

ASX RELEASE

27 November 2024

AGM Results

MTM Critical Metals Limited (ASX: MTM) (“MTM” or “the Company”) is pleased to provide results of its Annual General Meeting of shareholders held today.

In accordance with Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001 (Cth), MTM Critical Metals Limited provides the results of the Annual General Meeting (“AGM”) held today, which are set out below. The details of the proxy votes and votes cast in respect of each resolution are also set out in the attached Appendix 1. All resolutions put to the AGM were decided by a poll.

Resolution	Result
1. Adoption of Remuneration Report	Passed as an ordinary resolution
2. Re-election of Director - David Izzard	Withdrawn
3. Election of Director – Paul Niardone	Passed as an ordinary resolution
4(a). Ratification of issue of Tranche 1 Placement Shares under LR 7.1	Passed as an ordinary resolution
4(b). Ratification of issue of Tranche 1 Placement Shares under LR 7.1A	Passed as an ordinary resolution
5. Approval of issue of Tranche 2 Placement Shares	Passed as an ordinary resolution
6(a). Approval of issue of Director Shares - J Hannaford	Passed as an ordinary resolution
6(b). Approval of issue of Director Shares - D Izzard	Withdrawn
6(c). Approval of issue of Director Shares - P Niardone	Passed as an ordinary resolution
6(d). Approval of issue of Director Shares - A Hadley	Passed as an ordinary resolution
6(e). Approval of issue of Director Shares - M Walshe	Passed as an ordinary resolution
7. Approval of issue of Lead Manager Options	Passed as an ordinary resolution
8. Ratification of prior issue of Pitt Street Research Shares	Passed as an ordinary resolution
9. Ratification of prior issue of CEE Consideration Shares	Passed as an ordinary resolution
10. Ratification of prior issue of Geomega Consideration Shares	Passed as an ordinary resolution
11(a). Ratification of prior issue of Rice Consideration Shares	Passed as an ordinary resolution
11(b). Ratification of prior issue of Rice Consideration Unquoted Options	Passed as an ordinary resolution
12(a). Approval of Director Options - J Hannaford	Passed as an ordinary resolution
12(b). Approval of Director Options - D Izzard	Passed as an ordinary resolution
12(c). Approval of Director Options - A Hadley	Passed as an ordinary resolution
12(d). Approval of Director Options - P Niardone	Passed as an ordinary resolution
13. Approval to issue Director Appointment Options – P Niardone	Passed as an ordinary resolution
14. Approval of 7.1A Mandate (additional 10% placement capacity)	Passed as a special resolution

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

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ABOUT MTM CRITICAL METALS LIMITED

MTM Critical Metals Limited is an ASX-listed company located in Perth, Western Australia, with a dual focus on metal recovery technology development & mineral exploration. MTM's 100%-owned USA subsidiary is **Flash Metals USA Inc**, based in Texas, USA. MTM possess exclusive licensing rights to the innovative *Flash Joule Heating technology*, a cutting-edge metal recovery and mineral processing method developed by esteemed researchers at Rice University, USA. Additionally, MTM holds exploration assets prospective for niobium (Nb), rare earth elements (REE), and gold, strategically located in Western Australia and Québec.

- Flash Joule Heating (FJH) is an advanced electrothermal process that enhances metal recovery and mineral processing compared to traditional methods. By rapidly heating materials in a controlled atmosphere, FJH efficiently extracts metals like lithium from spodumene, gallium from scrap, and gold from e-waste, among others. This technology has the potential to revolutionise metal recovery by reducing energy consumption, reagent use, and waste, offering a more economical and environmentally friendly alternative.
- MTM's West Arunta Nb-REE exploration assets are situated in one of Australia's premier exploration hotspots, where over \$60 million has been invested by ASX-listed companies such as WA1 Resources, Encounter Resources, Rio Tinto (in JV with Tali Resources), and IGO Limited. MTM also holds tenements in other key mineral regions across Western Australia, including the Mukinbudin Nb-REE Project, East Laverton Gold & Base Metals Project, and Mt Monger Gold Project. In Québec, the Pomme Project is a highly promising carbonatite intrusion rich in REE and niobium, located near the world-class Montviel deposit.

