



 **Transaction Announcement**
**Proposed Acquisition of Tanbreez Greenland
Rare Earth Mine**

June 2024



Disclaimers

Basis of Presentation

These Presentation Materials ("Presentation Materials") are provided for informational purposes only and have been prepared to provide certain information related to the proposed acquisition by Critical Metals Corp. ("Critical Metals" or the "Company") of an interest in the Tanbreez Green Rare Earth Mine (the "Tanbreez Project") and for no other purpose. By accepting, reviewing or reading these Presentation Materials, you will be deemed to have agreed to the obligations and restrictions set out below.

Critical Metals has entered into a Heads of Agreement (the "Heads of Agreement") with Rimbal Pty Ltd., a company controlled by geologist Gregory Barnes ("Rimbal"), pursuant to which Critical Metals would acquire an interest in the Tanbreez Project. The Heads of Agreement is non-binding on both Critical Metals and Rimbal, except with respect to certain legal terms such as exclusivity obligations.

The Heads of Agreement does not set forth the definitive terms of the transaction and the terms may change. Critical Metals can give no assurance that definitive terms will be reached with Rimbal, whether on the expected time frame or at all. Critical Metals will announce the entrance into a binding definitive agreement, if and when it is executed, as required by applicable securities laws.

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Certain statements included in these Presentation Materials are not historical facts but are forward-looking statements, including for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "project," "forecast," "predict," "potential," "seem," "seek," "future," "outlook," "target," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to, statements regarding the ability to successfully enter into definitive documentation and consummate the acquisition of the Tanbreez Project, the anticipated timing of and benefits associated with the acquisition of the Tanbreez Project, the potential market value of the Tanbreez Project, the expected rare earth metal supply located in the Tanbreez Project, the expected life of mine of the Tanbreez Project, the Tanbreez Project's access to key transportation outlets, our ability to successfully integrate the Tanbreez Project into its existing business plan (if the acquisition is consummated), our ability to finance the amount of the investment for the Stage 2 Interest to occur, estimates and forecasts of financial, performance and operational metrics and projections of market opportunity; current and future potential commercial relationships; our plans, intentions or future operations, including relating to the finalization, completion of any studies, feasibility studies or other assessments or relating to attainment, retention or renewal of any assessments, permits, licenses or other governmental notices or approvals, or the commencement or continuation of any construction or operations of plants or facilities; the commercial success of the mineral properties under development by us; and statements regarding expansion and other plans and opportunities.

These statements are based on various assumptions, whether or not identified in these Presentation Materials, and on the current expectations of our management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond our control. These forward-looking statements are subject to a number of risks and uncertainties, including the factors discussed under the "Risk Factors" section in our Shell Company Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "SEC") on March 3, 2024 and in our proxy statement/prospectus, dated December 27, 2023, as supplemented by that proxy statement/prospectus supplement No. 1, dated February 15, 2024, forming a part of Registration Statement on Form F-4 (File No. 333-268970), as amended, which was declared effective on December 27, 2023, and in those documents that we have filed, or will file, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The risks and uncertainties above are not exhaustive, and there may be additional risks that we presently know or that we currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward looking statements reflect our expectations, plans or forecasts of future events and views as of the date of these Presentation Materials. We anticipate that subsequent events and developments will cause those assessments to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our assessment as of any date subsequent to the date of these Presentation Materials. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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Industry and Market Data

Industry and market data used in these Presentation Materials has been obtained from third-party industry publications and sources as well as from research reports prepared for other purposes. We have not independently verified the data obtained from these sources and cannot assure you of the reasonableness of any assumptions used by these sources or the data's accuracy or completeness.

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Risk Factors

For a non-exhaustive description of risks related to Critical Metals and the proposed acquisition of the Tanbreez Project, please review the "Risk Factors" in the appendix to these Presentation Materials.

Cautionary Note Regarding Estimates of Measured, Indicated and Inferred Mineral Resources

The information on mineral resources contained herein with respect to the Wolfsberg Lithium Project have been prepared in accordance with the requirements of the securities laws in effect in the United States. Unless otherwise indicated, all mineral resource estimates included in this Presentation have been prepared in accordance with, and are based on the relevant definitions set forth in, the SEC's Regulation S-K 1300 (as defined below). The SEC has adopted final rules for mining disclosure requirements, effective February 25, 2019, under sub-part 1300 of Regulation S-K of the Securities Act of 1933, as amended (the "Securities Act") ("Regulation S-K 1300"). Under Regulation S-K 1300, the SEC now recognizes estimates of "Measured Mineral Resources," "Indicated Mineral Resources," and "Inferred Mineral Resources," and require SEC-registered mining companies to disclose in their SEC filings specified information concerning their mineral resources, in addition to mineral reserves. While the SEC now recognizes "Measured Mineral Resources," "Indicated Mineral Resources," and "Inferred Mineral Resources," investors should not assume that any part or all of the mineral deposits in these categories will be converted into a higher category of mineral resources or into mineral reserves. Investors are urged to consider our disclosure in SEC filings, copies of which may be obtained from us or from the EDGAR system on the SEC's website at www.sec.gov.

The information herein regarding the possible mineral resources with respect to the Tanbreez Project represent management's current estimates of such resources. Estimates of the mineral resources at the Tanbreez Project are subject to considerable uncertainty. Such estimates are, or will be, to a large extent, based on metal prices and interpretations of geological data obtained from drill holes and other exploration techniques, which may not be indicative of future results. Additionally, the estimates of the Tanbreez Project do not indicate proven or probable reserves as defined by the SEC or Critical Metals' standards. The estimates are expected to be in compliance with the requirements on the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, December 2012 (the "JORC Code") and have not been prepared in accordance with Regulation S-K 1300. Investors should note that the requirements of the JORC Code differ from the requirements of Regulation S-K 1300. A qualified person, as defined in Regulation S-K 1300, has not done sufficient work to classify the estimates as a current estimate of mineral reserves and mineral resources (as defined under Regulation S-K 1300) and, therefore, Critical Metals is not treating the historical estimates of the Tanbreez Project as current compliant mineral reserve and mineral resource estimates. Critical Metals has not been involved in the preparation of such estimates. There is no assurance that any estimates reported under the JORC Code will be the same as the mineral reserve or mineral resource estimates prepared under Regulation S-K 1300 standards. **Accordingly, you are specifically cautioned that the estimates of the Tanbreez Project may not be comparable to similar information made public by Critical Metals or other companies subject to the reporting and disclosure requirements under Regulation S-K 1300.**



Tanbreez Acquisition



Tanbreez Acquisition

Critical Metals Corp. has signed a Heads of Agreement to acquire 92.5% interest in Tanbreez, one of the world's largest and licensed Rare Earth Element ("REE") assets



Extraordinary demand with stringent domestic supply



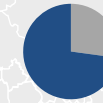
Strategic Acquisition target focused on western National Security



HREE Mineralization Outclasses North American Competitors⁽¹⁾



Tanbreez A/S is a licensed mine in Greenland of material size and expected to contain high-quality metals



>27% heavy rare earths



One of the world's largest REE assets

The Tanbreez Project is a globally significant critical minerals project in Greenland, positioned to unlock rare earth supply for North America.

(1) Source: The statement is based on internal management calculations and estimates of Tanbreez and compared to the following companies. MP Materials - Please refer to company reports for additional information. Calculations are based on the mineralized portions of their TREO percentage for measured, indicated, and inferred reported resources. Arafura - Please refer to company reports for additional information. Calculations are based on the mineralized portions of their TREO percentage for measured, indicated, and inferred reported resources. NioCorp - Please refer to company presentations for additional information. Calculations are based on the indicated resource size multiplied by the given assay percentage, summed with the inferred resource size multiplied by the given assay percentage.
• Source: Based on internal management calculations and estimates of Tanbreez.



Transaction Summary

PROPOSED TRANSACTION HIGHLIGHTS

Overview

- Critical Metals Corp (CRML) is acquiring up to 92.5% of the equity in Tanbreez Mining Greenland A/S (TAN) in a deal valued at \$211 million.
- The acquisition is expected to be structured as a two-stage issuance of CRML common shares, as well as an initial US\$5.0M purchase of shares from the primary owner of TAN, Mr. Gregory Barnes.
- Transaction structured with contingent milestones, including specific exploration expenditure targets, to be achieved within a defined timeline.
- European Lithium Ltd., CRML's largest shareholder, will retain its 7.5% ownership interest in TAN.

PRO FORMA CRML VALUATION

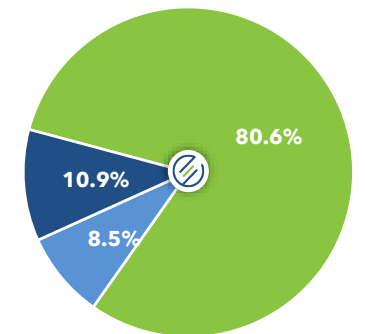
Shares Outstanding (M)	81.60
Last Close (06/07/2024)	\$10.28
Stage 1 Shares issuance at \$10.71/Sh (M)	8.40
Stage 2 Shares issuance at \$10.71/Sh (M) ⁽³⁾	10.83
(+) Existing Debt (\$M)	\$0.0
(-) Cash in Bank (\$M)	\$15.00
Pro Forma Enterprise Value (\$M)	\$1,022

STAGED ACQUISITION PROCESS

Stage	% of TAN Shares Acquired	Consideration	Commentary
Initial Investment	5.55%	\$5 million in cash	Expected within 10 days of HOA execution
Stage 1 Interest	36.45%	\$90 million in CRML shares	Expected within 30 business days of HOA execution
Stage 2 Interest	50.5%	\$116 million in CRML shares	Upon spending \$10 million on exploration within 2 years or earlier
Total Acquisition	92.5%		Fulfillment of the expenditure milestone and other conditions

PRO FORMA CRML OWNERSHIP⁽¹⁾

	Ownership
Existing CRML Ownership	80.60%
Shares issued for Tanbreez Stage 1	8.47%
Shares issued for Tanbreez Stage 2	10.92%
Total Ownership	100%



(1) Note: Tanbreez Shares issuance assumed at \$10.71/Share

(2) Note: The proposed transaction summary is provided for illustrative purposes only.

(3) Note: Share issuance price to be determined upon completion of expenditure milestone. The assumed issuance price of \$10.71/share is provided for illustrative purposes only.

