

7 July 2025

Dear Shareholder

Notice is hereby given that the Extraordinary General Meeting of Shareholders of MTM Critical Metals Limited (Company) will be held at Unit 4, 22 Railway Road, Subiaco WA 6008, on Thursday 7th August 2025, at 10:00am (AWST).

The Board has made the decision that it will hold a physical meeting. In accordance with Part 1.2AA of the Corporation Act, Notice of General Meeting (Notice) including the Explanatory Statement will not be printed and despatched to Shareholders unless an election to this effect has been made.

Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the [announcements](#) section of the Company's website,
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at <https://www.asx.com.au/markets/company/mtm> under the Company's ASX code "MTM", and
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.

Conversely, shareholders who receive their communications electronically will, as they have on previous occasions, receive an email from the Company's share registry, Automic Group, with links directing them to this notice and the online voting portal:

<https://investor.automic.com.au/#/loginsah>

The Company further advises that voting on all resolutions will be conducted by a poll and encourages those shareholders who cannot attend the meeting to lodge their proxy forms no later than 48 hours before the meeting, being 10:00am (AWST) on Tuesday 5th August 2025. Any proxy forms received after that time will not be valid for the meeting.

This ASX announcement has been authorised for release by the Company Secretary of MTM Critical Metals Limited.

SIMON ADAMS
Company Secretary



MTM Critical Metals Limited
ACN 645 885 463

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 10:00 am (AWST) on Thursday, 7th August 2025

Location: Unit 4, 22 Railway Road, Subiaco, WA 6008

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6391 0112.

Shareholders are urged to vote by lodging the Proxy Form

MTM Critical Metals Limited
ACN 645 885 463
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of MTM Critical Metals Limited (**Company**) will be held at Unit 4, 22 Railway Road, Subiaco WA 6008 on Thursday, 7th August 2025 at 10:00 am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 5th August 2025 at 10:00 am (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

1. Agenda

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 3,244,666 Tranche 1 Placement Shares issued under Listing Rule 7.1; and

(b) 40,875,878 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary** resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 46,788,547 Tranche 2 Placement Shares, on the terms and conditions in the Explanatory Memorandum.'

2. Voting exclusions

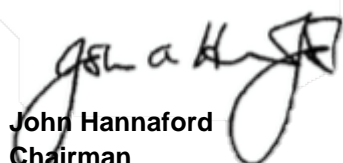
Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a) and (b):** by or on behalf of a person who participated in the issue of these Tranche 1 Placement Shares, or any of their respective associates;
- (b) **Resolution 2:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



John Hannaford
Chairman

MTM Critical Metals Limited

Dated: 7 July 2025

MTM Critical Metals Limited
ACN 645 885 463
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Unit 4, 22 Railway Road, Subiaco, WA 6008 on Thursday, 7th August 2025 at 10:00 am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Resolutions
Section 4	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 5	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice, including the Explanatory Memorandum, carefully before deciding how to vote on the Resolution.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:00 am (AWST) on Tuesday 5th August 2025, being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at simon.adams@mtmmetals.com.au by 10:00 am (AWST) on Tuesday, 5th August 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Background to Resolutions

3.1 Placement

On 26th June 2025, the Company announced that it is undertaking a two-tranche placement to sophisticated and professional investors to raise up to \$50,000,000 (before costs) (**Placement**). The Placement will comprise the issue of up to a total of 90,909,091 Shares at an issue price of \$0.55 per Share (**Placement Shares**) as follows:

- (a) **Tranche 1 Placement:**
 - (i) up to 3,244,666 Placement Shares issued to unrelated parties of the Company under Listing Rule 7.1 (the subject of Resolution 1(a)); and
 - (ii) up to 40,875,878 Placement Shares issued to unrelated parties of the Company under Listing Rule 7.1A (the subject of Resolution 1(b)),(together, the **Tranche 1 Placement Shares**); and
- (b) **Tranche 2 Placement:** up to 46,788,547 Placement Shares (**Tranche 2 Placement Shares**) to be issued to unrelated parties of the Company under Listing Rule 7.1 (the subject of Resolution 2).

3.2 Proposed use of funds

The Company intends to use the funds raised under the Placement as follows:

- (a) Expansion of technical and commercial team and facilities;
- (b) Acceleration of commercialization activities;
- (c) Site acquisition and infrastructure preparation;
- (d) Feedstock procurement;
- (e) Placement expenses; and
- (f) Working capital.

4. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

4.1 General

The background to the Placement, including the issue of the Tranche 1 Placement Shares is set out in Section 3 above.

Resolution 1(a) and (b) seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

4.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2024.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's combined 25% placement capacity under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities or agreement to issue securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been issued, or the agreement to issue those securities will be deemed to have been agreed, with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity under Listing Rule 7.1 and the 10% additional placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

4.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 1(a) is passed, 3,244,666 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 3,244,666 Tranche 1 Placement Shares will continue to be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue or agree to issue without Shareholder approval, to the extent of 3,244,666 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(b) is passed, 40,875,878 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of

Equity Securities it can issue or agree to issue without Shareholder approval over the 12 month period following the approval of the Company's additional 10% placement capacity which occurred on 27 November 2024 .

