3 Nan jia si zong road, Nansha Export Processing Zone, Wangingsha town, Nansha area, Guangzhou, 511462, China
Idemitsu Credit Co., Ltd.	Ryogoku City Core #18F, 2-10-14 Ryogoku, Sumida-ku, Tokyo 130-0026, Japan
Idemitsu Debella Pty Ltd (ACN 662 021 712)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Electronic Materials (China) Co., Ltd.	8-20, KeXin Road, Chengdu High-Tech (West) District, Sichuan Province, China 611731
Idemitsu Electronic Materials Korea Co.,Ltd.	15, Dangdong 2-ro, Munsan-eup, Paju-si, Gyeonggi-do, 10816 Korea
Idemitsu Energy Consulting (Beijing) Co.,Ltd.	C613B Beijing Lufthansa Center Offices, 50 Liangmaqiao Road, Chaoyang District, Beijing, China
Idemitsu Energy Solutions Co.,Ltd.	Level 7, AKS building, 3, Kandaneribei-cho, Chiyoda-ku, Tokyo 101-0022, Japan
Idemitsu Engineering Co., Ltd.	Level 34, 6-1, Nakase 2-chome, Mihama-ku, Chiba-shi, Chiba, 261-0023, Japan
Idemitsu Engineering Vietnam Company Limited	7F, Centre Point Building, 106 Nguyen Van Troi St, Ward 8 Phu Nhuan Dis, Ho-Chi-Minh City, Vietnam
Idemitsu Fine Composites (Hong Kong) Limited	Unit No. 1509, 15/F, The Metropolis Tower, 10 Metropolis Drive, Hung Hom, Kowloon, Hong Kong, China
Idemitsu Fine Composites (India) Private Limited	No.503, 5th floor, Suncity Business Tower, Golf Course Road, Sector 54, Gurgaon, Haryana, India
Idemitsu Fine Composites (Thailand) Co.,Ltd.	571 RSU TOWER 8 Floor, Room 803 Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110 Thailand
Idemitsu Fine Composites Co.,Ltd.	Level 5, 8-1, Higashiueno 4-chome, Taito-ku, Tokyo 110-0015
Idemitsu Formosa Specialty Chemicals Corp.	Rm702, 7F, No.54, Section 4, Minsheng E Rd, Songshan District, Taipei, Taiwan
Idemitsu Gas Production (Vietnam) Co., Ltd.	28th Floor, Vietcombank Tower, 5 Me Linh Square, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam
Idemitsu Graphite Pty Ltd (ACN 32 675 328 159)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Green Energy Vietnam Limited Company	Hoai Tan Industrial Cluster, Hoai Tan Ward, Hoai Nhon Town, Binh Dinh Province, Vietnam
Idemitsu Green Power Co., Ltd.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu Insurance Service Co.,Ltd.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu International (Asia) Pte.Ltd.	3 Killiney Road, #04-03, VVinsland House I, Singapore 239519
Idemitsu International (Europe) Limited	C/O Nihonbo, Suite 3, Courtyard House, Mill Lane, Godalming, England, GU7 1EY
Idemitsu International (Netherlands) B.V.	Herikerbergweg 238 Luna ArenA, 1101 CM Amsterdam
Idemitsu Lindfield Pty Ltd (ACN 37 661 770 332)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Lube (China) Co.,Ltd.	81 Taihua Road, TEDA, Tianjin, 300457, China
Idemitsu Lube (Malaysia) Sdn.Bhd	Lot 14 (Block B), Jalan Teknologi, Taman Sains Selangor 1, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia
Idemitsu Lube Asia Pacific Pte Ltd	31 International Business Park Creative Resource #05-03/04,Singapore 609921
Idemitsu Lube Europe GmbH	Immermannstrasse 40, 40210 Duesseldorf, Germany
Idemitsu Lube India Private Limited	N-31, MIDC Additional Patalganga area, Taluka Panvel, Khalapur, District Raigarh, Maharashtra 410220, India
Idemitsu Lube Middle East & Africa FZE	Dubai Airport Free Zone, Bldg. #4WB-642, P.O. Box 293514, Dubai, U.A.E
Idemitsu Lube Pakistan (Pvt.) LTD	Emerald Tower, 11th Floor, Office # 1103, Clifton Block-5, Karachi 74000, Pakistan
Idemitsu Lube South America Ltda.	Alameda Santos, 745 conj. 61, CEP 01419-001, Sao Paulo, SP, Brasil
Idemitsu Lube Techno Co.,Ltd.	8-1, Isago, Kawasaki-ku, Kawasaki-shi, Kanagawa, 210-0006, Japan