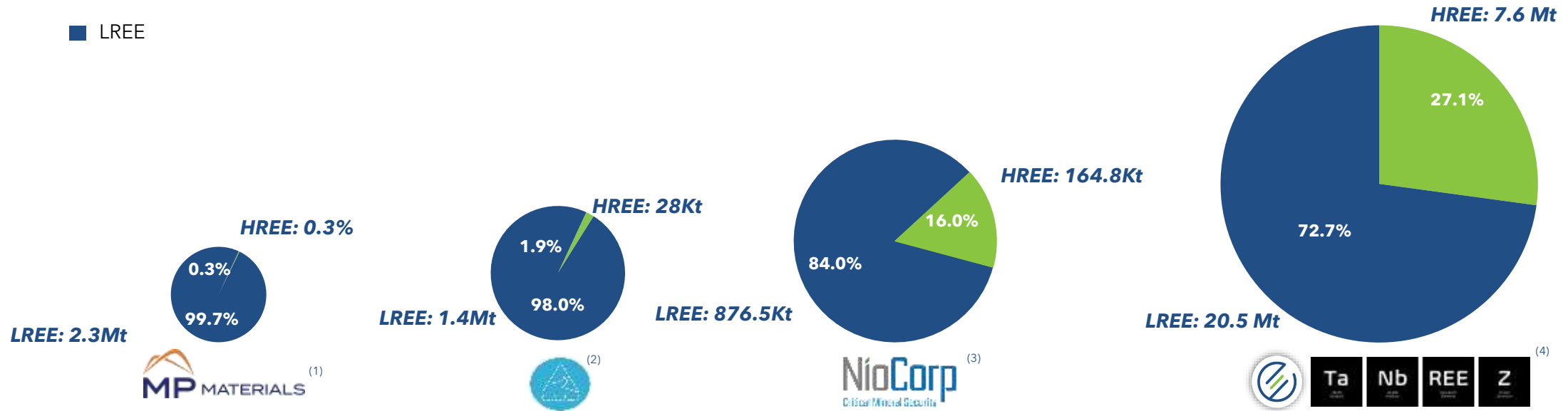


One of the World's Largest Rare Earth Deposits

The **known resource** of Light Rare Earth Elements ("LREE"), and most importantly **Heavy Rare Earth Elements** ("HREE") at Tanbreez makes it a **critical resource**

The known quantum of HREEs contained at Tanbreez stands out from **NdPr LREE focused competitors**

■ HREE
■ LREE



HREE is **11.4X** More Valuable than LREE⁽⁵⁾

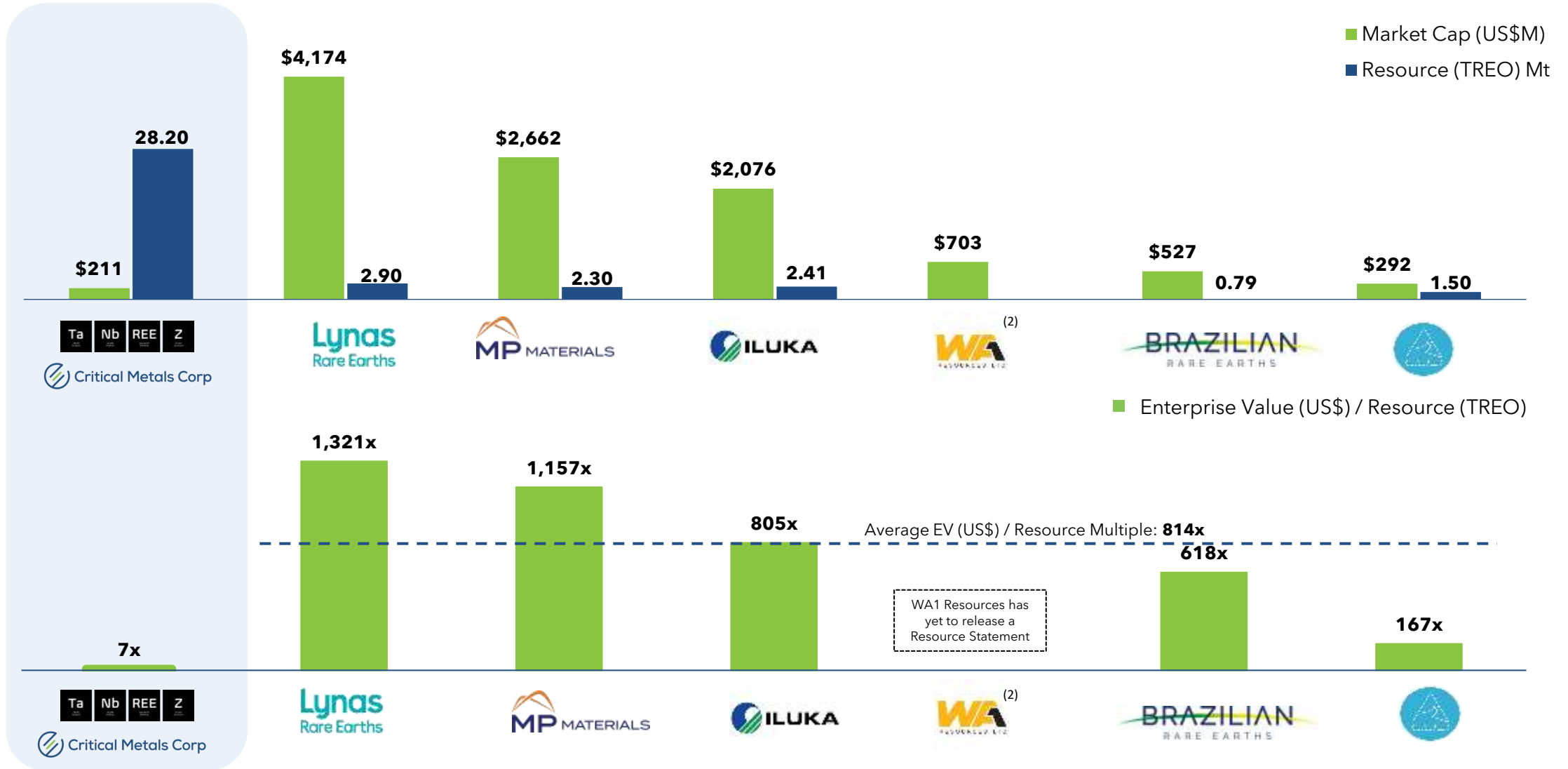
criticalmetalscorp.com

(1) Source: MP Materials - Please refer to company reports for additional information. Calculations are based on the mineralized portions of their TREO% for measured, indicated, and inferred reported resources.
 (2) Source: Arafura - Please refer to company reports for additional information. Calculations are based on the mineralized portions of their TREO% for measured, indicated, and inferred reported resources.
 (3) Source: NioCorp - Please refer to company presentations for additional information. Calculations are based on the indicated resource size multiplied by the given assay %, summed with the inferred resource size multiplied by the given assay %.
 (4) Source: Tanbreez - Based on internal management calculations and estimates of Tanbreez.
 (5) Calculated as average of 2023 available prices for HREE divided by average of 2023 prices of LREE based on ISE quotes.



Valuation Benchmarking: Tanbreez (\$211.0M Acquisition Price)

CRML is acquiring Tanbreez at a deep discount to comparable valuations, and resource multiples

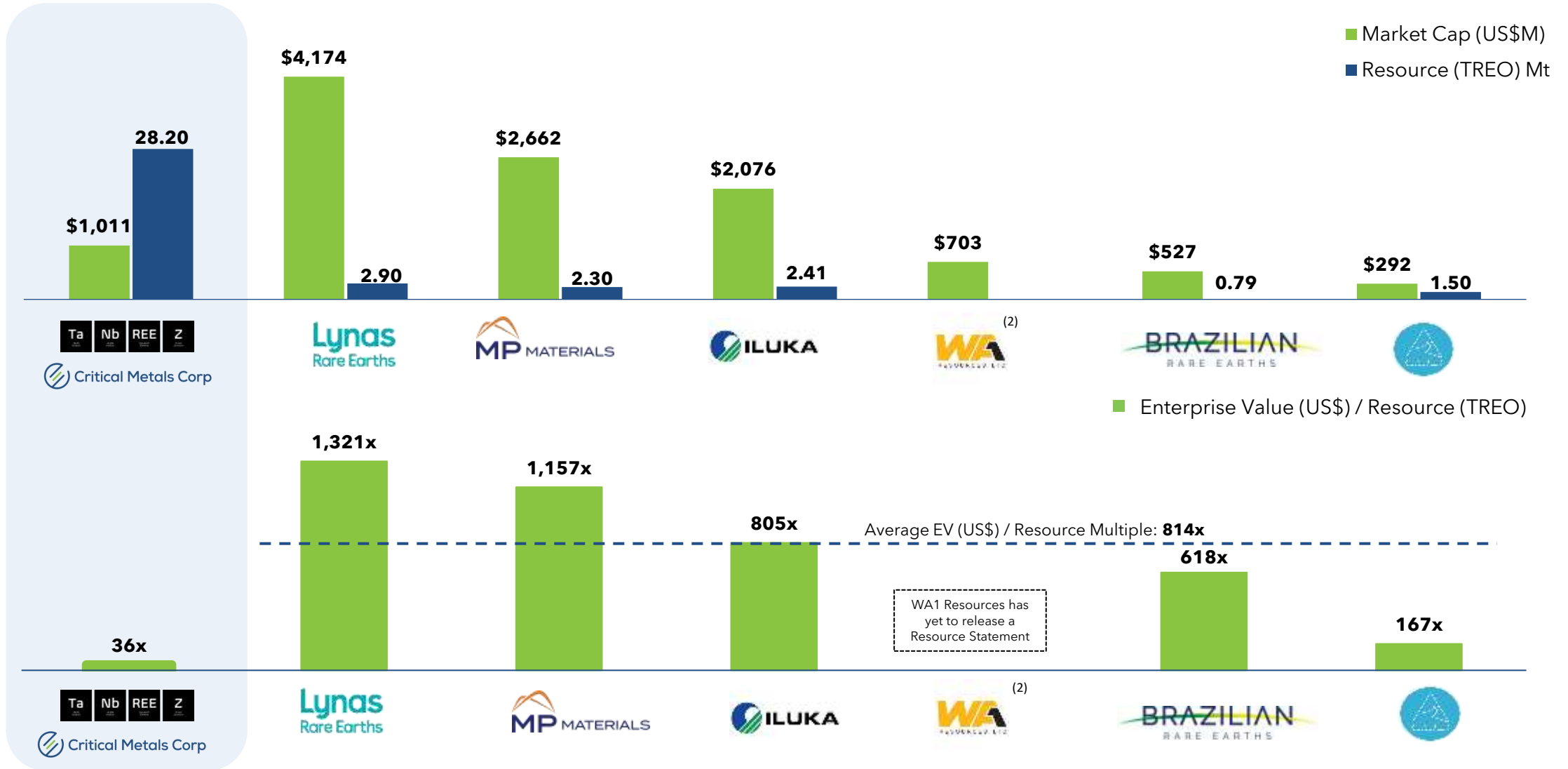


(1) Source: Data is from company presentations and reports. Source: Pitchbook & Bloomberg market data as of 6/4/2024. Includes information from company materials and reports.
 (2) Source: WA1 Resources has not yet reported its Resource estimate and is excluded from Average EV/Resource calculation.
 (3) Source: Iluka - TREO Mt is calculated by multiplying the Material Tonnes (Measured, Indicated, and Inferred) by the In Situ HM Assemblage by their Monazite and Xenotime grade, by their given mineral composition.



