

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	Lachlan Reynolds
Date of last notice	30 November 2022

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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Lachlan Reynolds
Date of change	24 April 2023
No. of securities held prior to change	Shares – 501,430 Options – 250,762 (Listed, Ex price - \$0.25, Exp date 26/11/24) 1,750,000 (Ex price - \$0.30, Exp date 16/12/24) 500,000 (Ex price - \$0.30, Exp date 09/05/24) 500,000 (Ex price - \$0.35, Exp date 09/11/24) 500,000 (Ex price - \$0.40, Exp date 09/05/25) Performance Rights – 300,000 (Continuous employment for 9 months from issue – 28/11/22) 300,000 (Continuous employment for 21 months from issue – 28/11/22)
Class	Ordinary Shares Options (Exercise price - \$0.25, Expiry date – 26/11/24)

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Number acquired	Shares – 200,000 Options – 100,000
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$20,000
No. of securities held after change	Shares – 701,430 Options – 350,762 (Ex price - \$0.25, Exp date 26/11/24) 1,750,000 (Ex price - \$0.30, Exp date 16/12/24) 500,000 (Ex price - \$0.30, Exp date 09/05/24) 500,000 (Ex price - \$0.35, Exp date 09/11/24) 500,000 (Ex price - \$0.40, Exp date 09/05/25) Performance Rights – 300,000 (Continuous employment for 9 months from issue – 28/11/22) 300,000 (Continuous employment for 21 months from issue – 28/11/22)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Placement (Approved by shareholders at general meeting held 20 April 2023)

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

1 May 2023