The learn more, visit:

Website:

<https://www.mtmcriticalmetals.com.au/>

APPENDIX 1: RESULTS OF ANNUAL GENERAL MEETING TUESDAY 27 NOVEMBER 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	For	Against	Abstain	Carried/ Not Carried
1. Adoption of Remuneration Report	Ordinary	6,763,055	262,144	10,092	79,336	18,472,738	262,144	79,336	Carried
		96.13%	3.73%	0.14%		98.60%	1.40%		
2. Re-election of Director - David Izzard	Ordinary	-	-	-	-	-	-	-	Withdrawn
		-	-	-		-	-		
3. Election of Director – Paul Niardone	Ordinary	13,409,232	330,000	10,092	-	25,118,915	330,000	-	Carried
		97.53%	2.40%	0.07%		98.70%	1.30%		
4(a) Ratification of issue of Tranche 1 Placement Shares under LR 7.1	Ordinary	13,167,896	368,875	60,092	-	22,602,579	368,875	-	Carried
		96.85%	2.71%	0.44%		98.39%	1.61%		
4(b) Ratification of issue of Tranche 1 Placement Shares under LR 7.1A	Ordinary	13,167,896	368,875	60,092	-	22,602,579	368,875	-	Carried
		96.85%	2.71%	0.44%		98.39%	1.61%		
5. Approval of issue of Tranche 2 Placement Shares	Ordinary	13,167,896	368,875	60,092	-	22,352,579	368,875	-	Carried
		96.85%	2.71%	0.44%		98.38%	1.62%		
6(a). Approval of issue of Director Shares - J Hannaford	Ordinary	6,829,160	225,375	60,092	-	18,588,843	225,375	-	Carried
		95.99%	3.17%	0.84%		98.80%	1.20%		
6(b). Approval of issue of Director Shares - D Izzard	Ordinary	-	-	-	-	-	-	-	Withdrawn
		-	-	-		-	-		
6(c). Approval of issue of Director Shares - P Niardone	Ordinary	13,163,857	525,375	60,092	-	24,923,540	525,375	-	Carried
		95.74%	3.82%	0.44%		97.94%	2.06%		
6(d). Approval of issue of Director Shares - A Hadley	Ordinary	13,163,857	525,375	60,092	-	24,923,540	525,375	-	Carried
		95.74%	3.82%	0.44%		97.94%	2.06%		
6(e). Approval of issue of Director Shares - M Walshe	Ordinary	13,763,857	225,375	60,092	-	25,223,540	225,375	-	Carried
		97.92%	1.64%	0.44%		99.11%	0.89%		
	Ordinary	12,900,357	443,875	60,092	345,000	15,535,449	443,875	345,000	Carried

Resolution Details			Instruction given to validly appointed proxies				Number of votes cast on the poll			Resolution Result
			(as at proxy close)				(where applicable)			
7.	Approval of issue of Lead Manager Options		96.24%	3.31%	0.45%		97.22%	2.78%		
8.	Ratification of prior issue of Pitt Street Research Shares	Ordinary	13,205,357	443,875	60,092	40,000	24,965,040	443,875	40,000	Carried
			96.32%	3.24%	0.44%		98.25%	1.75%		
9.	Ratification of prior issue of CEE Consideration Shares	Ordinary	13,505,357	143,875	60,092	40,000	25,265,040	143,875	40,000	Carried
			98.51%	1.05%	0.44%		99.43%	0.57%		
10.	Ratification of prior issue of Geomega Consideration Shares	Ordinary	13,505,357	143,875	60,092	40,000	25,265,040	143,875	40,000	Carried
			98.51%	1.05%	0.44%		99.43%	0.57%		
11(a).	Ratification of prior issue of Rice Consideration Shares	Ordinary	13,505,357	143,875	60,092	40,000	25,265,040	143,875	40,000	Carried
			98.51%	1.05%	0.44%		99.43%	0.57%		
11(b).	Ratification of prior issue of Rice Consideration Unquoted Options	Ordinary	13,367,946	321,286	60,092	-	25,127,629	321,286	-	Carried
			97.23%	2.34%	0.44%		98.74%	1.26%		
12(a).	Approval of Director Options – J Hannaford	Ordinary	6,603,199	351,286	60,092	-	18,362,882	351,286	-	Carried
			94.14%	5.01%	0.86%		98.12%	1.88%		
12(b).	Approval of Director Options – D Izzard	Ordinary	-	-	-	-	-	-	-	Withdrawn
			-	-	-		-	-		
12(c).	Approval of Director Options – A Hadley	Ordinary	13,237,896	351,286	60,092	100,050	24,997,579	351,286	100,050	Carried
			96.66%	2.57%	0.44%		98.61%	1.39%		
12(d).	Approval of Director Options – P Niardone	Ordinary	12,937,896	651,286	60,092	100,050	24,697,579	651,286	100,050	Carried
			94.79%	4.77%	0.44%		97.43%	2.57%		
13.	Approval to issue Director Appointment Options – P Niardone	Ordinary	13,237,896	351,286	60,092	100,050	24,997,579	351,286	100,050	Carried
			96.99%	2.57%	0.44%		98.61%	1.39%		
14.	Approval of 7.1A Mandate (additional 10% placement capacity)	Special	13,260,307	368,875	75,142	45,000	25,035,040	368,875	45,000	Carried
			96.76%	2.69%	0.55%		98.55%	1.45%		