Valuation Benchmarking: Critical Metals Corp. (Pro Forma)

At time of announcement, CRML shareholders own Tanbreez at a significant discount to peers

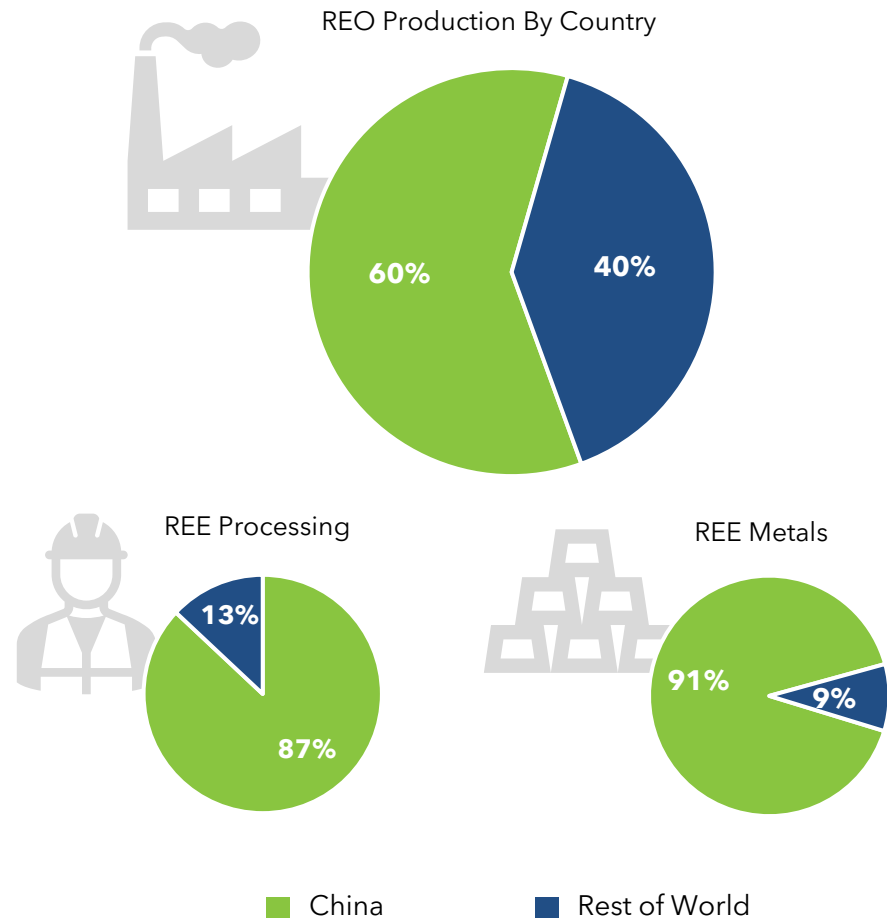


(1) Source: Data is from company presentations and reports. Source: Pitchbook & Bloomberg market data as of 6/4/2024. Includes information from company materials and reports.
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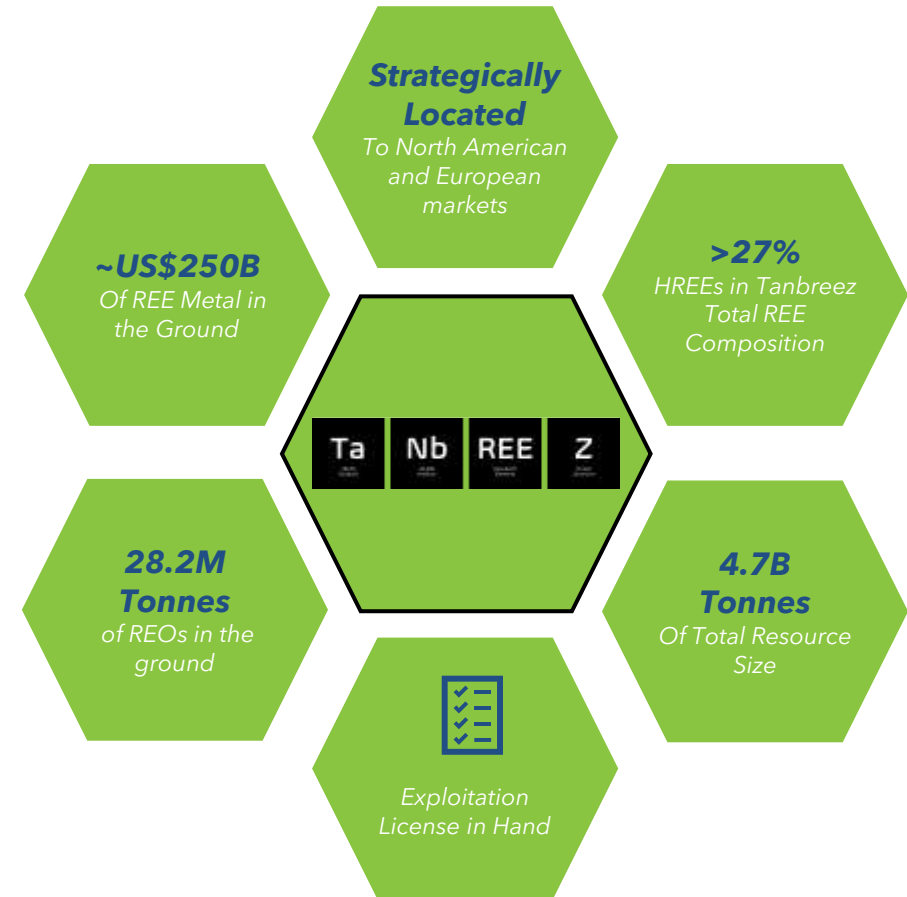


Tanbreez is Critical to Western REE Supply

Global Supply of REE is Dominated by China 2021⁽¹⁾



Non-China REE is Supplied by Tanbreez⁽²⁾





Powering National Security

 Tanbreez is in a favorable position to supply rare earth elements (REEs) to the western hemisphere and provide critical metals for national defense. By centralizing the supply chain for critical metals and working with Tanbreez, western countries can secure a sustainable and reliable source of critical metals, reducing their dependence on imports and bolstering their national security.

REEs in Military Defense⁽¹⁾



580 lbs
F-35 Lightning II Aircraft

- Heavy Rare Earths:
- Dysprosium (Dy)
 - Terbium (Tb)
- Light Rare Earths:
- Praseodymium (Pr)
 - Neodymium (Nd)
 - Europium (Eu)



5,200 lbs
DDG-51 Aegis Destroyer



9,200 lbs
SSN-774 Virginia-class Submarine

- Heavy Rare Earths:
- Dysprosium (Dy)
 - Terbium (Tb)
 - Gadolinium (Gd)
- Light Rare Earths:
- Praseodymium (Pr)
 - Neodymium (Nd)
 - Europium (Eu)
 - Yttrium (Y)

"Growing Fleets. DoD currently operates about 450 F-35 aircraft and plans to operate about 2,500 of them by the mid 2040s."⁽²⁾

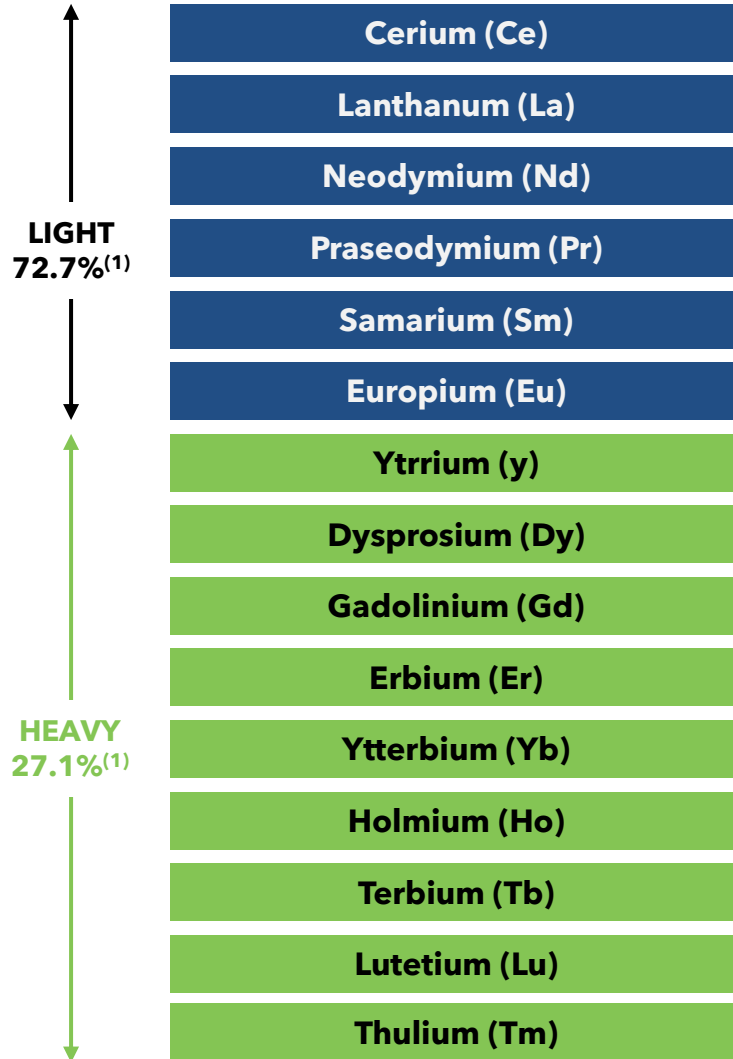


(1) Source: Rare Earth Elements in National Defense: Background, Oversight Issues, and Options for Congress.
 (2) Source: Congressional Budget Office, Nonpartisan Analysis for U.S. Congress: Availability and Use of F-35 Fighter Aircraft.
 (3) Source: An Elemental Issue - The United States Army.



What are Rare Earth Elements ("REE")

Tanbreez REE Composition

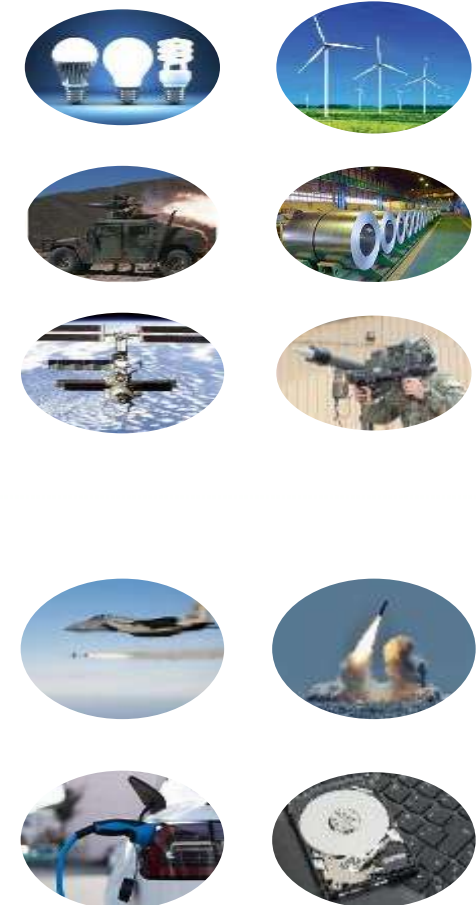


- Light rare earths represent the lanthanides, the rare earth elements with the chemical group with the lowest atomic numbers

- Used in cell phones, electric cars, medical equipment, wind turbines, data storage systems, permanent magnets, etc.⁽²⁾

- Heavy rare earth metals are less common and many of the elements within the group face shortages as demand outpaces supply⁽³⁾

- Used in hybrid cars, fiber optics, and medical devices⁽²⁾



End Markets⁽⁴⁾

(1) Percentages may not add up to 100% due to rounding.
(2) Source: Rare Earth Metals: Heavy vs. Light (Investing News - Rare Earth Investing News).
(3) Source: The Not-So-Rare Earth Elements: A Question of Supply and Demand - Kleinman Energy.
(4) Source: An Elemental Issue - The United States Army.



