

ASX RELEASE

14 March 2024

Results of Extraordinary General Meeting

MTM Critical Metals Limited (ASX:MTM) (MTM or the **Company**) provides details of the results of the shareholder vote on resolutions at the Extraordinary General Meeting (“EGM”) held today in accordance with Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001 (Cth). The details of the proxy votes and votes cast in respect of each resolution are also set out in the attached schedule. All resolutions put to the EGM were decided by a poll.

Resolution	Results
1 Ratification of issue of T1 Conversion Shares	Passed as an ordinary resolution
2 Approval to issue T2 Conversion Shares	Passed as an ordinary resolution
3 Approval to issue Conversion Options	Passed as an ordinary resolution
4 Approval to issue Consideration Shares	Passed as an ordinary resolution
5 Approval to issue Consideration Performance Rights	Passed as an ordinary resolution
6 Approval to issue Unquoted Consideration Options	Passed as an ordinary resolution
7 Approval to issue Quoted Consideration Options	Passed as an ordinary resolution
8A Ratification of issue of Tranche 1 Placement Shares 7.1	Passed as an ordinary resolution
8B Ratification of issue of Tranche 1 Placement Shares 7.1A	Passed as an ordinary resolution
9 Approval to issue Tranche 1 Placement Options	Passed as an ordinary resolution
10 Approval to issue Tranche 2 Placement Shares	Passed as an ordinary resolution
11 Approval to issue Tranche 2 Placement Options	Passed as an ordinary resolution
12A Approval to issue Director Placement Shares - up to 2,312,500 to J Hannaford	Passed as an ordinary resolution
12B Approval to issue Director Placement Shares - up to 2,312,500 to D Izzard	Passed as an ordinary resolution
12C Approval to issue Director Placement Shares - up to 250,000 to L Reynolds	Passed as an ordinary resolution
12D Approval to issue Director Placement Shares - up to 125,000 to A Hadley	Passed as an ordinary resolution
13A Approval to issue Director Placement Options - up to 1,156,250 to J Hannaford	Passed as an ordinary resolution
13B Approval to issue Director Placement Options - up to 1,156,250 to D Izzard	Passed as an ordinary resolution
13C Approval to issue Director Placement Options - up to 125,000 to L Reynolds	Passed as an ordinary resolution
13D Approval to issue Director Placement Options - up to 62,500 to A Hadley	Passed as an ordinary resolution

Resolution	Results
14 Approval to issue Lead Manager Options	Passed as an ordinary resolution
15A Approval to issue Director Options - 5,000,000 to J Hannaford	Passed as an ordinary resolution
15B Approval to issue Director Options - 2,000,000 to D Izzard	Passed as an ordinary resolution
15C Approval to issue Director Options - 2,000,000 to L Reynolds	Passed as an ordinary resolution
15D Approval to issue Director Options - 1,000,000 to A Hadley	Passed as an ordinary resolution
16 Approval to issue Adviser Options - 10,000,000 to Sandton Partners	Passed as an ordinary resolution
17 Approval to issue Director Appointment Options - 1,000,000 to A Hadley	Passed as an ordinary resolution

This announcement has been authorised for release by the Board of Directors.

For further information, please contact:

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References

- ASX announcement – Notice of Meeting and Proxy Form (dated 9 February 2024)

MTM Critical Metals Ltd

RESULTS OF EXTRAORDINARY GENERAL MEETING

THURSDAY 14 MARCH 2024

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution Details		Instruction given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain/ Exclusion	For	Against	Abstain/ Exclusion	Carried/ Not Carried
1. Ratification of issue of T1 Conversion Shares	Ordinary	29,137,404	73,600	160,092	3,069,946	33,718,975	73,600	3,256,391	Carried
		99.20%	0.25%	0.55%		99.78%	0.22%		
2. Approval to issue T2 Conversion Shares	Ordinary	29,107,404	103,600	160,092	3,069,946	33,688,975	103,600	3,256,391	Carried
		99.10%	0.35%	0.55%		99.69%	0.31%		
3. Approval to issue Conversion Options	Ordinary	29,107,404	103,600	160,092	3,069,946	33,688,975	103,600	3,256,391	Carried
		99.10%	0.35%	0.55%		99.69%	0.31%		
4. Approval to issue Consideration Shares	Ordinary	29,258,631	103,600	160,092	-	34,026,647	103,600	-	Carried
		99.11%	0.35%	0.54%		99.70%	0.30%		
5. Approval to issue Consideration Performance Rights	Ordinary	29,233,347	128,884	160,092	-	34,001,363	128,884	-	Carried
		99.02%	0.44%	0.54%		99.62%	0.38%		
6. Approval to issue Unquoted Consideration Options	Ordinary	29,193,347	168,884	160,092	-	33,961,363	168,884	-	Carried
		98.89%	0.57%	0.54%		99.51%	0.49%		
7. Approval to issue Quoted Consideration Options	Ordinary	29,240,347	121,884	160,092	-	34,008,363	121,884	-	Carried
		99.04%	0.41%	0.54%		99.64%	0.36%		
8a. Ratification of issue of Tranche 1 Placement Shares 7.1	Ordinary	21,239,447	103,600	160,092	10,937,903	26,007,463	103,600	10,937,903	Carried
		98.77%	0.48%	0.74%		99.60%	0.40%		
8b. Ratification of issue of Tranche 1 Placement Shares 7.1A	Ordinary	21,239,447	103,600	160,092	10,937,903	26,007,463	103,600	10,937,903	Carried
		98.77%	0.48%	0.74%		99.60%	0.40%		

