

CRITICAL METALS CORP.**COMPENSATION COMMITTEE CHARTER**

I. PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Critical Metals Corp. (together with its subsidiaries and affiliates reported on a consolidated basis, the “Company”) shall provide assistance to the Board by fulfilling the Committee’s responsibilities and duties outlined in this Charter.

For so long as the Company is a foreign private issuer (“FPI”) as defined by the rules of the U.S. Securities and Exchange Commission (the “SEC”), the Company may, in reliance on the exemption available to FPIs under the applicable rules of The Nasdaq Stock Market (the “Nasdaq Rules”), elect to follow the applicable law of its home country in lieu of certain requirements imposed by this Compensation Committee Charter (the “Charter”).

II. STRUCTURE AND PROCESSES**Membership Requirements**

The Committee shall be comprised of two or more members of the Board. Each member shall have the experience, qualifications, attributes and/or skills deemed necessary by the Board to serve on the Committee.

Appointment and Removal

The members of the Committee shall be appointed by the Board, and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-executive officer of the Company under the Company’s incentive-compensation or other equity-based plans as



the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the Cayman Islands.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson or any member of the Committee may call meetings of the Committee. In accordance with the Company's Amended and Restated Memorandum and Articles of Association, all meetings of the Committee may be held by conference telephone or other communications equipment by means of which all the persons participating in the meeting can communicate with each other at the same time and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. In addition, the Committee may act by a resolution in writing signed by all of the members of the Committee in lieu of a meeting, in accordance with the Company's Amended and Restated Memorandum and Articles of Association.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately with the Chief Executive Officer ("CEO"), the Company's principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present and shall deliberate and vote with respect to such officers' compensation without such officers being present.

As used in this Charter, the term "executive officer" has the same meaning specified for the term "executive officer" in Rule 3b-7 under the Securities Exchange Act of 1934, as amended.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND AUTHORITY

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to the Company's reliance on the exemption available to FPIs under Nasdaq Rules, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee, taking into consideration all factors relevant to such adviser's independence from

management, including the factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may be required by the Nasdaq Rules from time to time. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

V. SCOPE OF RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board from time to time.

Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives, if any.
3. Evaluate the performance of the CEO in light of such goals and objectives and, either as a Committee, or together with independent directors of the Board (as directed by the Board), determine and approve the annual salary, bonus, equity-based incentive and other benefits, direct and indirect, of the CEO.
4. Review and approve, or recommend to the Board for approval, the annual salary, bonus, equity and equity-based incentives, and other benefits, direct and indirect, of the other executive officers.
5. In connection with executive compensation programs:
 - (i) review and approve, or recommend to the full Board for approval, new or modified executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of executive compensation programs; and
 - (iv) take steps to modify any executive compensation program that yields payments or benefits that are not reasonably related to executive and corporate performance.
6. Establish and periodically review policies in the area of senior management perquisites.
7. Consider policies and procedures pertaining to expense accounts of senior executives.

8. Review and recommend to the full Board for approval the compensation of directors, as well as director's and officer's indemnification and insurance matters.
9. Review and recommend to the full Board for approval, or approve, any contracts or other transactions with current or former directors and executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements.
10. Oversee the administration of the Company's clawback policy, and review and approve or recommend to the Board for its approval any changes in the policy from time to time as appropriate.
11. Consider, as and when required or appropriate for the Company, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
12. Monitoring Incentive and Equity-Based Compensation Plans
13. Review and approve, or recommend to the Board for approval, subject to shareholder approval to the extent applicable, the Company's incentive compensation plans, equity-based plans and equity-based awards, and oversee the activities of the individuals responsible for administering those plans.
14. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility.
15. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
16. Review and monitor any employee retirement, profit sharing and benefit plans.

Reports

17. To the extent deemed appropriate by the Committee, oversee the preparation of any executive compensation disclosure for inclusion in the Company's annual report on Form 20-F, in accordance with applicable SEC rules.
18. Report regularly to the Board including:
 - (i) following meetings of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

19. Maintain minutes or other records of meetings and activities of the Committee.



Human Capital Management

20. As deemed appropriate, oversee human capital management issues and any disclosure regarding such issues.

VI. EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter. In addition, it is expected that the Committee will review and reassess, at least annually, the adequacy of this Charter and recommend to the Board for approval any proposed changes to the Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: February 9, 2024