REE Metal Applications & Uses

	Rare Earth Element	Applications & Uses ⁽¹⁾⁽²⁾
LREE	Cerium (Ce)	Battery alloys, metal alloys, auto catalysts, petroleum refining, polishing powders, glass additives, phosphors, and ceramics
	Lanthanum (La)	Battery alloys, metal alloys, auto catalysts, petroleum refining, polishing powders, glass additives, phosphors, ceramics, and optics.
	Neodymium (Nd)	Permanent magnets, battery alloys, metal alloys, auto catalysts, glass additives and ceramics
	Praseodymium (Pr)	Permanent magnets, battery alloys, metal alloys, auto catalysts, polishing powders, glass additives and coloring ceramics
	Samarium (Sm)	Magnets, ceramics, and radiation treatment (cancer)
	Europium (Eu)	Phosphors, optical fibers, flat panel displays
HREE	Yttrium (Y)	Battery alloys, metal alloys, phosphors, catalytic converters, ceramics and defense
	Dysprosium (Dy)	Permanent magnets, defense
	Gadolinium (Gd)	Ceramics, nuclear energy, and medical (magnetic resonance imaging X-rays)
	Erbium (Er)	Nuclear energy, fiber optic communications, and glass coloring
	Ytterbium (Yb)	Cancer treatment and stainless steel
	Holmium (Ho)	Permanent magnets, nuclear energy and microwave equipment
	Terbium (Tb)	Permanent magnets for high temperature applications, fluorescent lamp phosphors, defense applications
	Lutetium (Lu)	Age determination, medical and petroleum refining
	Thulium (Tm)	X-rays (medical) and lasers



REE Pricing Dynamics



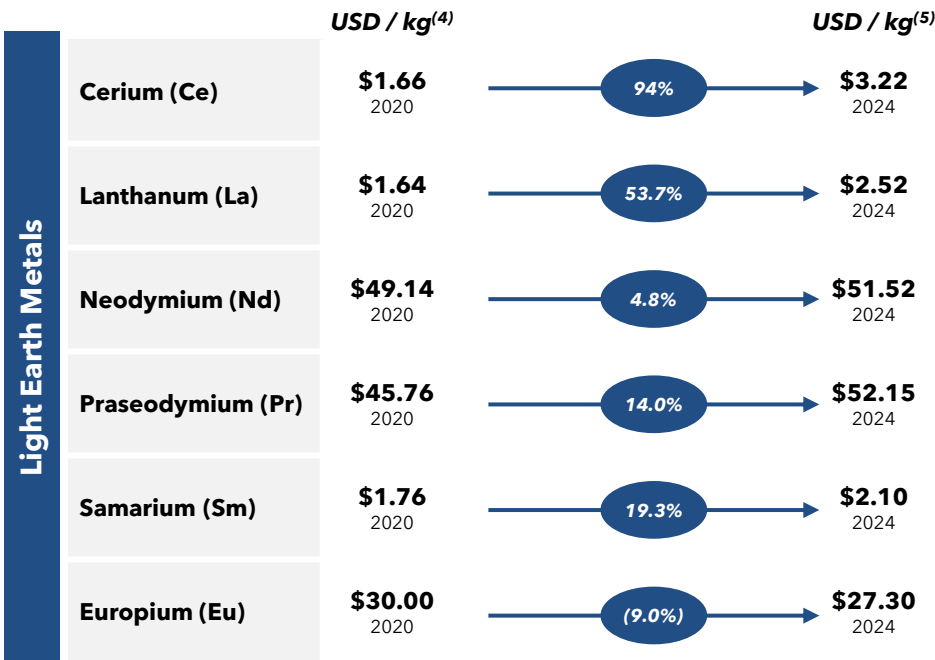
The increasing demand for electric vehicles (EVs) is expected to significantly impact the demand for rare earth elements, particularly neodymium and dysprosium, which are crucial components in the permanent magnet motors used in most EVs. ⁽¹⁾



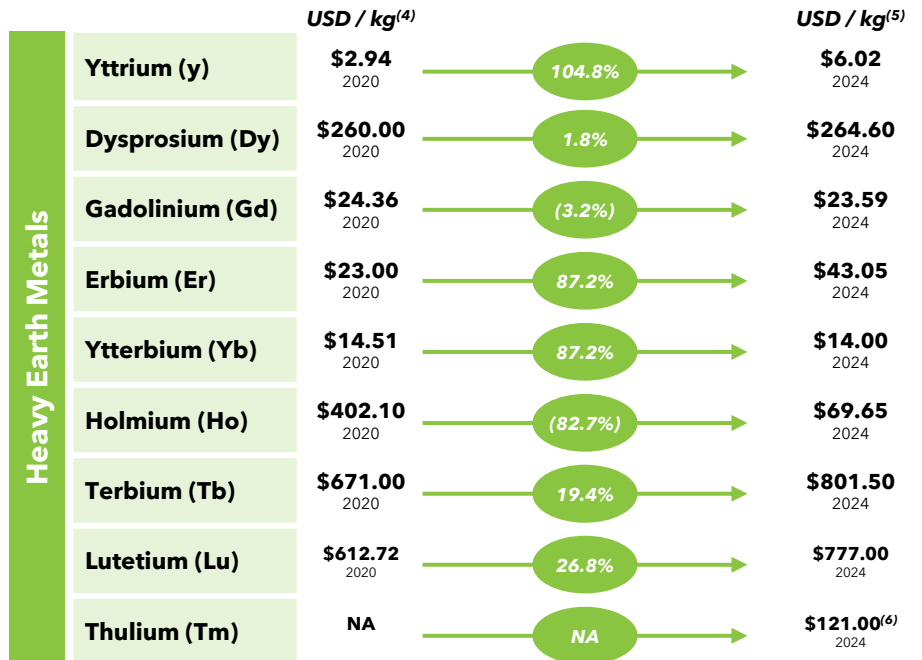
The exponential growth of data centers is anticipated to significantly elevate the demand for rare earth elements essential for server components. The global data center market size is projected to reach \$517 billion by 2030. ⁽²⁾



The wind industry's demand for neodymium is projected to consume over 90% of the global neodymium production. Trade disputes with China will cause severe supply crunch leading to sharp increase in REE prices. ⁽³⁾



HREE is 11.4X More Valuable than LREE⁽⁷⁾



(1) Electric vehicle paradigm shift, University of Strathclyde
 (2) Investing in the rising data center economy, Mckinsey & Co
 (3) Offshore wind turbines need rare earth metals, Grist

(4) Rare Earth Oxide Demand Worldwide from 2017 to 2025, Statista
 (5) Source: Price data retrieved from Shanghai Metals Market: June 7, 2024.
 (6) Source: Thulium price retrieved from Made-in-China, Thulium Oxide 99.9%: June 7, 2024.
 (7) Calculated as average of 2023 available prices for HREE divided by average of 2023 prices of LREE based on ISE quotes



Significant Global Demand for Rare Earth Elements



An EU critical raw materials act for the future of EU supply chains

[March 18, 2024](#)



U.S. Department of Defense

DOD Looks to Establish 'Mine-to-Magnet' Supply Chain for Rare Earth Materials

[March 11, 2024](#)



The race to produce rare earth elements: China has dominated the market for rare earth elements, but US scientists and companies are scrambling to catch up.

[January 5, 2024](#)



How rare earth elements make modern technology possible

[January 16, 2023](#)



The Future Battlefields: Rare Earth Elements

[January 26, 2023](#)



The Coming Boom in Rare Earths: The U.S., Australia, and Canada are jumpstarting a global resurgence in rare-earth processing

[December 7, 2023](#)



Tanbreez: Asset Overview



Tanbreez Asset Highlights

Adding another strategic asset to the Critical Metals portfolio



Exploitation License granted

License to mine granted by the Greenland Government in 2020



4.7 Billion-ton Multi-Element Resource⁽¹⁾

S-K 1300 underway



REE supply unlocked for the western world

Securing one of the largest rare earth deposit in the world for national defense



Infrastructure in place for year-round direct shipping, off take of product

The Tanbreez asset is located in a strategic location being in close proximity to the airport and shoreline



Environmentally friendly asset

Minimum harmful products expected in the mineralization of REEs at the project



Tanbreez Mineral Resource

- The Tanbreez project area is favorably located in Southern Greenland
- Project area features year-round direct shipping access, via deep water fjords that lead directly to the North Atlantic Ocean
- Climatically, Tanbreez is in the mildest part of Greenland with average temperatures ranging from 0 to -5°C in winter to 10 to 15°C in summer
- Outcropping ore body known as Kakortokite covers an area of 8 x 5 km and is approximately 400m thick

~2,000
Academic Papers

414
Total No. of Drill Holes

366,548
Total No. of Assays by Tanbreez

~709 Tonnes
Total Weight of Bulk Tests

4.7 Billion Tonnes⁽¹⁾ The Kakortokite Body

Feldspar Component
40% - 1,880 Million Tonnes⁽¹⁾

Eudialyte Component
20% - 940 Million Tonnes⁽¹⁾

Arfvedsonite Component
40% - 1,880 Million Tonnes⁽¹⁾

1.9% ZrO₂, 0.20% Nb₂O₅, 0.03% Ta₂O₅, 0.6% REO⁽¹⁾

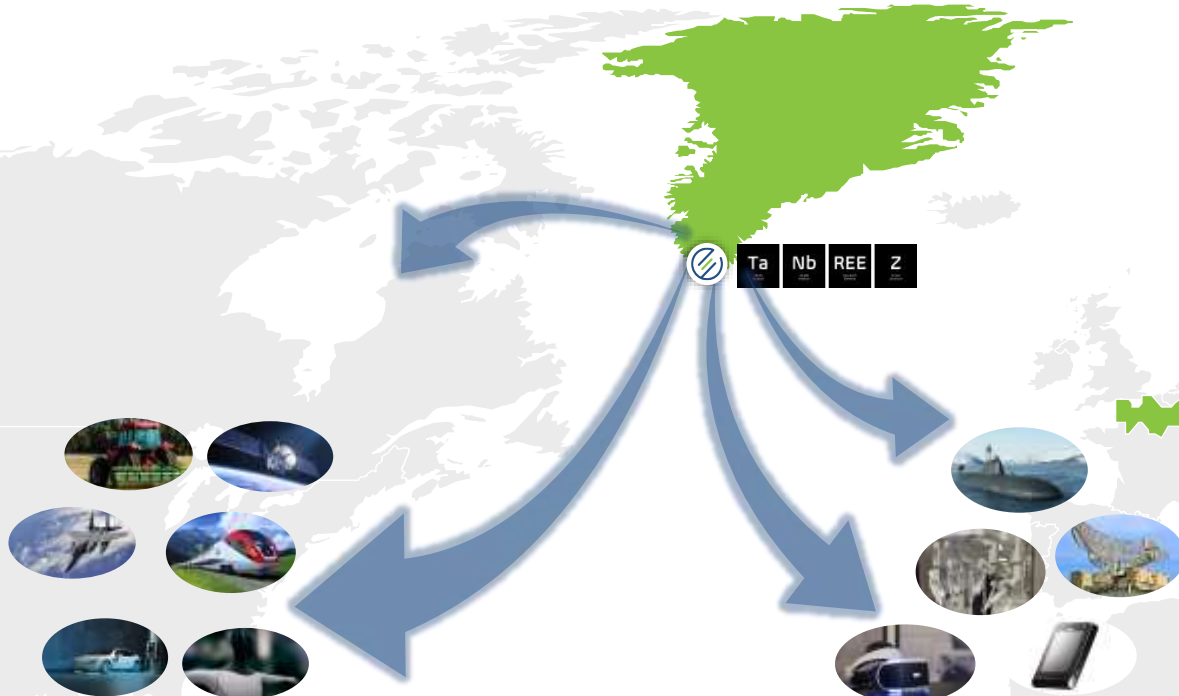
Offshore Chemical Process⁽¹⁾

9-10% ZrO₂, 2.5-2.7% REO, 1% Nb₂O₅, 0.15% Ta₂O₃ and HfO₂⁽¹⁾



Tanbreez Rare Earth Project

The Tanbreez acquisition is the next step towards becoming a leading critical metals supplier with a multi-asset & element portfolio across multiple jurisdictions