Resolution Details		Instruction given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain/ Exclusion	For	Against	Abstain/ Exclusion	Carried/ Not Carried
9. Approval to issue Tranche 1 Placement Options	Ordinary	21,239,447	103,600	160,092	10,937,903	26,007,463	103,600	10,937,903	Carried
		98.77%	0.48%	0.74%		99.60%	0.40%		
10. Approval to issue Tranche 2 Placement Shares	Ordinary	21,239,447	103,600	160,092	10,937,903	26,007,463	103,600	10,937,903	Carried
		98.77%	0.48%	0.74%		99.60%	0.40%		
11. Approval to issue Tranche 2 Placement Options	Ordinary	21,239,447	103,600	160,092	10,937,903	26,007,463	103,600	10,937,903	Carried
		98.77%	0.48%	0.74%		99.60%	0.40%		
12a. Approval to issue Director Placement Shares - up to 2,312,500 to J Hannaford	Ordinary	24,866,650	173,384	160,092	4,322,197	29,206,094	173,384	4,750,769	Carried
		98.68%	0.69%	0.64%		99.41%	0.59%		
12b. Approval to issue Director Placement Shares - up to 2,312,500 to D Izzard	Ordinary	22,853,132	173,384	160,092	6,335,715	26,942,576	173,384	7,014,287	Carried
		98.56%	0.75%	0.69%		99.36%	0.64%		
12c. Approval to issue Director Placement Shares - up to 250,000 to L Reynolds	Ordinary	28,187,417	173,384	160,092	1,001,430	32,955,433	173,384	1,001,430	Carried
		98.83%	0.61%	0.56%		99.48%	0.52%		
12d. Approval to issue Director Placement Shares - up to 125,000 to A Hadley	Ordinary	29,188,847	173,384	160,092	-	33,956,863	173,384	-	Carried
		98.87%	0.59%	0.54%		99.49%	0.51%		
13a. Approval to issue Director Placement Options - up to 1,156,250 to J Hannaford	Ordinary	24,859,650	180,384	160,092	4,322,197	29,199,094	180,384	4,750,769	Carried
		98.65%	0.72%	0.64%		99.39%	0.61%		
13b. Approval to issue Director Placement Options - up to 1,156,250 to D Izzard	Ordinary	22,846,132	180,384	160,092	6,335,715	26,935,576	180,384	7,014,287	Carried
		98.53%	0.78%	0.69%		99.33%	0.67%		
13c. Approval to issue Director Placement Options - up to 125,000 to L Reynolds	Ordinary	28,180,417	180,384	160,092	1,001,430	32,948,433	180,384	1,001,430	Carried
		98.81%	0.63%	0.56%		99.46%	0.54%		
13d. Approval to issue Director Placement Options - up to 62,500 to A Hadley	Ordinary	29,136,847	180,384	160,092	45,000	33,904,863	180,384	45,000	Carried
		98.84%	0.61%	0.54%		99.47%	0.53%		

Resolution Details		Instruction given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain/ Exclusion	For	Against	Abstain/ Exclusion	Carried/ Not Carried
14. Approval to issue Lead Manager Options	Ordinary	29,155,347	161,884	160,092	45,000	33,923,363	161,884	45,000	Carried
		98.91%	0.55%	0.54%		99.53%	0.47%		
15a. Approval to issue Director Options - 5,000,000 to J Hannaford	Ordinary	24,814,650	180,384	160,092	4,367,197	29,154,094	180,384	4,795,769	Carried
		98.65%	0.72%	0.64%		99.39%	0.61%		
15b. Approval to issue Director Options - 2,000,000 to D Izzard	Ordinary	22,801,132	180,384	160,092	6,380,715	26,890,576	180,384	7,059,287	Carried
		98.53%	0.78%	0.69%		99.33%	0.67%		
15c. Approval to issue Director Options - 2,000,000 to L Reynolds	Ordinary	28,135,417	180,384	160,092	1,046,430	32,903,433	180,384	1,046,430	Carried
		98.80%	0.63%	0.56%		99.45%	0.55%		
15d. Approval to issue Director Options - 1,000,000 to A Hadley	Ordinary	29,136,847	180,384	160,092	45,000	33,904,863	180,384	45,000	Carried
		98.84%	0.61%	0.54%		99.47%	0.53%		
16. Approval to issue Adviser Options - 10,000,000 to Sandton Partners	Ordinary	29,143,847	173,384	160,092	45,000	33,911,863	173,384	45,000	Carried
		98.87%	0.59%	0.54%		99.49%	0.51%		
17. Approval to issue Director Appointment Options - 1,000,000 to A Hadley	Ordinary	29,143,847	173,384	160,092	45,000	33,911,863	173,384	45,000	Carried
		98.87%	0.59%	0.54%		99.49%	0.51%		