



Critical
Minerals
Group

ASX Announcement

ASX: CMG

1 May 2025

Dispatch of Entitlement Offer Documents

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Critical Minerals Group Limited (**ASX:CMG**), (**Critical Minerals Group, CMG**, or the **Company**) refers to its announcement on 24 April 2025 in relation to its three for four pro rata non-renounceable entitlement offer of fully paid ordinary shares (**New Shares**) to raise up to approximately \$7.3 million (**Entitlement Offer**), and confirms pursuant to ASX Listing Rule 3.17.1 that the attached Offer Booklet and personalised acceptance forms have been dispatched to shareholders.

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 15 May 2025.

This announcement was authorised for release to ASX by the Company Secretary.

For more information:

Scott Winter

CEO and Managing Director
info@criticalmineralsgroup.com.au
(+61) 731 323 504

criticalmineralsgroup.com.au

(+61) 731 323 504
Level 15, 100 Edward St, Brisbane QLD 4000, Australia
info@criticalmineralsgroup.com.au

CRITICAL MINERALS GROUP LIMITED

ACN 652 994 726

Entitlement Offer Information Booklet

3 for 4 pro rata non-renounceable entitlement offer at \$0.135 per Share to raise up to approximately \$7,293,786 (**Entitlement Offer**)

Last date for acceptance and payment: 5.00pm (AEST) on 15 May 2025

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.

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Lead Manager



Legal adviser



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IMPORTANT NOTICES

This Information Booklet is dated 1 May 2025. 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 Top Up 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 and ASX announcements 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 Top Up 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 1.8) 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 included in Section 1.11.

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.

Chair's letter

1 May 2025

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 3 for 4 non-renounceable entitlement issue of new ordinary shares in CMG (**New Shares**) at an issue price of \$0.135 per New Share (**Entitlement Offer**), to raise up to approximately \$7,293,786.

The proceeds of the Entitlement Offer will be applied to:

- Lindfield Project - BFS Study (including bulk sample);
- Lindfield Project – environmental approvals;
- Vanadium Electrolyte Facility – design procure construct;
- Establish BESS preferred supplier;
- Operational overheads; and
- Transaction fees for the Entitlement Offer.

Under the Entitlement Offer, eligible shareholders have the opportunity to invest at the price of \$0.135 per New Share. The issue price of \$0.135 per New Share represents a 1.1% discount to the 10-day volume weighted average price (**VWAP**) and a 0% discount to the Theoretical Ex-Rights Price (**TERP**).¹

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. If you take up your entitlement, you can also apply for additional shares under a Top Up Facility (refer to section 3 of this Information Booklet for more information).

Morgans Corporate Limited (**Morgans**), is acting as the lead manager to the Entitlement Offer.

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on ASX or otherwise transferable.

Other information

This Information Booklet contains important information, including:

- information on CMG, the Entitlement Offer and key risks for you to consider;
- the investor presentation, which was released to ASX on 2 April 2025 and provides information on CMG;

¹ The Theoretical Ex-Rights Price (**TERP**) of \$0.135 is calculated using CMG's closing price on 22 April 2025 assuming proceeds from the Entitlement Offer of \$7.3 million. TERP is the theoretical price at which CMG shares should trade immediately following 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 CMG's shares trade immediately following the ex-date for the Entitlement Offer will depend on many factors and may not approximate TERP.

- 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.

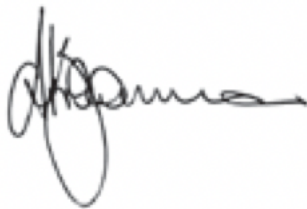
The Entitlement Offer closes at 5.00pm (AEST) on 15 May 2025

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

A handwritten signature in black ink, appearing to read 'Alan Broome', with a large, stylized loop at the end.

