

**Critical Metals Corp.**  
**c/o Maples Corporate Services (BVI) Limited**  
**Kingston Chambers, PO Box 173, Road Town**  
**Tortola, British Virgin Islands**

November 17, 2023

U.S. Securities & Exchange Commission  
Division of Corporation Finance  
Office of Energy & Transportation  
100 F Street, NE  
Washington, D.C. 20549  
Attn: Timothy S. Levenberg

**Re: Critical Metals Corp.**

Dear Mr. Levenberg:

Reference is made to the response of Critical Metals Corp. (the “**Company**”) to the comment letter received from the staff (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”), on August 22, 2023, regarding our Amendment No. 4 to Registration Statement on Form F-4 (the “**Registration Statement**”) filed with the Commission on August 7, 2023. Disclosure changes made in response to the Staff’s comments have been made in Amendment No. 5 to the Registration Statement (the “**Amended Registration Statement**”), which was filed with the Commission on November 13, 2023.

We thank the Staff for its review of the foregoing and the Amended Registration Statement. As discussed with Jason A. Rocha of White & Case LLP on November 16, 2023, if you have further comments or questions regarding the Amended Registration Statement, please feel free to contact, Jason A. Rocha, at [jason.rocha@whitecase.com](mailto:jason.rocha@whitecase.com), or by telephone at (713) 496-9732, Nahal A. Nellis, Esq., at [nnellis@egslp.com](mailto:nnellis@egslp.com), and Matthew Gray, at [mgray@egslp.com](mailto:mgray@egslp.com), or by telephone at (212) 370-1300.

Sincerely,

*/s/ Tony Sage*

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Tony Sage, Executive Chairman

cc: Jason A. Rocha, Esq.  
White & Case LLP

Nahal A. Nellis, Esq.  
Matthew Gray, Esq.  
Ellenoff Grossman & Schole LLP

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