If Resolution 1(b) is not passed, 40,875,878 Tranche 1 Placement Shares will continue to be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue or agree to issue without Shareholder approval, to the extent of 40,875,878 Equity Securities for the 12 month period following the approval of the Company's additional 10% placement capacity which occurred on 27 November 2024.

4.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Tranche 1 Placement Shares:

Listing Rule Reference	Disclosure
<i>7.5.1: The names of the persons to whom the entity issued or agreed to issue the securities or the basis upon which those persons were identified or selected.</i>	<p>The Tranche 1 Placement Shares have been issued to a range of institutional sophisticated and professional investors (Tranche 1 Placement Participants), none of whom are a related party or Material Investor of the Company.</p> <p>The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.</p>
<i>7.5.2: The number and class of securities the entity issued or agreed to issue.</i>	44,120,544 Tranche 1 Placement Shares were issued within the Company's placement capacity permitted under Listing Rules 7.1 and 7.1A (in the proportions set out in Section 3.1 above)
<i>7.5.3: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.</i>	The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
<i>7.5.4: The date or dates on which the securities were or will be issued.</i>	The Tranche 1 Placement Shares were issued on 3 July 2025.
<i>7.5.5: The price or other consideration the entity has received or will receive for the issue.</i>	The Tranche 1 Placement Shares were issued for \$0.55 per Share to raise up to \$24,266,299 before costs.
<i>7.5.6: The purpose of the issue, including the use or intended use of any funds raised by the issue.</i>	The purpose of the issue of the Tranche 1 Placement Shares was to raise funds to be utilised as specified in the use of funds summary in Section 3.2.

Listing Rule Reference	Disclosure
<i>7.5.7: If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement.</i>	There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
<i>7.5.8: A voting exclusion statement.</i>	A voting exclusion statement is included in the Notice.

4.5 Additional information

Resolution 1(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

5. Resolution 2 – Approval to issue Tranche 2 Placement Shares

5.1 General

The background to the Placement, including the proposed issue of the Tranche 2 Placement Shares is set out in Section 3 above.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 46,788,547 Tranche 2 Placement Shares.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Listing Rule 7.2 exception 17 applies as the issue of the Tranche 2 Placement Shares is subject to the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of up to 46,788,547 Tranche 2 Placement Shares and raise up to \$25,733,701 (before costs) in accordance with the Placement. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of up to 46,788,547 Tranche 2 Placement Shares and will not be able to raise up to \$25,733,701 (before costs). In such circumstances the Company may need to consider alternative ways to raise capital, which may be on terms less favourable to the Company and Shareholders.

5.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

Listing Rule Reference	Disclosure
<i>7.3.1: The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified and selected.</i>	<p>The Tranche 2 Placement Shares will be issued to a range of institutional, sophisticated and professional investors (Tranche 2 Placement Participants), none of whom are a related party or a Material Investor of the Company.</p> <p>The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.</p>
<i>7.3.2: The number and class of securities the entity will issue.</i>	<p>A maximum of 46,788,547 Tranche 2 Placement Shares will be issued.</p>

Listing Rule Reference	Disclosure
<i>7.3.3: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.</i>	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
<i>7.3.4: The date or dates on or by which the entity will issue the securities.</i>	The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
<i>7.3.5: The price or other consideration the entity will receive for the securities.</i>	The Tranche 2 Placement Shares will be issued for \$0.55 per Share to raise up to \$25,733,701 before costs.
<i>7.3.6: The purpose of the issue, including the intended use of any funds raised by the issue.</i>	The purpose of the issue of the Tranche 2 Placement Shares is to raise funds to be utilised as specified in the use of funds summary in Section 3.2.
<i>7.3.7: If the securities are being issued under an agreement, a summary of any other material terms of the agreement.</i>	There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
<i>7.3.8: If the securities are being issued under, or to fund a reverse takeover, information about the reverse takeover.</i>	N/A
<i>7.3.9: A voting exclusion statement.</i>	A voting exclusion statement is included in the Notice.

5.5 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company or MTM	means MTM Critical Metals Limited (ACN 645 885 463).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	means Sandton Capital Advisory Pty Ltd.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's issued capital.

Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Placement	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement	has the meaning given in Section 3.1(a).
Tranche 1 Placement Participants	has the meaning given in Section 4.4.
Tranche 1 Placement Shares	has the meaning given in Section 3.1(a).
Tranche 2 Placement	has the meaning given in Section 3.1(b).
Tranche 2 Placement Participants	has the meaning given in Section 5.4.
Tranche 2 Placement Shares	has the meaning given in Section 3.1(b).

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 05 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of MTM Critical Metals Limited, to be held at **10.00am (AWST) on Thursday, 07 August 2025 at Unit 4, 22 Railway Road, Subiaco, WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1a Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Ratification of issue of Tranche 1 Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