Alan Broome AM
Chairman

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	3 New Shares for every 4 existing CMG ordinary shares
Issue Price	\$0.135 per New Share
Size	54,028,044 New Shares
Gross proceeds	Up to approximately \$7,293,786

Key dates

Activity	Date
Announcement of the Entitlement Offer	24 April 2025
Record Date for Entitlement Offer (7.00pm AEST)	30 April 2025
Information Booklet and Entitlement and Acceptance Form despatched	1 May 2025
Entitlement Offer opens	1 May 2025
Closing date for acceptances under Entitlement Offer (5.00pm AEST)	15 May 2025
Announcement of results of Entitlement Offer	19 May 2025
Settlement of New Shares under the Entitlement Offer	20 May 2025
Allotment of New Shares issued under the Entitlement Offer	21 May 2025
Despatch of holding statements for New Shares issued under the Entitlement Offer	21 May 2025
Normal ASX trading for New Shares issued under the Entitlement Offer commences	22 May 2025

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 Description and effect of the Entitlement Offer

1.1 Overview

The Entitlement Offer is a non-renounceable offer of 3 New Shares for every 4 existing Shares, at \$0.135 per New Share to raise up to approximately \$7,293,786 (before direct offer costs including fees paid to Morgans as lead manager to the Entitlement Offer, advisers and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Entitlement Offer will be utilised for:

Use of proceeds	\$000
Lindfield Project - BFS Study (including bulk sample)	550
Lindfield Project – environmental approvals	215
Vanadium Electrolyte Facility – design procure construct	3,750
Establish BESS preferred supplier	400
Operational overheads	2,038
Fund Raising Costs	341
Total funds raised	7,294

1.2 Entitlement Offer

The Entitlement Offer constitutes an offer to Eligible Shareholders only.

Eligible Shareholders who are on CMG's share register on the Record Date are entitled to acquire 3 New Shares for every 4 Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

The issue price of \$0.135 per New Share represents a discount of 1.1% to the 10-day VWAP and a discount of 0% to the TERP.

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 section 1.11.

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.

1.3 Issue of additional Shares under the Top Up 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 Top Up Facility.

Subject to Section 3.9 and applicable legal and regulatory requirements, there is no cap on the amount of New Shares that Eligible Shareholders can apply to take up under the Top Up Facility. However, there is no guarantee that those Shareholders will receive the number New Shares applied for under the Top Up Facility, or any. The number of New Shares available under the Top Up Facility will not exceed the shortfall from the Entitlement Offer.

Any New Shares not taken up by Eligible Shareholders under the Top Up Facility will be placed to either existing or new Shareholders as the discretion of the Directors (refer to Section 1.4 below).

1.4 Placement of Shortfall Shares

A shortfall may arise if applications received for New Shares under the Entitlement Offer (including after the completion of the Top Up Facility (if any)) are less than the number of New Shares offered.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Entitlement Offer that are subsequently taken up as Shortfall Shares.

1.5 Ranking of New Shares

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

1.6 Lead manager

Morgans Corporate Limited ACN 010 539 607 (**Morgans**) has been appointed as the lead manager.

1.7 Firm commitments

CMG has received a binding commitment from its major shareholder, Idemitsu Lindfield Pty Ltd, to take up its Entitlement in full, which represents approximately 33.87% of total New Shares offered under the Entitlement Offer.

1.8 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.

1.9 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.

New Shares applied for under Top Up Facility will be allocated and allotted in accordance with the allocation policy set out in Section 3.9. 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 22 May 2025 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.

1.10 Effect on CMG's financial position

The pro forma balance sheet shown below has been adjusted to reflect the impact of the Entitlement Offer as if it had taken place at 31 December 2024, comprising:

- (a) the issue of 54,028,044 New Shares at \$0.135 each to raise capital of \$7,293,786; and
- (b) the payment of an estimated \$345,079 in costs incurred by CMG in relation to transaction costs for the Entitlement Offer.

Pro forma balance sheet

	31/12/2024	Raise Transactions	31/12/2024 + Raise Impact
	\$000	\$000	\$000
Assets			
Current Assets			
Cash and cash equivalents	1,205	6,952	8,158
Other receivables	110		110
Total Current Assets	1,315		8,267
Non-Current Assets			
Fixed assets	2		2
Exploration and evaluation assets	3,158		3,158
Right of use asset	1,979		1,979
Other non-current assets	-		-
Total Non-Current Assets	5,139		5,139
Total Assets	6,454		13,407
Liabilities			
Current Liabilities			
Trade and other payables	394		394
Lease liabilities	91		91
Provisions	49		49
Total Current Liabilities	533		533
Non-Current Liabilities			
Lease liabilities	1,900		1,900
Total Non-Current Liabilities	1,900		1,900
Total Liabilities	2,433		2,433
Net Assets/(Liabilities)	4,021		10,974
Equity			
Issued capital	9,315	6,952	16,267
Reserves	-		-
Accumulated losses	- 5,293	-	5,293
Total Equity	4,021		10,974

1.11 Risk factors

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.

