

ASX Announcement

ASX: CMG

23 April 2025

Cleansing notice under section 708AA(2)(f) Corporations Act

Critical Minerals Group Limited (**CMG** or the **Company**) (**ASX:CMG**) announced on Wednesday, 23 April 2025 that it will undertake a pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Company to raise up to approximately \$7.4 million (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders can subscribe for three new ordinary shares in the Company (**New Shares**) for every four existing ordinary shares (**Entitlements**) held at 7.00pm (AEST) on Tuesday, 29 April 2025 (**Record Date**) at the offer price of \$0.1375 per New Share (**Offer Price**).

Morgans Corporate Limited ACN 010 539 607 (**Morgans**) is the Lead Manager of the Entitlement Offer.

The Company will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Instrument 2016/73**).

Further details of the Entitlement Offer are set out in the Company's Offer Announcement and Investor Presentation that has been lodged with ASX today. An Information Booklet for the Entitlement Offer will be released on ASX and dispatched to eligible shareholders on Thursday, 1 May 2025, being the date the Entitlement Offer opens.

Details of the securities to be issued:

Class of securities:	Ordinary shares
ASX Code of the securities:	CMG
Date of the issue or expected issue of the securities:	Wednesday, 21 May 2025

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Total number of securities expected to be issued:

54,028,044 New Shares

For the purposes of section 708AA(7) of the Corporations Act, the Company advises:

1. the New Shares will be issued without disclosure under part 6D.2 Corporations Act as notionally modified by Instrument 2016/84;
2. this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by Instrument 2016/84;
3. as at the date of this notice, the Company has complied with:
 - a) the provisions of chapter 2M Corporations Act as they apply to the Company; and
 - b) sections 674 and 674A of the Corporations Act; and
4. as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by Instrument 2016/84 that is required to be set out in this notice under section 708AA(7) of the Corporations Act.
5. The effect and consequence on the control of the Company as a result of the issue of New Shares under the Entitlement Offers is dependent on a number of factors:
 - a) If all eligible shareholders of the Company (**Eligible Shareholders**) take up their Entitlements, the ownership interest (and voting power) will remain largely unchanged and the effect on the control of the Company will be minimal.
 - b) To the extent any Eligible Shareholder does not take up their Entitlements in full, the percentage holding in the Company of that Eligible Shareholder will be diluted by those other Eligible Shareholders who take up some, all or more than their Entitlements.

- c) To the extent all Entitlements are not taken up by Eligible Shareholders, the voting power of the Company's largest shareholder Idemitsu Lindfield Pty Ltd (**Idemitsu**) in the Company may increase above its current interest of 33.87%, as Idemitsu has committed to take up its Entitlements of New Shares under the Entitlement Offer. Otherwise, on completion of the issue of New Shares under the Entitlement Offer, it is expected that no other shareholder will hold an interest of more than 20% of the Company. Accordingly, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company aside from the potential increase in the voting power of Idemitsu.

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

For more information:

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Important information

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

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

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