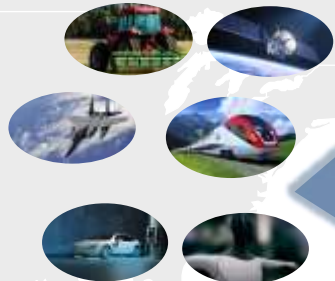
Exploitation License Granted

REE Supply Unlocked for Western World

4.7-Billion-Ton Multi-Element Resource⁽¹⁾

Infrastructure in-place for year-round direct shipping, off take of product

Minimum Harmful By-Products



Director, Ministers & Local Community signing the Exploitation License in Greenland



Proposed Plant Infrastructure & Port, fjord had a depth of 104 meters allowing direct shipping from concentrator

"In view of current proposed projects, it has been suggested that Greenland may represent a REE potential capable of meeting 25% of global demand."⁽²⁾

(1) Source: Based on internal management calculations and estimates.
(2) CHARLES, Nicolas & Tuduri, Johann & Guyonnet, Dominique & Melleton, Jérémie & Pourret, Olivier. (2013). Rare Earth Elements in Europe and Greenland: A geological potential? An overview. 10.13140/2.1.3450.7206.



License to Mine

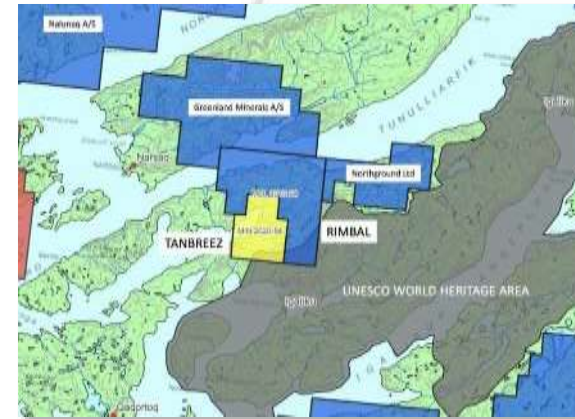
On September 8th, 2020, Tanbreez was granted an Exploitation License, with the signing ceremony held on top of the ore body.



Perth-based Directors signing the Exploitation licence



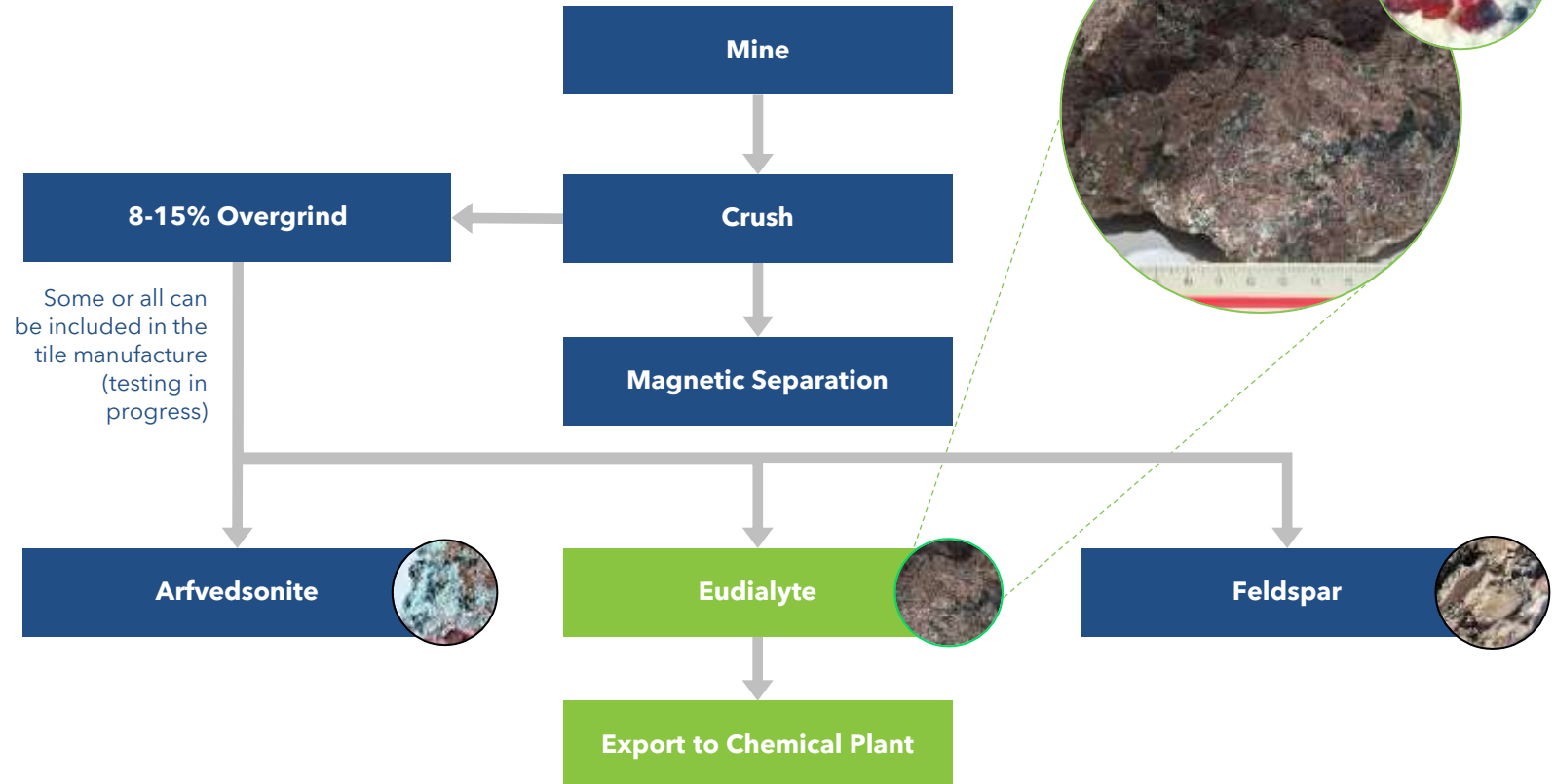
The Minister of Industry & Mineral Resources Jens-Frederik Nielsen (center), flanked by the Deputy Mayor Simon Simonsen Tanbreez (right) and representing Tanbreez, Director Bolette Nielsen (left) after signing the documents on site, note the orebody stretches away in the background





Environmental Focus: Mechanical Separation

- Production rate of 0.5 Mtpa, initially, rising to 3 Mtpa. The license is initially a 30-year license.
- Eudialyte is the REE host at Tanbreez and allows for simple crushing, containing only background amounts of thorium or uranium
- Waste syenite sill ~3% for land fill as inert material
- Can sell locally for building or export to the feldspar industry
- Potential applications include electronic components, phosphors, batteries, guidance, thermal application and defense application⁽¹⁾





Wolfsberg: Asset Overview



Critical Metals Corp.

Offtake and processing partnerships take full advantage of Wolfsberg superior location.

Leading Strategic Partnerships

Mine License Secured⁽¹⁾

EUR Downstream Processing Opportunity⁽²⁾

Lithium Offtake with Pre-payment⁽³⁾

Underground Development in Place



Long-term Offtake Agreement with BMW⁽³⁾
Exclusive agreement relating to Zone 1.

EUR Joint Venture with Obeikan Investment Group⁽²⁾
Joint Venture to construct and operate a lithium hydroxide plant in Saudi Arabia.

Business Model begins with Wolfsberg
Wolfsberg is well positioned with the right size, offtake & downstream partners to become a unique and valuable building block in an expanding geostrategic critical metals portfolio.



(1) Mining license has been in effect since 1983 and management has renewed the license every two years for the past over twenty years and believes it can continue to renew the license for as long as necessary or required.
(2) In June 2023, EUR and Obeikan Investment Group Entered into a binding term sheet for the creation of a joint venture for the purpose of construction and operation of a lithium hydroxide plant in Saudi Arabia. EUR may seek to assign its interest in the joint venture to CRML at some point in the future.
(3) In December 2022, Critical Metals Corp. entered into a long-term Offtake Agreement with BMW. In connection with the execution of the Offtake Agreement, BMW has agreed to make an advance payment of US\$15.0 million to be repaid through equal set off payments to be made through a lithium hydroxide plant owned by BMW.



Wolfsberg Lithium Project

Strategic building block to a multi-asset critical minerals portfolio.



Europe's first⁽¹⁾ fully licensed Lithium (spodumene) mine

Fully licensed⁽²⁾ mine built by the Austrian government



Updated S-K 1300 Resource

S-K 1300 Update Completed in 2023 - 12.88m tonnes at 1% Li₂O resource (Li₂O cut-off 0%) measured in Zone 1⁽⁶⁾



Leading domestic offtake with BMW Group

In December 2022, CRML signed a Binding Long Term Lithium Offtake Agreement with BMW Group.⁽⁴⁾ **In June 2024, BMW made a US\$15M pre-payment**, which will be repaid through equal set offs against LiOH delivered⁽⁵⁾



To be funded lithium hydroxide plant

EUR entered into a binding agreement to build the first regional **Lithium Hydroxide Refinery** in Saudi Arabia, funded by a 50:50 Joint Venture with Obeikan Investment Group⁽³⁾



Advanced project Mine Life > 20 years

Aiming to be the first local lithium supplier into an integrated European battery supply chain⁽¹⁾

(1) Only existing lithium production in Europe is the Grupo Mota lepidolite mine in Portugal, from which lepidolite is used for ceramics. [Reference](#). European Lithium's spodumene mine will be used for lithium-ion batteries.
(2) Mining license has been in effect since 1983 and management has renewed the license every two years for the past over twenty years and believes it can continue to renew the license for as long as necessary or required.
(3) In June 2023, EUR and Obeikan Investment Group Entered into a binding term sheet for the creation of a joint venture for the purpose of construction and operation of a lithium hydroxide plant in Saudi Arabia. EUR may seek to assign its interest in the joint venture to CRML at some point in the future.
(4) In December 2022, Critical Metals Corp. entered into a long-term Offtake Agreement with BMW. In connection with the execution of the Offtake Agreement, BMW has agreed to make an advance payment of US\$15.0 million to be repaid through equal set offs against battery grade lithium hydroxide delivered to BMW.
(5) In June 2024, Critical Metals Corp. Receives BMW Pre-Payment for the Wolfsberg Lithium Project.
(6) Source: S-K 1300 Technical Report Summary - Wolfsberg Lithium Project, December 2022