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.

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 a high 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.

Insurance

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.

Manufacture Processing Risk

CMG's development of the Vanadium Electrolyte processing facility may be adversely effected by risks which are inherent in any processing operation including machinery breakdown, issues with achieving the desired product specifications and workplace health and safety issues. Any adverse impact on production could have a materially adverse impact on CMG's ability to meet customer needs, the risk of customer claims and CMG's ability to achieve its strategic plans or its financial performance.

Supply risk

Until CMG's Vanadium Tenements are developed, CMG is reliant on sourcing the key raw materials to produce Vanadium electrolyte from third parties. As such, there is a risk that supply may be interrupted or demand may be unable to be met. This may adversely affect CMG's operations.

The price of raw materials, components and manufacturing equipment may increase due to changes in supply and demand and global or other macro-economic events such as the Ukraine conflict, tariffs and trade barriers and supply chain constraints. In addition, currency fluctuations may adversely affect CMG's purchasing power for inputs into the production process and manufacturing equipment. These factors could have a materially adverse effects on CMG's ability to meet customer demand and CMG's financial results.

Customer / Revenue risk

CMG is in early commercialisation stages of the Vanadium Electrolyte and BESS strategy. There is a risk CMG will be unable to secure sufficient customer demand or offtake for the Vanadium Electrolyte or BESS, which could adversely affect the business and its operating results.

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.

1.12 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 Announcements and Investor Presentation

3 How to apply

3.1 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 additional New Shares under the Top Up Facility (refer to Section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to Section 3.3); or
- (c) allow their Entitlement to lapse (refer to Section 3.4).

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 Closing Date for acceptance of the Entitlement Offer is **5.00pm (AEST) on 15 May 2025** (however, that date may be varied by CMG, in accordance with the Listing Rules).

3.2 Taking up all of your Entitlement and participating in the Top Up 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 15 May 2025**.

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

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

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 Top Up Facility.

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

If you apply for additional New Shares under the Top Up 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 Top Up Facility. The Directors and Morgans reserve their right to allot and issue New Shares under the Top Up Facility at their discretion.

Refund amounts (only where the amount to be refunded is \$1.00 or greater) will be paid in Australia 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.

3.3 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 3.6.

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.

3.4 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.

3.5 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 under the Top Up Facility.

3.6 Payment

The consideration for the New Shares (including under the Top Up Facility) is payable in full on application by a payment of \$0.135 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 15 May 2025**. 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.

3.7 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.

3.8 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.

3.9 Allotment and allocation policy

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

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

- (a) The Directors will allocate the Top Up Shares to Eligible Shareholders that have applied to take up their full Entitlements and in addition have indicated that they wish to take up Top Up Shares under the Top Up Facility as provided for in Section 1.3.
- (b) CMG reserves the right to allocate Top Up Shares to Eligible Shareholders who wish to take up Top Up 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 Top Up Shares in paragraphs (a) and (b) above, the Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Entitlement Offer.

- (d) CMG will not allocate or issue Top Up Shares, 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 Top Up Shares must consider whether or not the issue of the Top Up Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances. For the avoidance of doubt, CMG will not allocate or issue Top Up 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 Top Up Shares that they apply for under the Top Up Facility. CMG in consultation with Morgans may reject any application for Top Up Shares or allocate fewer Top Up 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 Top Up Shares that will be issued to Eligible Shareholders who apply for Top Up Shares. In determining whether to accept or reject any applications for Top Up 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 Investor Presentation and ASX Announcements 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 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 1.11, 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 Lead Manager Mandate

CMG has engaged Morgans as lead manager for the Entitlement Offer under a lead manager mandate dated 9 July 2024 (**Lead Manager Mandate**). The Lead Manager Mandate is subject to standard terms and conditions for an agreement of this nature.

