

ASX RELEASE

2 April 2024

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

MTM Critical Metals Limited (ASX:MTM) (MTM or the **Company**) has issued 3,544,764 ordinary fully paid shares (**Shares**). Appendix 2A has been lodged with ASX in respect of these Securities.

The issue of the Shares represent tranche 2 of the consideration shares payable under an option agreement that was exercised in 2023 to acquire the Pomme REE-Nb project claims in Quebec, Canada, from Geomega Resources, Inc. A summary of the consideration paid and payable under the option agreement is provided at Appendix A.

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:

Lachlan Reynolds
Managing Director
MTM Critical Metals Limited
Phone: +61 (0)8 6391 0112
Email: lachlan.reynolds@mtmmetals.com.au

Simon Adams
Company Secretary
MTM Critical Metals Limited
Mobile: 0439 845 435
Email: simon.adams@mtmmetals.com.au

References

ASX announcement – Mt Monger to acquire advanced carbonatite REE-Nb project in Canada (dated 23 February 2023)

About MTM Critical Metals Limited

MTM Critical Metals Limited is an exploration company which is focused on searching for niobium (Nb) and rare earth elements (REE) in Western Australia and Québec. Additionally, the Company has acquired an option to exclusively negotiate the licencing rights to an early-stage processing technology for REE and precious metals known as Flash Joule Heating, which has been developed by researchers at Rice University, USA. MTM's West Arunta Nb-REE licences lie within one of Australia's critical metal exploration hotspots where over \$60m in exploration expenditure has been collectively invested in the district by a number of ASX companies including WA1 Resources Limited (ASX:WA1), Encounter Resources Limited (ASX:ENR), Rio Tinto Limited (JV with Tali Resources Pty Ltd) (ASX:RIO), CGN Resources Limited (ASX:CGR), and IGO Limited (ASX:IGO). The Company also holds tenements in other prolific and highly prospective mineral regions in Western Australia. The Mukinbudin Nb-REE Project comprises two exploration licences located 250km northeast of Perth in the South West Mineral Field of Western Australia. 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. In Québec, the Pomme Project 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). 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.

APPENDIX A

Details of consideration paid/payable for REE-Nb Project in Quebec, Canada purchased from Geomega Resources, Inc. via an option to acquire the shares of Critical Elements Exploration Pty Ltd:

	Option Fee	Upon Execution of MTM-CEE ¹ Option Agreement	Upon Execution of CEE-GMA ² Option Agreement	12 month anniversary (March 2024)	24 month anniversary (March 2025)
Geomega ² (cash)	\$Nil	\$Nil	\$50,000 (Paid)	\$100,000 (Paid)	\$100,000
Geomega (MTM shares)	\$Nil	\$Nil	\$50,000 (666,667 Shares)	\$100,000 (1,203,573 Shares)	\$100,000
CEE Shareholders (cash)	\$20,000 (Paid)	\$30,000 (Paid)	\$Nil	\$Nil	\$Nil
CEE Shareholders (MTM shares)	\$Nil	\$200,000 (2,666,665 Shares)	\$Nil	\$200,000 (2,341,191 Shares)	\$100,000
TOTAL:	\$20,000	\$230,000	\$100,000	\$400,000	\$300,000

1. CEE – Critical Elements Exploration Pty Ltd

2. GMA – Geomega Resources, Inc