Idemitsu Lube Vietnam Co., Ltd.	Land lot CN5.2E, Dinh Vu IZ, Dong Hai 2 ward, Hai An Dist., Haiphong City, Vietnam
Idemitsu Lubricants America Corporation	701 Port Road, Jeffersonville, Indiana, 47130, U.S.A.
Idemitsu Lubricants Mexico S.A. de C.V.	L07-B Conjunto Miyana, Av. Ejército Nacional 769, Esquina Moliere, Col. Granada, Miguel Hidalgo, Ciudad de México, 11520, México
Idemitsu Lubricants Philippines	Unit 3, 24th Floor, Exquadra Tower Lot 1A, Exchange Road corner Jade Drive, Ortigas Center, Pasig City, 1605, Philippines
Idemitsu Lubricants RUS, LLC	"Millennium House" , Trubnaya St. 12, 107045 Moscow, Russia
Idemitsu Mt Ida Pty Ltd (ACN 77 664 081 047)	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Oita Geothermal Co.,Ltd.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu Plantech Aichi CO., LTD.	11, Minamihama-machi, Chita-shi, Aichi, 478-0045, Japan
Idemitsu Plantech Chiba CO., LTD.	2-1, Anesakikaigan, Ichihara-shi, Chiba, 299-0107, Japan
Idemitsu Plantech Hokkaido CO., LTD.	25-1, Masago-cho, Tomakomai-chi, Hokkaido, 059-1373, Japan
Idemitsu Plantech Tokuyama CO., LTD.	4-1, Shingu-cho, shunan-shi, Yamaguchi, 745-0843, Japan
Idemitsu Renewable Developments Australia Pty Ltd ACN 010 778 711	Level 9, 175 Eagle Street Brisbane QLD 4000
Idemitsu Renewables Americas Inc.	50 California Street, Suite 820, San Francisco, CA 94111
Idemitsu Research and Business Development Europe AG	R-1059, Mattenstrasse 22, Postfach43, CH-4005, Basel, Switzerland
Idemitsu Retail Marketing Co., Ltd.	18-8, Shintomi 1-chome, Chuo-ku Tokyo, 104-0041, Japan
Idemitsu SM (Malaysia) Sdn.Bhd.	PLO409, Jalan Pekeliling, 81700 Pasir Gudang, Johor, Malaysia
Idemitsu Sunrise Insurance Company Limited	Heritage Hall Le Marchant Street, St Peter Port Guernsey, GY1 4HY United Kingdom
Idemitsu Supervising Co.,Ltd	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Idemitsu Tanker Co., Ltd.	Level 16, Jinbocho Mitsui Building, 105, Kanda-Jimbocho 1-Chome, Chiyoda-ku, Tokyo, 101-0051, Japan
Idemitsu Unitech Co., Ltd.	NOF Shiba bldg, 2-3, Shiba 4-chome, Minato-ku, Tokyo, 108-0014, Japan
Idemitsu Vietnam Co.,Ltd.	Unit CP2.08.03, 8th Floor - Tower 2, Capital Place Building, No.29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi, Vietnam
IR Kings Road, LLC	50 California Street, Suite 820, San Francisco, CA 94111
IR Wolfberry, LLC	50 California Street, Suite 820, San Francisco, CA 94111
Isewan Sea Berth Co., Ltd	81-1, Shinchihinokuchi, Chita-shi, Aichi, 478-0017, Japan
Japan Oil Network Co.,Ltd	1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, 100-0005, Japan
Jyoyo Sekiyu K.K.	3891-505, Kawawada-cho, Mito-shi, Ibaraki 311-4153, Japan
K&I film Co., Ltd.	2-3, Shiba 4-chome, Minato-ku, Tokyo, 108-0014, Japan
Kanaseki Union Co., Ltd.	7-3, Kinko-cho, Kanagawa-ku, Yokohama-shi, Kanagawa, 221-0056, Japan
Kawagoe Gas Co., Ltd.	623, Toshinden, Kawagoe-cho, Mie-gun, Mie 510-8111, Japan
Keihin Biomass Power Co., Ltd. (KBP)	18-1, Ogimachi, Kawasaki-ku, Kawasaki-shi, Kanagawa 210-0867, Japan
Mustang Two Dev Holding LLC	101 Metro Dr, San Jose, CA 95110
Mustang Two MM LLC	101 Metro Dr, San Jose, CA 95110
Mustang Two Op LLC	50 California Street, Suite 820, San Francisco, CA 94111
Mustang Two TE Holding LLC	101 Metro Dr, San Jose, CA 95110
Muswellbrook Coal Company Limited (ACN 000 090 521)	Level 9, 175 Eagle Street Brisbane QLD 4000
Nagase Industry Corporation K.K.	3280, Oshinozu-cho, Yonago-shi, Tottori, 683-0101, Japan
Nagase Oil Ltd.	561-2, Kohochi, Yonago-shi, Tottori, 689-3537, Japan
NAMELY IRA LANDCO LLC	50 California Street, Suite 820, San Francisco, CA 94111
Navi Corporation	8-19 Fujimi 1-chome, Chiyoda-ku, Tokyo, 102-0071, Japan
New NRG 03 Ltd	16 Great Queen Street, London, England, WC2B 5AH