The key terms of the Lead Manager Mandate are as follows:

- (a) the fees payable under the Lead Manager Mandate to Morgans is a management fee of 2% of the Entitlement Offer proceeds, plus a selling fee of 4% of the gross proceeds raised excluding any funds raised from Idemitsu;
- (b) CMG has agreed to indemnify Morgans and others against their losses in connection with the Entitlement Offer;

- (c) CMG has given various warranties, representatives and covenants in favour of Morgans that are considered standard for an agreement of this nature; and
- (d) Morgans may terminate the Lead Manager Mandate at any time prior to the issue of the New Shares under the Entitlement if certain termination events occur.

4.3 Firm commitments

CMG has received a binding commitment from its major shareholder, Idemitsu Lindfield Pty Ltd, to take up its Entitlement in full. This represents approximately 33.87% of total New Shares offered under the Entitlement Offer and the equivalent of \$2,470,551.30 based on the Offer Price.

4.4 Capital structure

The capital structure of CMG following completion of the Entitlement Offer is expected to be as follows:

Existing Shares on issue immediately prior to announcement of the Entitlement Offer	72,037,392
Approximate New Shares issued under the Entitlement Offer	54,028,044
Approximate total number of Shares after the Entitlement Offer	126,065,436

4.5 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	24,400,506	33.87%
Broseley Investments Pty Ltd	6,513,000	9.04%
Cape Coal Pty Ltd	6,507,856	9.03%
IGS Capital Pty Ltd	5,993,000	8.32%
Total	43,414,362	60.27%

4.6 Potential effect of the Entitlement Offer

CMG does not expect that the acceptance of Entitlements under the Entitlement Offer or the allocation of any Top Up Shares will result in existing Shareholders significantly increasing their interest in CMG.

However, to the extent that any Eligible Shareholder who acquires any New 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 under clause 1.4 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 33.87%), 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.

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 its voting power in CMG will not decrease from 33.87%.

As set out in Section 3.4, 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 3.9, may increase their voting power by applying for New Shares available under the Top Up Facility.

4.7 Notice to nominees and custodian

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.

4.8 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.

4.9 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.

4.10 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.

4.11 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.

4.12 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.

4.13 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).
BESS	means Battery Energy Storage System.
BFS	means Bankable Feasibility Study.
Board	means the board of Directors of CMG.
Business Day	means a business day as defined in the Listing Rules.
Closing Date	means 15 May 2025, 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 <i>Corporations Act 2001</i> (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 1.8.
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 4 Shares of which the Shareholder is the registered holder on the Record Date, at the Offer Price pursuant to this Information Booklet.

Term	Definition
Existing Shares	means the Shares already on issue in CMG as at the Record Date.
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.
Lead Managers Mandate	has the meaning set out in Section 4.2.
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 Top Up Facility.
Offer Price	means \$0.135 per New Share.
Record Date	means 7.00pm AEST on 30 April 2025.
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.
Top Up Facility	means the facility described in Section 1.3 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Top Up Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top Up Facility.

6 Corporate information

Company

Critical Minerals Group Limited
Level 15, 100 Edward Street
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

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

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[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumberMasked]

Shares held as at the Record Date at
7.00pm (AEST) on 30 April 2025
[CumBalance]

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES 5.00PM (AEST) ON 15 MAY 2025 (SUBJECT TO CHANGE WITHOUT NOTICE)

On 24 April 2025, Critical Minerals Group Limited (**ASX: CMG**) (**CMG** or the **Company**) announced a pro rata non-renounceable Entitlement Offer at an issue price of \$0.135 per New Share to Eligible Shareholders on the basis of three (3) New Shares for every four (4) existing Shares held as at the Record Date to raise up to approximately \$7.3 million (before costs) (**Entitlement Offer**).

The Information Booklet dated 1 May 2025 contains important information about the Entitlement Offer and you should read it carefully before applying for New 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 proceed, you should contact your financial or other professional adviser. 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\$0.135 per New Share)	Number of New Shares Entitled
Full Entitlement	[EntPayable]	[Entitlement]

2 APPLICATION FOR ADDITIONAL SHARES UNDER THE TOP UP FACILITY

If you have taken up your full Entitlement, you are eligible to apply for Additional Shares. To apply for Additional Shares, please make payment for the total number of New Shares you wish to apply for, including both Entitlement and Additional Shares.

