



Cleansing notice under section 708AA(2)(f) Corporations Act – Critical Minerals Group Limited ACN 652 994 726 (ASX Code: CMG)

Critical Minerals Group Limited (the **Company**) announced on 31 July 2024 that it will undertake a 3 for 10 pro rata non-renounceable entitlement offer of fully paid ordinary shares in the Company to raise approximately \$2,493,600 (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 3 new ordinary shares in the Company (**New Shares**) for every 10 existing ordinary shares (**Entitlements**) held at 7.00pm (AEST) on 6 August 2024 (**Record Date**) at the offer price of \$0.15 per New Share (**Offer Price**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607 (**Morgans**). Morgans has engaged the Company's major shareholder, Idemitsu Lindfield Pty Ltd (**Idemitsu**), and two other wholesale investors to each sub-underwrite one-third of the Entitlement Offer (excluding the Entitlements of Idemitsu).

The Company will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Instrument 2016/73**).

Further details of the Entitlement Offer are set out in the Company's Offer Announcement and Investor Presentation that has been lodged with ASX today. An Information Booklet for the Entitlement Offer will be released on ASX and dispatched to eligible shareholders on 8 August 2024, being the date the Entitlement Offer opens.

Details of the securities issued

Class of securities:	Ordinary shares
ASX Code of the securities:	CMG
Date of the issue or expected issue of the securities:	28 August 2024
Total number of securities expected to be issued:	16,624,000 New Shares

For the purposes of section 708AA(7) Corporations Act, the Company advises:

1. the New Shares will be issued without disclosure under part 6D.2 Corporations Act as notionally modified by Instrument 2016/84;
2. this notice is given under section 708AA(2)(f) Corporations Act as notionally modified by Instrument 2016/84;



- a) as at the date of this notice, the Company has complied with:
 - b) the provisions of chapter 2M Corporations Act as they apply to the Company; and sections 674 and 674A Corporations Act; and
4. as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) Corporations Act as notionally modified by Instrument 2016/84 that is required to be set out in this notice under section 708AA(7) Corporations Act.

Effect of the Entitlement Offer on control of the Company (section 708AA(7)(e) Corporations Act)

5. The effect and consequence on the control of the Company as a result of the issue of New Shares under the Entitlement Offers is dependent on a number of factors.
6. If all eligible shareholders of the Company (**Eligible Shareholder**) take up their Entitlements, the ownership interest (and voting power) will remain largely unchanged and the effect on the control of the Company will be minimal.
7. To the extent any Eligible Shareholder does not take up their Entitlements in full, the percentage holding in the Company of that Eligible Shareholder will be diluted by those other Eligible Shareholders who take up some, all or more than their Entitlements.
8. To the extent all Entitlements are not taken up by Eligible Shareholders, the voting power of Idemitsu Lindfield Pty Ltd (**Idemitsu**) in the Company is expected to increase above its current interest of 32.2%. Idemitsu has given a binding commitment to take up its Entitlements as well as sub-underwrite one-third of the Entitlement Offer shortfall. The maximum commitment for Idemitsu is \$1.36 million and could increase its shareholding in the Company from 32.2% to 37.4%. Otherwise, on completion of the issue of New Shares under the Entitlement Offer, it is expected that no other shareholder will hold an interest of more than 20% of the Company. Accordingly, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company aside from the potential increase in the voting power of Idemitsu.

On behalf of Critical Minerals Group Limited:

Adam Gallagher
Critical Minerals Group Limited
Company Secretary

This ASX announcement was authorised for release by CMG's Board of Directors.

For more information:

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Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the **US Securities Act**), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This announcement may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. CMG does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

About Critical Minerals Group Limited

Critical Minerals Group Limited (ASX:CMG, CMG or the Company) is an exploration company with the principle focus of developing critical minerals projects. CMG was formed to identify, secure, acquire and develop critical mineral resource tenements in proven regions in Australia.

CMG is building its position in the vanadium market, holding a tenement in north-west Queensland near the town of Julia Creek which is its flagship project known as the Lindfield Vanadium Project. CMG also holds applications for projects at Figtree Creek and Lorena Surrounds, both exciting greenfield copper-gold projects that support CMG's focus on critical mineral opportunities.

CMG is founded on the outlook of the global energy disruption and the transition that is currently underway and the chance to grasp the opportunities arising from the substantial changes in the world around us. The rising standard of living of a growing global population is likely to continue to drive demand for critical minerals for years to come, particularly during the phase of decarbonisation and electrification. The world will need to find a way to meet this growing demand for such minerals, and CMG is well-positioned to meet this new economy mineral demand as the world turns towards a more renewable future.