New NRG 04 Ltd	16 Great Queen Street, London, England, WC2B 5AH
Nippon Grease Co., Ltd.	11-28, Minamifunaba 4-chome, Chuo-ku, Osaka-shi, Osaka, 542-0081, Japan
Okinawa Idemitsu Co., Ltd.	18-9, Ameku 2-chome, Naha-shi, Okinawa, 900-0005, Japan
Petro Star Kansai Co., Ltd.	5-20, Narihira-cho, Ashiya-shi, Hyogo 659-0068, Japan
Petrochemicals (Malaysia) Sdn. Bhd.	PLO409, Jalan Pekeliling, 81700 Pasir Gudang, Johor, Malaysia
Pioneer Solar (CO) LLC	50 California Street, Suite 820, San Francisco, CA 94111
Pioneer Solar Dev Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Pioneer Solar DM LLC	50 California Street, Suite 820, San Francisco, CA 94111
Pioneer Solar MM LLC	50 California Street, Suite 820, San Francisco, CA 94111
Pioneer Solar Op LLC	50 California Street, Suite 820, San Francisco, CA 94111
Pioneer Solar TE Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Plaloc Asia (Thailand) Co., Ltd.	700/736 Moo.1, T. Panthong, A. Panthong, Chonburi 20160, Thailand
Pt Ntg Indonesia	Idemitsu Moto Lounge 2nd Floor, Jl. Letnan Jendral TB. Simatupang No.18, Kecamatan Cilandak, Jakarta Selatan 12430, Indonesia
PT. Idemitsu Energy Indonesia	The Plaza Office Tower 21st Floor Jalan MH. Thamrin Kay. 28-30, Jakarta Pusat 10350, Indonesia
PT. Idemitsu Lube Indonesia	Blok CK No.03, Kota Deltamas, Desa Pasirranji, Kawasan GILC, Kec Cikarang Pusat, Kab., Bekasi West Java, Indonesia
PT. Idemitsu Lube Techno Indonesia	J.I. Permana Raya Lot BB-4A, Kawasan Industri KIIC, Karawang 41361, West Java, Indonesia
QLC Produce Corporation	3-8, Nishigotanda 1-chome, Shinagawa-ku, Tokyo, 141-0031, Japan
Re Mustang Two Barbaro LLC	50 California Street, Suite 820, San Francisco, CA 94111
Re Mustang Two LLC	50 California Street, Suite 820, San Francisco, CA 94111
Re Mustang Two Whirlaway LLC	50 California Street, Suite 820, San Francisco, CA 94111
Renewable Source Ltd	16 Great Queen Street, London, England, WC2B 5AH
RS energy K.K.	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
RS Global Capital Investment LLC	Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808
RS Renewables K.K. (RSR)	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
SDS (Shanghai) Biotech Co., Ltd.	Room 1752, 17/F, Building A, CCIG International Plaza No.331, North Caoxi Road, Xuhui District, Shanghai 200030 P.R. China
SDS Biotech K.K.	Level 5, AKS building, 3, Kandaneribei-cho, Chiyoda-ku, Tokyo 101-0022, Japan
Seibu Engineering Company Limited	5, Nishioki, Onoda-shi, Sanyou, Yamaguchi 756-0885, Japan
Seibu Oil Co., Ltd.	7 Midoshiro-cho, Kanda, Chiyoda-ku Tokyo 101-0053 Japan
Seibu Shipping Co., Ltd.	7, Kanda Midoshiro-cho, Chiyoda-ku Tokyo 100-0053 Japan
Seibu Tugboat Service Co., Ltd.	5-1, Higashihon-cho 1-chome, Ube-shi, Yamaguchi 755-0028 Japan
Sekiyu Yusou Service K.K.	2148, Hatagasaki, Yonago-shi, Tottori, 683-0845, Japan
SF Azalea, LLC	50 California Street, Suite 820, San Francisco, CA 94111
SF Jasmine, LLC	50 California Street, Suite 820, San Francisco, CA 94111
SF Warriors, LLC	50 California Street, Suite 820, San Francisco, CA 94111
Shanghai Idemitsu Lube Trading Co., Ltd.	SongHong Road 207-C-6-AD, Chang'Ning District, SHANGHAI 200335, China
Shinkyo Corporation	1-176, Higashikou 1-chome, Seirou-machi, Kitakanbara-gun, Nigata 957-0101, Japan
Shoseki International K.K. (SSI)	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Shoseki Kako Co., Ltd.	1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, 100-0005, Japan
Shoseki Overseas & Investment K.K. (SOI)	2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo 100-8321, Japan
Shoseki US Capital Inc.	3031 Tisch Way, STE430, San Jose, CA 95128 U.S.A.
Showa Yokkaichi Sekiyu Co., Ltd. (SYS)	1, Shiohama-cho, Yokkaichi-shi, Mie, 510-0851, Japan
Skye Renewables Energy Pte. Ltd.	96 Robinson Road, #17-04 SIF Building, Singapore 068899