Wolfsberg Lithium Project



Wolfsberg Lithium Project

- Advanced hard rock lithium project
- Located 270km SW Vienna, Austria (Carinthia)
- Center of growing EU lithium battery & EV industry
- EU support from European Battery Alliance and other government initiatives



Advanced Lithium project in the heart of Europe

- Exploration mine tunneled and built by Austrian government
- Mining license issued⁽¹⁾
- Mined ore will be processed into battery grade final products
- Exploration has identified potential for a substantial increase in resources



Bulk extraction from Wolfsberg Lithium Project (Sep/Oct 2013)



In the heart of Europe's Growing Battery Ecosystem

northvolt **FREYR**
Renewable energy storage

BEYONDER **MORROW**

amte
power

Envision AESC

VW **northvolt**

TATA MOTORS

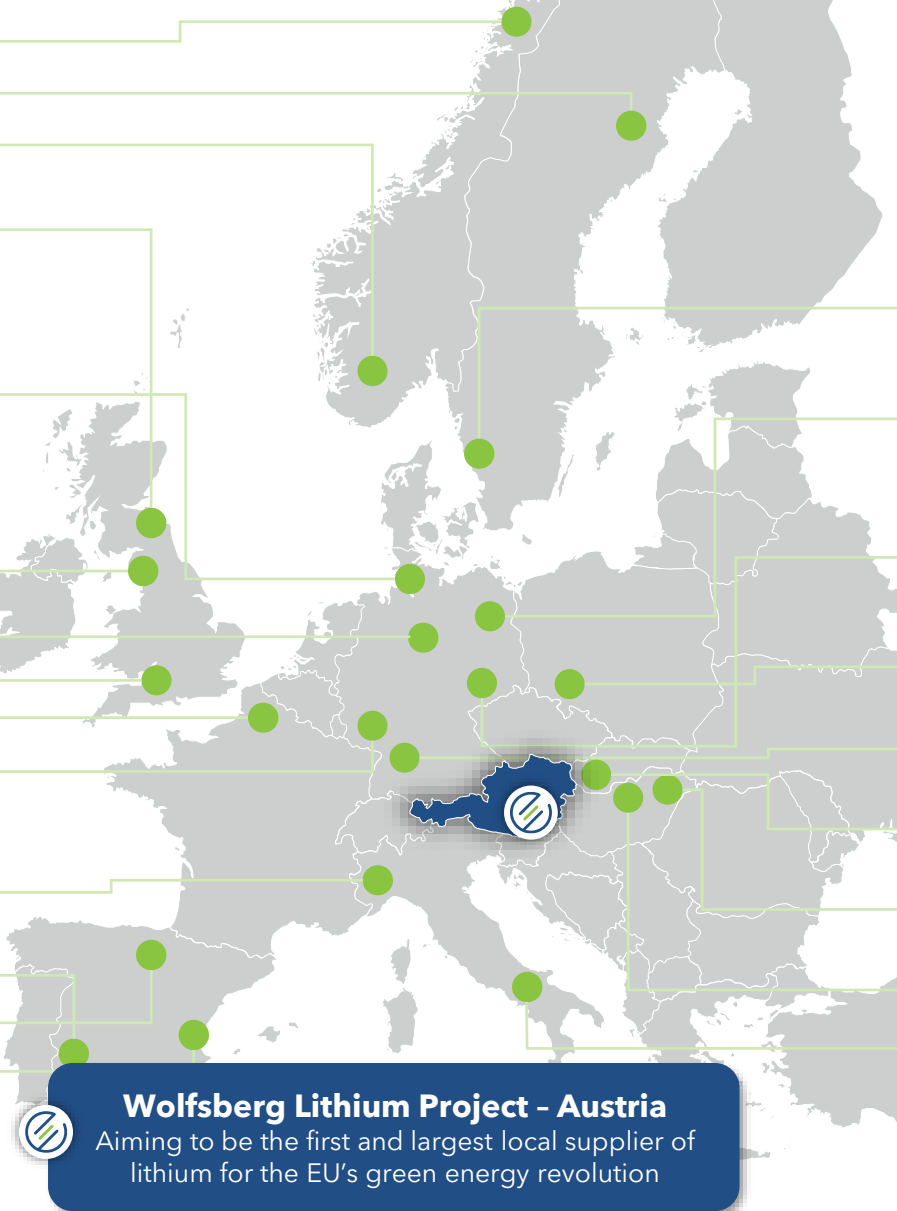
VERIKOR **ProLogium**
Envision AESC **NCC**
AUTOMOTIVE CELLS CO.

AAA Leclanché **SVOLT**
Energy Storage Solutions
AKASOL **NCC**
AUTOMOTIVE CELLS CO.

ITALVOLT

Envision AESC **Phi4tech**

BASQUEVOLT
part of CIC energigune
VW



Planned European factories at varying commissioning stages, totalling more than 550GWh annual production capacity of Lithium-Ion Batteries by 2030.

Source: CIC Energigune Version 7 (02/2022) European Gigafactories

northvolt **VOLVO**

SVOLT **TESLA**
microvast

CATL **PARASIS**
Blackstone Resources

LG Energy Solution

VARTA

inoBat

CATL **GSYUASA**

SK innovation **SAMSUNG**

FRAM **STELLANTIS**
RESEARCH CENTER

Upcoming Gigafactories (locations TBD)

BYD

ROSATOM

VW

EUROCELL

LG

Wolfsberg Lithium Project - Austria
Aiming to be the first and largest local supplier of lithium for the EU's green energy revolution



Wolfsberg Lithium Project



The first lithium concentrate producer in Europe with spodumene production anticipated to commence in 2026/2027



Existing exploration mine in central Europe, 270km SW of Vienna, close to Graz and Klagenfurt airport, railway and highway access. Excellent local infrastructure & sources of energy in place



Planning underway for additional exploration drilling in Zone 2 following previous results indicating the potential to match Zone 1 (12.88m tonnes at 1% Li₂O at a cut-off of 0%)⁽¹⁾



Exploration licenses (54) covering Zone 1 + 2 as well as Mining license issued⁽²⁾

(1) Source: S-K 1300 Technical Report Summary - Wolfsberg Lithium Project, December 2022

(2) Mining license has been in effect since 1983 and management has renewed the license every two years for the past over twenty years and believes it can continue to renew the license for as long as necessary or required.



Positioned to be Europe's first producer of Lithium Concentrate

Achievements at Wolfsberg Lithium Project

- ✓ Potential to **double Zone 1** resource with promising Zone 2 exploration advancing
- ✓ Total Measured, Indicated and Inferred Resources in Zone 1 increased to **12.88 Mt @ 1.00% Li₂O**⁽¹⁾
- ✓ Customized lithium spodumene concentrate pilot plant facility planned
- ✓ Resource estimate converted to **S-K 1300** compliant⁽¹⁾
- ✓ Offtake deal with **BMW** bodes well for future agreements with other Tier 1 battery and auto manufacturers⁽³⁾
- ✓ EUR and Obeikan Investment Group entered into a binding term sheet for the creation of a joint venture for the purpose of construction and operation of a **lithium hydroxide plant in Saudi Arabia**⁽²⁾

Major Milestones

- ❑ Finalize Joint Venture Agreement & Business Plan for Obeikan JV
- ❑ Build Decision & Project Financing
- ❑ Submit Mining Plan for Austrian Mining Authority to authorize the mine & concentrator construction
- ❑ Mining Plan approval
- ❑ Begin construction of the Wolfsberg Mine & Spodumene Concentrator

(1) Source: S-K 1300 Technical Report Summary - Wolfsberg Lithium Project, December 2022.

(2) In June 2023, EUR and Obeikan Investment Group Entered into a binding term sheet for the creation of a joint venture for the purpose of construction and operation of a lithium hydroxide plant in Saudi Arabia. EUR may seek to assign its interest in the joint venture to CRML at some point in the future.

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Development Strategy



Signed a Binding long Term Lithium Offtake Agreement with BMW Group⁽²⁾

2022

2023



Additional S-K 1300 Feasibility Study; Build decision & project financing; prepare mining plan for local authorities for construction of the mine and concentrator

2024



Commence mine and concentrator construction

2025

2026

2027



Binding MoU between European Lithium and Obeikan Investment Group to Build & Operate contract for hydroxide plant in Saudi Arabia⁽¹⁾



Finalize Joint Venture Agreement & Business Plan with Obeikan Investment Group



Commence spodumene concentration production at Wolfsberg Lithium Project



Updated Resource Statement

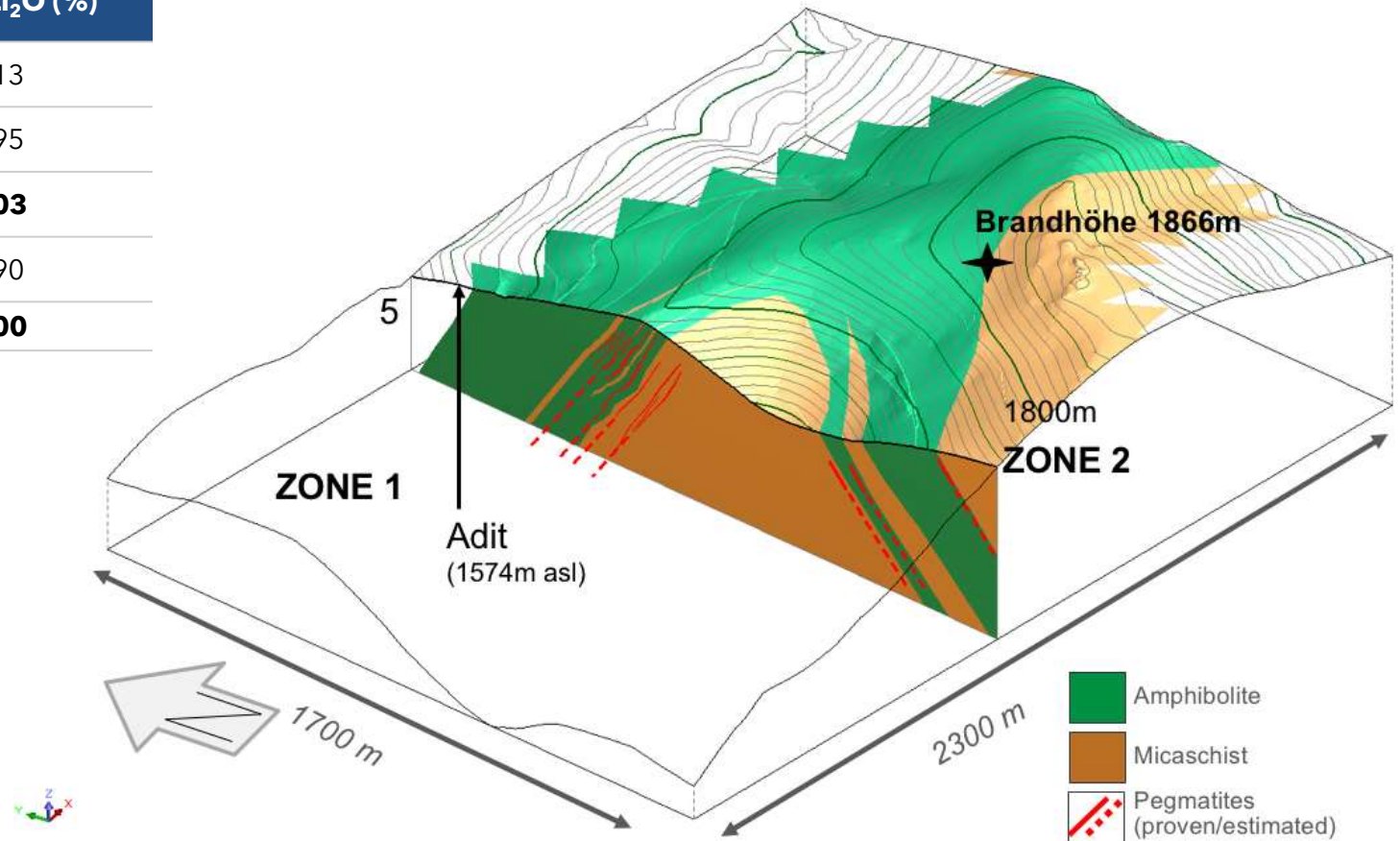
Type (S-K 1300)	Million Tonnes (at present)	Grade Li ₂ O (%)
Measured	4.31	1.13
Indicated	5.43	0.95
M&I Total	9.74	1.03
Inferred	3.14	0.90
Total	12.88	1.00

