

ASX RELEASE

28 March 2024

Cleansing Notice – Section 708A(5)(e) and 708A(6)

MTM Critical Metals Limited (ASX:MTM) (MTM or the **Company**) has issued 153,265,730 ordinary fully paid shares (**Shares**) and 101,062,500 listed options (**Options**) (together, the **Securities**) as follows:

Transaction	Number of Shares	Number of Options ¹
Placement (Tranche 2)	42,612,584	31,250,000 ²
Lead Manager	-	12,000,000
Convertible Notes	10,653,146	7,812,500 ²
Consideration securities – Flash Metals acquisition ³	26,502,912	13,251,458
	79,768,642	64,313,935

1. Option terms - exercisable at \$0.25 each, expiry date 26 November 2024
2. Options issued as free attaching options on the basis of one option for every two shares issued.
3. 73,497,088 Shares and 36,748,542 Options have been issued but are not included in this Cleansing Notice as they are subject to a voluntary escrow for six (6) months from issue (27 September 2024).

Appendix 2A's have been lodged with ASX in respect of these Securities.

The issue of the Securities represent part conversion (Tranche 2) of Convertible Notes that were issued on [21 November 2023](#); Tranche 2 of the Placement announced [12 January 2024](#) and consideration securities relation to the acquisition of Flash Metals Pty Ltd announced [19 December 2023](#). The escrowed consideration shares (73,467,088) and Options (36,748,542) will be cleansed at the time of their listing after the escrow period. Shareholder approval for the issue of these Securities was received at a meeting held on [14 March 2024](#). Proceeds for the convertible notes were received in 2023. The Placement Shares were issued at an issue price of \$0.08 per Share which was received prior to allotment.

In accordance with Section 708A(6) of the *Corporations Act 2001* (Cth) (the **Act**), the Company notifies ASX that:

- (a) the Company issued the Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is given pursuant to section 708A(5)(e) of the Act;
- (c) as at the date of this notice, the Company has complied with:
 - i. the provisions of Chapter 2M of the Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Act; and
- (d) as at the date of this notice, there is no information:
 - i. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - ii. that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. the rights and liabilities attaching to the Shares.

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

For further information, please contact:

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References

Convertible Note -

- ASX announcement – MTM Secures \$1 million of funding (dated 21 November 2023)

Capital Raise –

- ASX announcement - \$7 million Capital Raise to accelerate exploration and future project development (dated 12 January 2024)

Flash Metals Acquisition –

- ASX announcement - MTM to acquire West Arunta Niobium-REE Project (dated 19 December 2023)

About MTM Critical Metals Limited

MTM Critical Metals Limited is an exploration company which is focused on searching for rare earth elements (REE), gold, lithium, nickel, and base metals in the Goldfields district of Western Australia and in the Abitibi region of the Province of Québec. The Company holds over 3,500km² of tenements in three prolific and highly prospective mineral regions in Western Australia and has an option to acquire, through an earn-in arrangement, a 100% interest in 2,400 ha of exploration rights in Québec, Canada. The East Laverton Projects is made up of a regionally extensive package of underexplored tenements prospective for REE, gold and base metals. The Mt Monger Gold Project comprises an area containing known gold deposits and occurrences in the Mt Monger area, located ~70km SE of Kalgoorlie and immediately adjacent to the Randalls gold mill operated by Silver Lake Resources Limited. The Ravensthorpe Project contains a package of tenements in the southern part of Western Australia between Esperance and Bremer Bay which are prospective for a range of minerals including REE, lithium, nickel and graphite. The Pomme Project in Québec is a known carbonatite intrusion that is enriched in REE and niobium and is considered to be an extremely prospective exploration target adjacent to a world class REE resource (Montviel deposit). Priority drilling targets have been identified in all project areas and the Company is well funded to undertake effective exploration programs. The Company has an experienced Board and management team which is focused on discovery to increase value for Shareholders.

Cautionary Statement Regarding Values & Forward-Looking Information

The figures, valuations, forecasts, estimates, opinions and projections contained herein involve elements of subjective judgment and analysis and assumption. MTM Critical Metals does not accept any liability in relation to any such matters, or to inform the Recipient of any matter arising or coming to the company's notice after the date of this document which may affect any matter referred to herein. Any opinions expressed in this material are subject to change without notice, including as a result of using different assumptions and criteria. This document may contain forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "expect", and "intend" and statements than an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking information is subject to business, legal and economic risks and uncertainties and other factors that could cause actual results to differ materially from those contained in forward-looking statements. Such factors include, among other things, risks relating to property interests, the global economic climate, commodity prices, sovereign and legal risks, and environmental risks. Forward-looking statements are based upon estimates and opinions at the date the statements are made. MTM Critical Metals undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to such dates or to update or keep current any of the information contained herein. The Recipient should not place undue reliance upon forward-looking statements. Any estimates or projections as to events that may occur in the future (including projections of revenue, expense, net income and performance) are based upon the best judgment of MTM Critical Metals from information available as of the date of this document. There is no guarantee that any of these estimates or projections will be achieved. Actual results will vary from the projections and such variations may be material. Nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future. MTM Critical Metals, its affiliates, directors, employees and/or agents expressly disclaim any and all liability relating or resulting from the use of all or any part of this document or any of the information contained herein.