Skye Renewables Malaysia Sdn. Bhd.	"Unit 27-07, Level 27, Q Sentral, 2A, Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia"
Skye Renewables Singapore Opco Pte. Ltd.	96 Robinson Road, #17-04 SIF Building, Singapore 068899
Skye Renewables Vietnam Company Limited	Level 7 Friendship Tower, 31 Le Duan Boulevard, District 1, Ho Chi Minh City
Skye Renewables VN1 Company Limited	Level 7 Friendship Tower, 31 Le Duan Boulevard, District 1, Ho Chi Minh City
Skye Renewables VN2 Company Limited	Level 7 Friendship Tower, 31 Le Duan Boulevard, District 1, Ho Chi Minh City
Solar Frontier Engineering K.K.	1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo 1008321, Japan
Solar Frontier Europe GmbH	Nördliche Münchner Str. 14a, 82031 Grünwald, Germany
Solar Frontier K.K. (SF)	1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, 100-0005, Japan
Solar Frontier Midway IV, LLC	50 California Street, Suite 820, San Francisco, CA 94111
Toa Oil Co., Ltd.	3-1 Mizuecho, Kawasaki-ku, Kawasaki-shi, Kanagawa 210-0866 Japan
Toa Tecs Co., Ltd.	3-1, Mizue-cho, Kawasaki-ku, Kawasaki-shi, Kanagawa, 210-0866, Japan
Tosa Green Power Corporation	4354 Shinduki, Niida, Kochi-shi, Kochi 781-0112, Japan
Towa Sekiyuhanbai Co.,Ltd.	2-8, Matsubara 3-chome, Nakamura-ku, Nagoya-shi, Aichi, 460-0017, Japan
Trinity Petroleum Services Pty Ltd	Level 38 345 Queen Street Brisbane QLD 4000
TSP Co., Ltd.	26-27, Kitami 5cho-me, Setagaya-ku, Tokyo 157-0067, Japan
Tsudasekiyushoji Co., Ltd	23, Ryutudanchi1Jo 1-chome, Asahikawa-shi, Hokkaido, 079-8441, Japan
Tulare 3 LLC	50 California Street, Suite 820, San Francisco, CA 94111
Tulare Solar Center LLC	50 California Street, Suite 820, San Francisco, CA 94111
Tulare Solar Dev Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Tulare Solar DM LLC	50 California Street, Suite 820, San Francisco, CA 94111
Tulare Solar MM LLC	1209 Orange St, Wilmington, New Castle, DE, 19801
Tulare Solar Op LLC	50 California Street, Suite 820, San Francisco, CA 94111
Tulare Solar TE Holding LLC	50 California Street, Suite 820, San Francisco, CA 94111
Wakamatsu Gas K.K.	4-16, Sengoku-machi, Aizuwakamatsu-shi, Fukushima, 965-0817, Japan