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

Payments must be made in Australian dollars via BPAY or EFT. You do not need to return this Entitlement or Acceptance Form.

Option A – BPAY



Biller Code: [BPayBillerCd]

Ref: [BPayCRN]

Mobile & Internet Banking – BPAY®
Make this payment from your cheque or savings account.

Note: Please ensure you use the BPAY details stated above as they are unique for each Offer. Your BPAY reference number or unique entitlement reference number will process your payment for your application for new securities electronically.

Option B – Electronic Funds Transfer (EFT)

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

Your unique entitlement reference number:
[HolderId]-[CorporateActionID]-[CompanyASXCode]

IMPORTANT: You must quote your **unique entitlement 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 new securities subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this 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
[INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au) AND
UPDATE YOUR COMMUNICATION
PREFERENCE**



INSTRUCTIONS FOR COMPLETING 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 Information 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 new securities acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of full or partial Entitlement

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 Application for Additional Shares under the Top Up Facility

If you accept your full Entitlement and wish to apply for Additional Shares in excess of your Entitlement:

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

Your application for Additional Shares may not be successful (wholly or partially). The decision in relation to the number of Additional 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 must be received 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 New 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 BPAY reference number or unique entitlement reference number is quoted, as per the instructions in Section 3. If you fail to quote your BPAY reference number or unique entitlement reference number correctly, Automic Group may be unable to allocate or refund your payment. If you need assistance, please contact Automic Group.

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 BPAY reference number on this Entitlement and Acceptance 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 entitlement reference number on this Entitlement and Acceptance 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 (AEST) 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 Entitlement and Acceptance Form if you have made payment via BPAY or EFT. Your BPAY reference number or unique entitlement reference number will process your payment to your application electronically and you will be deemed to have applied for such New 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 Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am and 7:00pm (AEST), Monday to Friday or email corporate.actions@automicgroup.com.au.

1 May 2025

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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**) (**CMG** or the **Company**).

As announced to ASX on 24 April 2025, the Company is seeking to raise approximately \$7.3 million (before costs) via a pro rata non-renounceable entitlement offer (**Entitlement Offer**) of three (3) new fully paid ordinary shares in the Company (each, a **New Share**) for every four (4) existing shares in the Company held at 7.00pm (AEST) on Wednesday, 30 April 2025 (**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 price under the Entitlement Offer is \$0.135 per New Share.

Information 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 Top Up 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:

1) 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
<p>https://investor.automic.com.au</p> <p>Select: “Existing Users Sign In”</p> <p>Once you have successfully signed in, click on “Documents and Statements”.</p> <p>Download the Information Booklet and personalised Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select: “CRITICAL MINERALS GROUP LIMITED” from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN/HIN (from your latest Holding Statement).</p> <p>Enter Postcode (Australia only) or Country of Residence (if not Australia).</p> <p>Tick box “I am not a robot”, then Next.</p> <p>Complete prompts.</p> <p>Once you have successfully signed in, click on “Documents and Statements”.</p> <p>Download the Information Booklet and personalised Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: “CRITICAL MINERALS GROUP LIMITED” from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN/HIN (from your latest Holding Statement).</p> <p>Enter Postcode (Australia only) or Country of Residence (if not Australia).</p> <p>Tick box “I am not a robot”, then Access.</p> <p>Complete prompts.</p> <p>Once you have successfully signed in, click on “Documents and Statements”.</p> <p>Download the Information Booklet and personalised Entitlement and Acceptance Form.</p>
Please do not return your acceptance form.		

Key Dates

The Entitlement Offer opens on Thursday, 1 May 2025 and is scheduled to close at 5.00pm (AEST) on Thursday, 15 May 2025 (**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)	Wednesday, 30 April 2025
Opening Date	Thursday, 1 May 2025
Closing Date (5.00pm AEST)	Thursday, 15 May 2025
Issue Date	Wednesday, 21 May 2025
Trading of New Shares begins	Thursday, 22 May 2025

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 7.00pm (AEST), Monday to Friday or email corporate.actions@automicgroup.com.au.

Yours sincerely,

Adam Gallagher
Company Secretary
Critical Minerals Group Limited

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.