S-K 1300 Wolfsberg Mineral Resource ⁽¹⁾

High grade resource at average 1.0% Li₂O

Positive drill results confirm Zone 2 could mirror Zone 1, **Potentially Doubling Project Resource**

Expected Life of Mine: >20 years
(inc. Zone 2)





Resource to Double Resource

RECENT EXPLORATION WORK

Zone 1

- Four drill holes, 1,750m in total, confirmed vein extension and increased resources.
- Zone 1 drill program completed, resource upgraded to "Measured".
- A new inferred resource estimate has been established with significant potential for growth.

Zone 2

- Additional resources are expected from Zone 2. 4 drill holes were completed in 2012, confirming the geological interpretation. 8 drill holes were completed in 2017/18 and show pegmatite intersections of up to 7 metres with grades up to 2.49% Li₂O.
- High level of confidence in confirming new resources from Zone 2.





Historical & Future Exploration Programs

HISTORICAL

Substantial exploration and development work by previous owners include approx. 17,000m of drilling / 1,400m of underground decline, drives and crosscuts.

Zone 1	Zone 2
Drilled down dip to max depth of 450m and 1,500m length. Lithium bearing pegmatite veins up to 5.5m wide intersected and ore body remains open along strike to the northwest and down dip.	Exploration target, demonstrated to be the southern limb of an anticline of which the northern limb (Zone 1), had been the focus of all exploration.

- The resource was declared by previous owners under German and Austrian reporting standards.
- JORC Code compliant Measured, Indicated and Inferred resources, historic drill core, primary data and QA/QC protocols were not immediately available from the original drilling programs. The Company proceeded to locate and recover primary data from relevant authorities' archives to assist in the upgrade to be JORC Code (2012) compliant.
- The results of a program of underground twin hole drilling and channel sampling undertaken by the Company in November 2016 have supported the previous owner's earlier resource estimates, which were subsequently used to deliver an upgraded resource estimate reported in compliance with JORC Code (2012) standards in December 2021.
- Resource estimate converted to S-K 1300 compliant in December 2022. ⁽¹⁾





Offtake with BMW, Including Strategic Investment

Exclusive offtake on **battery grade lithium hydroxide** including **US\$15M pre-payment⁽¹⁾**



- **Long Term Lithium Offtake Agreement** signed in **December 2022**
- **BMW** made an **upfront payment of US\$15M**, to be used for the **development of the Wolfsberg Lithium Project**, to be repaid through equal set offs against LiOH delivered to BMW in **June 2024⁽²⁾**
- CRML grants BMW with first right to **purchase 100% of LiOH** produced from the identified resources



Secured Offtake



Industry Validation



Non-Dilutive Capital



European Partner



Joint Venture Hydroxide Plant

European Lithium (ASX:EUR) and the **Obeikan Investment Group** to develop and operate a **lithium hydroxide processing plant** in Saudi Arabia through a **50:50 Joint Venture (JV)**



- EUR and Obeikan Group to proceed with incorporation of JV company (JVco) and entry into **shareholders agreement (SHA)**, in which EUR may seek to **assign its interest in the JV to CRML at some point in the future**
- Processing plant capital investment will be fully funded through JV
- Processing plant is expected to deliver significant **Opex and Capex savings**
- EUR will grant JVco the **exclusive right** to purchase spodumene mined from the Wolfsberg Lithium Project
- Development conditions include EUR and Obeikan entering into the SHA, negotiating contributions to the JVco and obtaining relevant approvals by each party
- **Binding lithium offtake agreement** to be assigned to JVco
- Building the **first** lithium hydroxide processing plant in the Middle East North Africa (MENA) Region
- Further research is being conducted to investigate the production expansion opportunities up to 20,000 tpa



Pictured at the Future Minerals Forum is EUR Chairman, Tony Sage, Obeikan Group CEO, Mr. Abdulla Obeikan, His Excellency the Minister of Industry and Mineral Resources for Saudi Arabia Mr. Bandar Alkhorayef, His Excellency the Vice Minister of Industry and Mineral Resources for Saudi Arabia.



Demonstrated production of battery grade lithium products



- Commissioned Dorfner Anzaplan with the construction of a pilot plant
- Production of spodumene concentrate from lithium-bearing ore from test mining
- Processing of spodumene concentrate to lithium carbonate and hydroxide for testing by potential offtake partners
- Results from process testing demonstrate **battery grade lithium carbonate or lithium hydroxide can be produced from the Wolfsberg Lithium Project ore (99.6% Li_2CO_3)**
- Due to **self-financed pilot plant** and **pre-built mine infrastructure**, Critical Metals Corp and their engineering partners have been able to **mine, study and distribute** more sample material than is common of an exploration stage lithium project

(1) Source: S-K 1300 Technical Report Summary - Wolfsberg Lithium Project, December 2022.

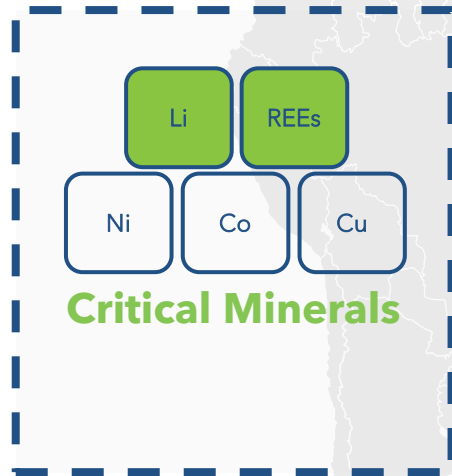
 **Critical Metals Corp.**



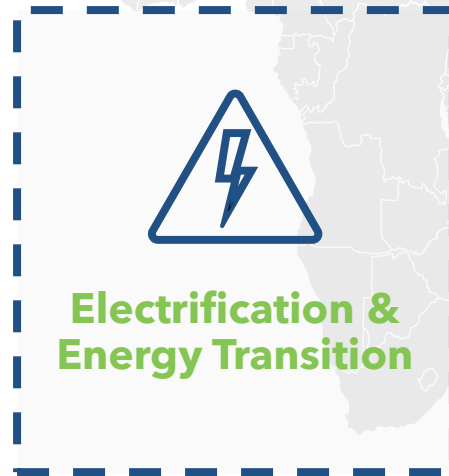
Critical Metals Corp.

A unique mining company committed to become a leading western supplier of critical metals.

Strategic



Disciplined



Western Focused





Critical Metals Board and Management



TONY SAGE

Chief Executive Officer & Chairman

- 35 years of experience developing businesses, including in the mining, energy, and resources sectors
- Executive Chairman of ASX-listed CuFe Ltd and Executive Chairman of Cyclone Metals Ltd
- Previously Non-Executive Chairman of Cauldron Energy Ltd



DIETRICH WANKE

President of European Operations

- Experienced executive mine manager with 30 years of experience in the industry
- Served as General and Registered Manager in operating mines across minerals and geographies
- Former Executive Manager for mines in Germany, Australia, Indonesia, Papua New Guinea and Sierra Leone



MELISSA CHAPMAN

Chief Financial Officer

- CPA with 20 years' experience in the accounting and company secretarial professions.
- Significant experience including in Perth and London serving ASX/LSE listed and private companies.
- Co-founder and Executive Director of Bellatrix Corporate Pty Ltd.

CRITICAL METALS BOARD OF DIRECTORS



TONY SAGE
Executive Chairman & Director



CAROLYN TRABUCO
Lead Independent Director



MALCOLM DAY
Director



MYKHAILO ZHERNOV
Director



MICHAEL HANSON
Director



European Critical Raw Materials Act

Critical raw materials have high economic importance with a high risk of disruption due to the concentration of supply and lack of good, affordable substitutes.

EU 2030 Targets⁽¹⁾



EU Extraction:

At least 10% of the EU's annual consumption from EU extraction



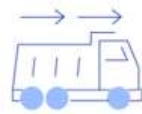
EU Processing:

At least 40% of the EU's annual consumption from EU processing



EU Recycling:

At least 25% of the EU's annual consumption from domestic recycling



External Sources:

Not more than 65% of the EU's annual consumption of each strategic raw material at any relevant stage of processing from a single country

Strategic Raw Materials List⁽¹⁾

- Some sectors are especially strategic for the EU's renewable energy, digital, space and defense objectives.
- Out of the 34 critical raw materials identified, a specific **strategic raw materials** list (see in **green** below the 17 strategic raw materials) has been created for the materials expected to grow exponentially in terms of supply, which have complex production requirements and thus face a higher risk of supply issues.