Annexure B to Form 604

This is Annexure B referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 28 August 2024.

This Annexure contains a copy of the original sub-underwriting arrangement between Idemitsu Lindfield Pty Ltd and Morgans Corporate Limited dated 29 July 2024.

A handwritten signature in black ink, appearing to read 'M. Palmer', is written over a horizontal line.

Marc Palmer, Company Secretary

29 July 2024

Idemitsu Lindfield Pty Ltd
Attention: Steve Kovac

URGENT

**EMAIL CONFIRMATION REQUIRED BY 12:00PM (SYD)
ON MONDAY 29 JULY 2024**

EMAIL: [REDACTED]

Dear Investor,

SUB-UNDERWRITING LETTER ("LETTER") BETWEEN MORGANS CORPORATE LIMITED AND IDEMITSU LINDFIELD PTY LTD IN RELATION TO THE OFFER TO SUB-UNDERWRITE SET OUT BELOW

Confirmation

1 Master ECM Terms

We refer to the Master ECM Terms ("Terms") available on the AFMA website at <http://www.afma.com.au/standards/documentation.html>.

You confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates) that You have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into this Letter, any selling restrictions in the Information Materials and that You understand Your settlement obligations. You confirm that by acquiring Your Allocation, You will be deemed to have represented, warranted and agreed as to the matters covered by the provisions of the Terms that apply and are incorporated by reference into this Letter, and as to any additional representation, warranty, variation and agreement set out in this Letter.

Any capitalised term used but not defined in this Confirmation has the meaning given to it in the Terms.

2 Transaction Details

Details of the Offer are set out below:

Offeror (entity offering the Securities for issue or sale)

Critical Minerals Group Ltd (ACN 652 994 726) ("CMG")

Offer Structure

A fully underwritten 3 for 10 non-renounceable pro rata entitlement offer to raise approximately A\$2.5 million ("Offer").

Information Materials

As specified in paragraphs (a) – (g) in the definition of "Information Materials" in section 2.1 of the "Terms", including without limitation the:

- (a) ASX Announcement regarding the Offer;
- (b) Offer cleansing statement;
- (c) Investor Presentation; and
- (d) offer booklet in connection with the Offer.

Securities	Fully paid ordinary Securities in the Offeror
Price	A\$0.15 per Security
Ranking	Securities issued under the Offer will rank equally with existing fully paid ordinary shares on issue in the Offeror from their date of issue
Lead Manager	Morgans Corporate Limited ("Morgans")
Underwriter	Morgans Corporate Limited
Lead Manager Agreement	Underwriting agreement dated on or around Tuesday, 30 July 2024 between the Lead Manager and the Offeror, pursuant to which Morgans agrees to lead manage and underwrite the Offer
Settlement Date	Tuesday, 27 August 2024
Settlement Agent	Morgans Financial Limited
Offering jurisdictions	Australia, New Zealand
US Exemption	Regulation S, Category 1 (excluding Eligible US Fund Managers)

Note:

The offer and sale of the Securities have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the Securities may not be offered, sold, pledged or otherwise transferred without registration under the U.S. Securities Act (which You acknowledge none of the Offeror and the Lead Manager has any obligation to do or to procure) unless the Securities are offered, sold, pledged, transferred or otherwise disposed of in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the securities laws of any state or any other jurisdiction in the United States.

