

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	Michael WALSHE
Date of last notice	28 November 2024

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	Indirect		
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	SATINKA CONSULTING PTY LTD <MF WALSHE FAMILY A/C> (director and shareholder of registered holder and beneficiary of trust)		
Date of change	29 November 2024		
No. of securities held prior to change	Shares – 343,750 Performance Rights – 17,500,000		
Class	Ordinary Shares		
	Performance Rights:		
	Class	Number of Performance Rights	Vesting Condition
	Class A	2,500,000	Continuous employment with the Company (or a related body corporate) or otherwise engaged by the Company (or a related body corporate) at all times for a period of 12 months from the date of appointment as CEO of MTM (being 9th August 2024).

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Class (Cont)	Class	Number of Performance Rights	Vesting Condition
	Class C	2,500,000	Securing grant funds from a Federal or State Government body of at least \$5 million within 12 months of the Commencement Date that can be applied to development of the Flash Joule Heating technology.
	Class D	2,500,000	Securing a development partnership with a Corporate entity/entities that secures funding of at least \$5 million within 12 months of the Commencement Date that can be applied to development of the Flash Joule Heating technology.
	Class E	2,500,000	Optimize Commercial Scale Flash Joule Heating Unit
	Class F	2,500,000	Secure a sub-license agreement for use of the Flash Joule Heating technology by an entity that will result in the generation of revenue of no less than \$1 million within the first 12 months of the license being issued
	Class G	2,500,000	Upon realising the first sales revenue from the Flash Joule Heating technology
Number acquired	1. Shares –376,925		
Number disposed	Nil		
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1. Shares purchased - \$24,500		
No. of securities held after change	Shares – 720,675 Performance Rights – 17,500,000		
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	1. Placement (approved by shareholders at general meeting held 27 th November 2024)		

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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

3 December 2024