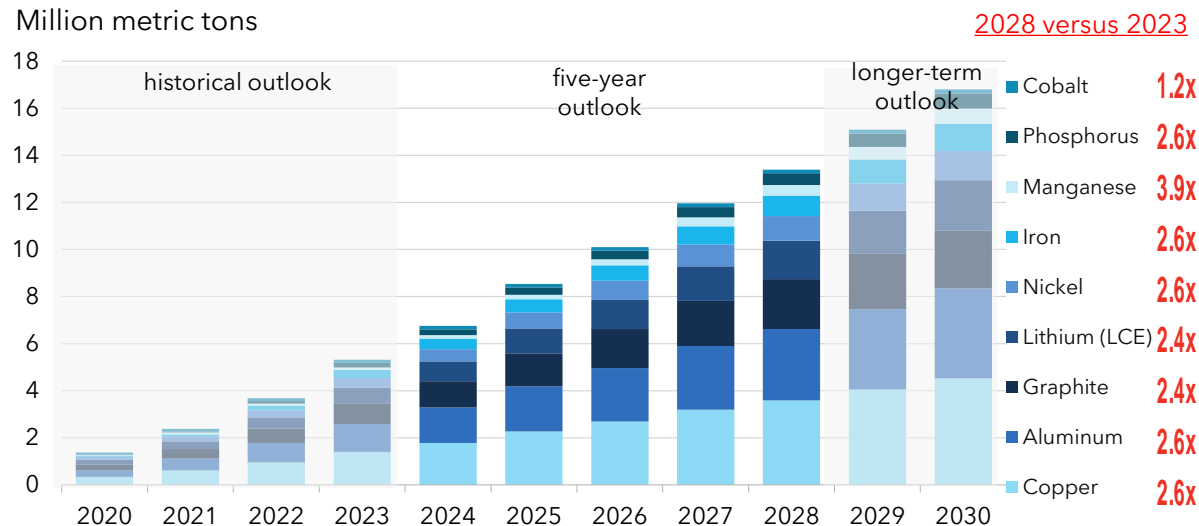


Battery Metals Demand is Expanding

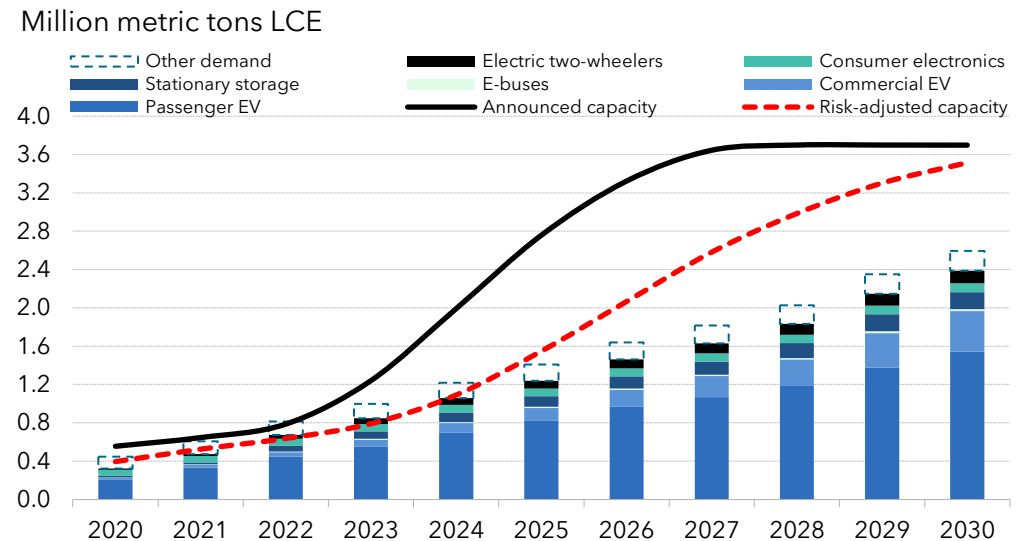
Boom in Energy Consumption Driving Demand

- AI/data center, EV, climate change, and reshoring are expected to drive a boom in power consumption.
- Increased power consumption is expected to result in a significant increase in demand for critical metals.

Metals demand for lithium-ion batteries



Mined-lithium supply and demand





Lithium Market Recovery is Underway

Lithium hydroxide prices in March 2024 reached five-month highs in China.⁽¹⁾

Lithium Market Correction & Consequences

- The 2023 price correction forced lithium miners to cut production and headcount to preserve capital.

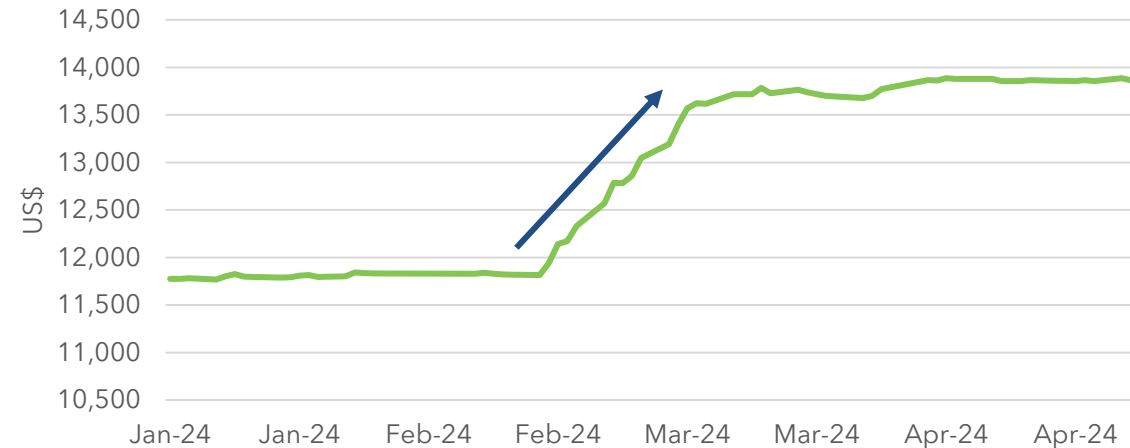
March 2024 Lithium Hydroxide Price Recovery: +17%

- Environmental crackdown in China along with supply cuts created upward price pressure.

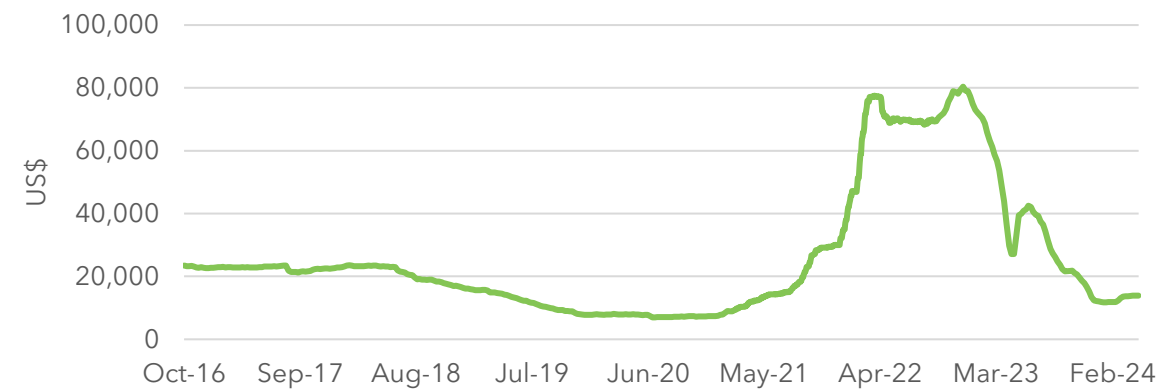
Recent Government Support for Lithium Producers

- The Australian government awarded a \$364M loan to Liontown Resources' Kathleen Valley project.
- The Biden administration conditionally offered a \$2.3B loan to Lithium Americas to develop its refinery in Nevada.
- The EU passed the Critical Raw Materials Act.

March 2024 China Lithium Hydroxide 56.5%: +17%



Long-term China Lithium Hydroxide 56.5%⁽²⁾





Critical Metals Corp. & European Lithium

Focused on different stages of development

Exploration Stage High Risk = High Potential	Development Stage Lowered Risk	Mining Stage Full Value
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ASX:EUR

Owns ~83% of CRML through its contribution of the Wolfsberg Lithium Asset.

European Lithium (ASX:EUR) is an exploration and development stage mining company focused mainly on lithium in Austria, Ukraine, Ireland, and Australia.



Nasdaq:CRML

Initial foundational asset is the Wolfsberg Lithium Mine in Austria. Listed **February 28, 2024.**

Critical Metals Corp. (Nasdaq:CRML) is a development stage mining company targeting strategic critical metals assets. CRML looks to become an integrated local supplier to the European battery supply chain.

Pre-discovery 4-5 Years	Discovery 2-3 Years	Feasibility 4-5 Years	Construction 2-3 Years	Ramp-up 1 Year	Production
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For more information contact:

ir@criticalmetalscorp.com

criticalmetalscorp.com





Appendix



Risk Factors

RISK FACTORS

The risks presented below are non-exhaustive descriptions of certain risks related to our business and the proposed acquisition of the Tanbreez Project. The list below has been prepared solely for inclusion in these Presentation Materials and for no other purpose. You should carefully consider these risks and uncertainties and should conduct your own due diligence and consult with your own financial and legal advisors before deciding to invest in our securities. In addition, you should consider the factors discussed under the "Risk Factors" section in our Shell Company Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "SEC") on March 3, 2024 and in our proxy statement/prospectus, dated December 27, 2023, as supplemented by that proxy statement/prospectus supplement No. 1, dated February 15, 2024, forming a part of Registration Statement on Form F-4 (File No. 333-268970), as amended, which was declared effective on December 27, 2023, and in those documents that we have filed, or will file, with the SEC.

- We may not consummate the acquisition of the Tanbreez Project.
- Our current public stockholders may experience dilution as a result of the proposed acquisition of the Tanbreez Project.
- We may not be able to achieve the expected benefits of the proposed acquisition of the Tanbreez Project and our assessment and estimates of the Tanbreez Project may prove to be incorrect.
- We have not completed our due diligence processes with respect to the Tanbreez Project and we cannot assure you that such due diligence has or will identify all material risks or issues associated with the proposed acquisition of the Tanbreez Project.
- Our issuance of additional capital stock in connection with financings, acquisitions, investments, share incentive plans or otherwise will dilute all other stockholders.
- Our current liquidity resources raise substantial doubt about our ability to continue as a going concern unless we raise additional capital to meet our obligations in the near term.
- Our business operates in the mining exploration and development industry. Our Project is at the development stage, and there are no guarantees that development of the Project into a mine will occur or that such development will result in the commercial extraction of mineral deposits. In addition, even if an economic mineral deposit is mined, we may not realize profits from our development activities in the short, medium or long term.
- Our long-term success will depend ultimately on implementing our business strategy and operational plan, as well as our ability to generate revenues, achieve and maintain profitability and develop positive cash flows from our mining activities.
- Our long-term success depends, in part, on our ability to negotiate and enter into binding offtake or sales agreements with, and deliver our product to, third party customers on commercially viable terms. This may not occur or, should it occur, may not result in the appreciation of our share price similar to what other companies in our industry have experienced following the announcement of such agreements.
- We may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Consequently, we depend on our ability to successfully access the capital and financial markets. Any inability to access the capital or financial markets may limit our ability to fund our ongoing operations, execute our business plan or pursue investments that we may rely on for future growth.
- The industry in which we operate is subject to domestic and global competition. We have no influence or control over the activities or actions of our competitors, which activities or actions may negatively affect the operating and financial performance of our projects and business.
- Our management has no or limited experience operating a U.S. public company.
- Our failure to comply with applicable anti-corruption, anti-bribery, anti-money laundering and similar laws and regulations could negatively impact our reputation and results of operations.
- The requirements of being a public company in the U.S. may strain our resources and divert management's attention, and the increases in legal, accounting and compliance expenses that will result from being a public company in the U.S. may be greater than we anticipate.
- The development of mining operations at the Project is dependent on a number of factors, many of which are beyond our control. If we commence production at the Project, our operations may be disrupted by a variety of risks and hazards that could have a material adverse effect on our future operating costs, financial condition and ability to develop and operate a mine.
- Our resource estimates may change significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, our estimates are likely to change and these changes may result in a reduction in our resources. These changes may also result in alterations to our development and mining plans, which may, in turn, adversely affect our operations.
- We are a "controlled company" within the meaning of Nasdaq rules and, as a result, qualify for exemptions from certain corporate governance requirements.
- We do not expect to declare any dividends in the foreseeable future.
- There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq.
- If analysts do not publish research about our business or if they publish inaccurate or unfavorable research, the price and trading volume of our securities could decline.
- A market for our securities may not be sustained, which would adversely affect the liquidity and price of our securities.
- Our issuance of additional capital stock in connection with financings, acquisitions, investments, share incentive plans or otherwise will dilute all other stockholders.