3 Allocation of Sub-Underwriting

The Lead Manager is pleased to confirm that you have been allocated the following sub-underwriting commitment in relation to the Offer on the terms set out in this Letter:

	Price (per Sub-Underwritten Security)	Number of Sub-Underwritten Securities	Total Sub-Underwritten Amount
Number of Securities in the Offer that You are sub-underwriting (Sub-Underwritten Securities)	A\$0.15	3,756,113	A\$563,416.88

4 Sub-Underwriting Obligation

As sub-underwriter, You irrevocably agree to apply for, and pay the Price for, up to the number of Sub-underwritten Securities in accordance with this Letter, including the Timetable. This commitment is separate from and additional to any other application to acquire Securities You may make (including taking up Your Entitlement as holder of Securities or any other commitment provided to You in this Letter) and will not reduce the number of Sub-Underwritten Securities You may be required to apply for under this Letter.

You will be advised by the Lead Manager in accordance with the Timetable of the final number of Sub-Underwritten Securities for which You are required to apply ("**Shortfall Securities**").

If there are Shortfall Securities under the Offer, You will be sent a Confirmation in accordance with the Timetable for the number of Shortfall Securities ("**Shortfall Confirmation**") and the Terms will apply to Your acquisition of those Shortfall Securities as if a reference to:

- the "Confirmation" were a reference to the "Shortfall Confirmation"; and
- "Allocation" were a reference to the "Shortfall Securities".

You acknowledge and agree that the Lead Manager will determine any shortfall and therefore any shortfall which will be allocated to You up to the maximum amount of the Sub-Underwritten Securities, and may enter into sub-underwriting agreements in relation to the Offer with other persons and may allocate any shortfall between sub-underwriters in the proportions which each sub-underwriter's sub-underwriting commitment bears to the total commitments of all sub-underwriters under the Offer or in such other manner as the Lead Manager may, in their absolute discretion, determine (including, without limitation, by providing priority to those sub-underwriters that are existing shareholders).

Your rights and obligations as sub-underwriter under this Letter are not capable of transfer, assignment or novation or being otherwise dealt with except with the prior written agreement of the Lead Manager. Your obligations as sub-underwriter under this Letter are not joint with any other sub-underwriter or potential sub-underwriter in respect of the Offer.

5 Shortfall Securities conditional

Any issue of Shortfall Securities to You is subject to execution of the Lead Manager Agreement and completion of the Offer.

Provided that the Lead Manager must consult with You prior to exercising any right of termination under the Lead Manager Agreement (which the Lead Manager may exercise in its absolute and unfettered discretion), You agree to accept, and undertake to not challenge, the decisions and actions of the Lead Manager under the Lead Manager Agreement and agree that, if made, Your allocation of Shortfall Securities does not oblige the Lead Manager to consult with You as to any matter (other than as noted above) or qualify the exercise or non-exercise of the rights of the Lead Manager under the Lead Manager Agreement in any way, including in particular the exercise of any right of termination. You will continue to be bound to acquire Your Shortfall Securities unless the Lead Manager (in their absolute and unfettered discretion) exercises its right of termination under the Lead Manager Agreement. If the Lead Manager exercises their right to terminate, Your rights and obligations under this Letter and the Terms to acquire Your Shortfall Securities will terminate without cost or liability to the Lead Manager.

If You fail to meet any obligation to acquire, and pay the Price for, each Shortfall Share when due, the Lead Manager may without notice to You apply (or procure that a third party applies) for those Shortfall Securities. In addition to any other obligations under this Letter, You indemnify the Lead Manager for any cost or loss associated with the Lead Manager so doing (including any loss on sale of those Shortfall Securities within six months of application).

The Lead Manager reserves the right to aggregate allocations or beneficial allocations which the Lead Manager believes may be multiple allocations to or for the benefit of the same person. If You deal with Securities in breach of this Letter or the Terms, or fail to provide the information required to be provided, the Offeror and the Lead Manager may refuse to issue the Shortfall Securities or may determine not to pay fees (if any) to You in relation this Letter, or both.

