

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	MTM CRITICAL METALS LTD
ABN	27 645 885 463

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Lachlan Reynolds
Date of last notice	01 May 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Lachlan Reynolds
Date of change	21 September 2023
No. of securities held prior to change	Shares - 701,430 Options - 350,762 (Ex price - \$0.25, Exp date 26/11/24) 1,750,000 (Ex price - \$0.30, Exp date 16/12/24) 500,000 (Ex price - \$0.30, Exp date 09/05/24) 500,000 (Ex price - \$0.35, Exp date 09/11/24) 500,000 (Ex price - \$0.40, Exp date 09/05/25) Performance Rights - 300,000 (Continuous employment for 9 months from issue - 28/11/22) 300,000 (Continuous employment for 21 months from issue - 28/11/22)

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Class	Ordinary Shares Exercise of Performance Rights
Number acquired	Shares – 300,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Performance Rights exercised, valued at \$0.037 per new share to a total of \$11,100.
No. of securities held after change	Shares – 701,430 Options – 350,762 (Ex price - \$0.25, Exp date 26/11/24) 1,750,000 (Ex price - \$0.30, Exp date 16/12/24) 500,000 (Ex price - \$0.30, Exp date 09/05/24) 500,000 (Ex price - \$0.35, Exp date 09/11/24) 500,000 (Ex price - \$0.40, Exp date 09/05/25) Performance Rights – 300,000 (Continuous employment for 21 months from issue – 28/11/22)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Performance Rights.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A

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Interest after change	N/A
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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

SIMON ADAMS
Company Secretary

22 September 2023