You authorise the Lead Manager, the Offeror, and their respective Affiliates to undertake all necessary actions (including without limitation signing documents) in your name as your attorney

to ensure settlement of Your Shortfall Securities is successfully effected, such authorisation to expire on the completion of the issue of the Shortfall Securities.

8 Acknowledgements

The General Acknowledgements and the following Additional Acknowledgements apply:

(No disclosure document lodged with ASIC)

(On-sale of Securities)

(Purpose of Offer)

9 Warranties

The General Warranties and the following Additional Warranties apply:

(Nil)

10 Undertakings

The General Undertakings and the following Additional Undertakings apply:

(Nil)

11 Foreign Jurisdiction Representations

The General Foreign Jurisdiction Representations apply and the following Additional Foreign Jurisdiction Representations apply:

(a) If You are located in the following foreign jurisdictions:

(New Zealand)

the Representations under the name of that country in Section 5A of Schedule 4 under the heading "Additional Foreign Jurisdiction Representations – Jurisdictions other than the United States" apply; and

(b) If You are located in a jurisdiction other than the United States, the relevant Representations in Section 2(2) of Schedule 4 under the heading "Foreign Jurisdiction Representations" apply:

(Regulation S Offer – Category 1 – excluding Eligible U.S. Fund Managers)

12 Variation

The following other terms apply:

(Nil)

13 Timetable

The indicative Timetable for the Offer is set out in Appendix 1.

14 Confirmation of Allocation and CARD Form

You must complete, sign and return by email the attached Sub-Underwriting Acceptance Form (Appendix 2) by **12:00pm (AEST) Monday 29 July 2024**

On behalf of the Lead Managers at:

Morgans Corporate Limited

Email: [REDACTED]

Any queries on the Offer may be directed to Roger Leaning, of Morgans Financial (Phone: [REDACTED])
Email: [REDACTED]

Yours sincerely




Roger Leaning
Director
Morgans Corporate Limited

Acceptance by Sub-underwriter

We confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates);

- our irrevocable agreement to apply for, and pay the Price for, up to the number of Sub-Underwritten Securities in accordance with this Letter;
- we have read and understood this Letter and the Master ECM Terms available on the AFMA website at: <http://www.afma.com.au/standards/documentation.html> as applied by and incorporated by reference into this Letter (together the "Terms") and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations applied by and incorporated by reference into this Letter and any selling restrictions in the Information Materials. In particular, we confirm (for the benefit of the Offeror, the Lead Manager and each of their respective Affiliates) that (1) we are outside the United States and we are purchasing the Shortfall Securities in an "offshore transaction" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the U.S. Securities Act; and
- we understand our settlement obligations.

Please note the following details

Name of Sub-Underwriter:	Idemitsu Lindfield Pty Ltd
Sub-Underwritten Securities:	3,756,113
Sub-Underwritten Amount:	A\$563,416.88
Contact Name:	Steve Kovac
Email:	

Execution (by an authorised signatory)

Signature	<i>M C Palmer</i>	Title	CCO & Company Secretary
Name	Marc Palmer	Date	29.07.24

Form

 of

Appendix 1 - Timetable

Summary of Key Dates	Date/Time
Announcement of Offer	Tuesday, 30 July 2024
Ex-date for Offer	Thursday, 1 August 2024
Record Date for determining Entitlements (7.00pm AEST)	Friday, 2 August 2024
Information Booklet and Entitlement and Acceptance Form despatched	Wednesday, 7 August 2024
Offer opens	Wednesday, 7 August 2024
Last day to extend the Closing Date of the Offer	Thursday, 15 August 2024
Offer closes (5.00pm AEST)	Tuesday, 20 August 2024
Announcement of results of the Offer	Friday, 23 August 2024
Allotment of New Shares under the Offer and Appendix 2A	Before noon, Tuesday, 27 August 2024
Trading of New Shares under the Offer commences	Wednesday, 28 August 2024
Despatch of holding statements for New Shares issued under the Offer	Wednesday, 28 August 2024

The above timetable is indicative only and may change without notice to or consultation with You. All times are Sydney, Australia.